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ACTS

OF THE

PARLIAMENT

OF THE

DOMINION OF CANADA,

PASSED IN THE

FORTY-SIXTH YEAR OF THE REIGN OF HER MAJESTY

QUEEN VICTORIA,

AND IN THE

FIRST SESSION OF THE FIFTH PARLIAMENT,

*Began and holden at Ottawa, on the eighth day of February, and closed
by Prorogation on the twenty-fifth day of May, 1883.*



HIS EXCELLENCY

THE RIGHT HONORABLE SIR JOHN DOUGLAS SUTHERLAND CAMPBELL,

(Commonly called THE MARQUIS OF LORNE,)

GOVERNOR GENERAL.

VOL. II.

LOCAL AND PRIVATE ACTS.

OTTAWA:

PRINTED BY BROWN CHAMBERLIN,

LAW PRINTER TO THE QUEEN'S MOST EXCELLENT MAJESTY

ANNO DOMINI, 1883.



46 VICTORIA.

CHAP. 46

An Act to incorporate the Royal Society of Canada.

[Assented to 25th May, 1883.]

WHEREAS the persons hereinafter mentioned have, by Preamble. their petition, represented that a Society called, with the sanction of Her Most Gracious Majesty the Queen, "The Royal Society of Canada," has been founded in Canada by His Excellency the Right Honorable the Marquis of Lorne, Governor-General of Canada; that the said Society has been maintained for some months by the petitioners and others, and that the objects of the said Society are:—first, to encourage studies and investigations in literature and science; secondly, to publish transactions annually or semi-annually, containing the minutes of proceedings at meetings, records of the work performed, original papers and memoirs of merit, and such other documents as may be deemed worthy of publication; thirdly, to offer prizes or other inducements for valuable papers on subjects relating to Canada, and to aid researches already begun and carried so far as to render their ultimate value probable; fourthly, to assist in the collection of specimens with a view to the formation of a Canadian Museum of archives, ethnology, archæology and natural-history: and whereas the said petitioners have prayed that, for the better attainment of the said objects, the Society may be incorporated by Act of the Parliament of Canada, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. J. W. Dawson, C.M.G., LL.D., F.R.S., President; the Honorable P. J. O. Chauveau, LL.D., Docteur ès Lettres, Vice President; J. M. LeMoine, Esquire, Daniel Wilson, LL.D., F.R.S.E., T. Sterry Hunt, LL.D., F.R.S., A. R. C. Selwyn, LL.D., F.R.S., Presidents of Sections; Faucher de St. Maurice, Esquire, Charles Carpmael, M.A., George Lawson, Ph.D., LL.D.,

Certain persons incorporated.

Ph.D., LL.D., Vice Presidents of Sections; J. G. Bourinot, F.S.S., Honorary Secretary; J. A. Grant, M.D., F.G.S., Honorary Treasurer; Goldwin Smith, D.C.L., the Reverend Abbé Bégin, D.D., the Reverend Abbé Bois, Napoleon Bourassa, Esquire, the Reverend Abbé Casgrain, Docteur ès Lettres, Paul DeCazes, Esquire, Oscar Dunn, Esquire, the Honorable Hector Fabre, Louis H. Fréchette, LL.D., Napoleon LeGendre, Esquire, Pamphile Lemay, Esquire, the Honorable F. G. Marchand, Joseph Marquette, Esquire, the Honorable Mr. Justice Routhier, Docteur ès Lettres, Benjamin Sulte, Esquire, the Reverend Abbé Tanguay, Joseph Tassé, Esquire, the Reverend Abbé Verrean, Docteur ès Lettres, R. Maurice Bucke, M.D., the Reverend Æneas McDonell Dawson, Lieutenant-Colonel G. T. Denison, B.C.L., the Very Reverend G. M. Grant, D.D., William Kirby, Esquire, John L'Espérance, Esquire, Charles Lindsey, Esquire, the Reverend W. Lyall, LL.D., George Murray, B.A., the Reverend J. Clark Murray, LL.D., Evan McColl, Esquire, John Reade, Esquire, Charles Sangster, Esquire, George Stewart, (the younger,) Esquire, Alpheus Todd, C.M.G., LL.D., J. Watson, M.A., LL.D., G. Paxton Young, M.A., C. Baillargé, C.E., Herbert A. Bayne, Esquire, E. J. Chapman, Ph.D., LL.D., J. B. Cherriman, M.A., E. Deville, C.E., N. F. Dupuis, M.A., F.R.S.E., Sandford Fleming, C.M.G., C.E., P. Fortin, M.D., G. P. Girdwood, M.D., F. N. Gisborne, M. Inst. C.E., E. Haanel, Ph.D., the Very Reverend T. E. Hamel, M.A., B. J. Harrington, B.A., Ph.D., G. C. Hoffman, F.I.C., A. Johnson, LL.D., J. T. Loudon, M.A., T. Macfarlane, M.E., J. G. McGregor, M.A., D.Sc., F.R.S.E., L. W. Bailey, M.A., Ph.D., Robert Bell, M.D., C.E., F.G.S., G. M. Dawson, D.S., A.R.S.M., F.G.S., Edwin Gilpin, M.A., F.G.S., J. Bernard Gilpin, M.D., M.R.C.S., the Reverend D. Honeyman, D.C.L., J. M. Jones, F.L.S., the Reverend Professor J. C. K. Laflamme, D.D., J. Macoun, M.A., F.L.S., G. F. Matthew, M.A., Alexander Murray, C.M.G., F.G.S., W. Osler, M.D., W. Saunders, Esquire, D. N. St. Cyr, Esquire, J. F. Whiteaves, F.G.S., and R. Ramsay Wright, M.A., B.Sc., together with such other persons as now are or may hereafter become members of the Society to be hereby incorporated, under the provisions of this Act and the by-laws made under the authority thereof, and their successors, shall be and are hereby constituted a body politic and corporate, by the name of "The Royal Society of Canada," hereinafter called the Society, and may, by any legal title, acquire, hold and enjoy, for the use of the Society, any property whatever, real or personal, and may alienate, sell and dispose of the same, or any part thereof, from time to time and as occasion may require, and other property, real or personal, may acquire instead thereof: Provided always, that the annual value of the real estate held at any one time for the actual use of the Society shall not exceed four thousand dollars.

Corporate name and general powers.

Proviso: as to value of real estate to be held.

2. The Society shall not hold any property except as aforesaid and such as shall be derived from the following sources, that is to say: the life, annual and other subscriptions of members, donations, bequests or legacies made to the Society, and such other moneys or property as may be acquired by and from the ordinary transactions of the Society, or may now belong to the existing Society, and the moneys arising from fines and forfeitures lawfully imposed by their by-laws: Provided always, that the Society shall sell and convey any real estate acquired by them under the provisions of this section within ten years after they shall have acquired the same, unless the same be required for the actual use of the Society, under the provisions of the next preceding section.
- Revenue and funds of the society.
- Proviso: as to sale of real estate not used.
3. The affairs and business of the Society shall be managed by such officers and committees, and under such restrictions, touching the powers and duties of such officers and committees, as by by-law in that behalf the Society may, from time, to time ordain; and the Society may assign to any of such officers such remuneration as they deem requisite.
- Officers and their duties.
- Remuneration.
4. The Society may make such by-laws, not contrary to law, as they shall deem expedient for the administration and government of the Society, and may repeal, amend or re-enact the same from time to time, observing always, however, such formalities as by such by-laws, or by the by-laws now in force, may be prescribed to that end, and generally shall have all the corporate powers necessary for the purposes of this Act.
- By-laws may be made.
- Form of.
- General powers.
5. The present by-laws of the existing Society, not being contrary to law, shall be the by-laws of the Society hereby constituted, until they shall be repealed or altered as aforesaid.
- Present by-laws continued.
6. Until others shall be elected according to the by-laws of the Society, the present officers of the existing Society shall be those of the Society.
- Present officers continued.
7. All subscriptions and all penalties due to the Society under any by-law, may be recovered by suit in the name of the Society; but any member may withdraw therefrom at any time, on payment of all amounts by him due to the Society, inclusive of his subscription for the year then current, and shall, upon such withdrawal and payment of amounts due, cease to be a member of the Society.
- Recovery of subscriptions and penalties and withdrawal of members.
8. No person otherwise competent to be a witness in any suit or prosecution in which the Society may be engaged, shall be deemed incompetent to be such witness by reason of his being or having been a member or officer of the Society.
- Proviso: as to evidence of members.

Annual reports to be made.

9. The Society shall make annual reports to the Governor-General and to both Houses of Parliament, containing a general statement of the affairs of the Society, which said reports shall be presented within the first twenty days of every Session of Parliament.

CHAP. 47.

An Act to incorporate the University of Saskatchewan and to authorize the establishment of Colleges within the limits of the Diocese of Saskatchewan.

[Assented to 25th May, 1883.]

Preamble.

WHEREAS the Right Reverend the Lord Bishop of Saskatchewan and others have, by their petition, represented that they are desirous of establishing, within the limits of the Diocese of Saskatchewan as now constituted, an University and Colleges in connection therewith, in order thereby to promote higher scholastic training and instruction, and have prayed that an Act may be passed to enable them to do so; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

University established.

Incorporation.

Corporate name.

Powers as to real and personal property.

1. An University is hereby established in that part of the North-West Territories of the Dominion of Canada comprised in the present Diocese of Saskatchewan, and the following persons, namely, the Right Reverend John McLean, Lord Bishop of Saskatchewan, the Reverend John Alexander Mackay, the Reverend James Flett, the Reverend George McKay, the Reverend William Newton, the Honorable Lawrence Clarke, Thomas Mackay, Skeffington Elliot and W. V. Maclise, and all persons who may hereafter be appointed to be Chancellor or Members of the Senate as hereinafter mentioned, and all persons upon whom the University hereby created may hereafter confer any degree in any faculty, are hereby created one body politic and corporate by the name of the "University of Saskatchewan."

2. The said University by its said corporate name is hereby authorized and empowered to receive, purchase and hold to it, and its successors, lands and tenements, goods and chattels, for the purposes, objects and endowment of the said

said University, and the College established and incorporated under the provisions of section six hereof, and the various branches thereof established under the provisions of section seven hereof, in connection therewith, and the advancement of learning in connection therewith (the statutes of mortmain to the contrary notwithstanding), and from time to time, as it shall deem fit, to alienate or otherwise dispose of all or any of the property, real or personal, vested in it: Provided always, that the annual revenue of the said lands and tenements, exclusive of those required for the actual use and occupation of the said University and College, including all branches thereof, shall not exceed fifty thousand dollars calculated at four per cent. per annum upon the value of the said lands and tenements; and provided also, that the Corporation shall, within ten years after its acquisition of any real estate under this section, dispose of such part of such real estate as is not required for the use and occupation or other like purposes of the corporation.

Proviso: amount limited.

Proviso: } for disposal of property not used.

3. The said University shall have power to confer degrees in all faculties and in such form and upon such conditions as may be, from time to time, provided by statute or by-law of the University: Provided however, that it shall not be lawful for the said University to require from or impose upon any person or student any compulsory religious qualification or examination or test of a denominational character, except in the Faculty of Theology; and provided also, that the said University shall not have power to confer any degree except after completion of the course of study prescribed, and upon examination duly held under and in accordance with the by-laws and regulations respecting such degree.

Power to confer degrees.

Proviso: as to religious test.

Proviso: as to completion of course of study.

4. The said University shall be governed by a Chancellor, Vice-Chancellor and Senate.

How to be governed.

5. The Senate shall have power and authority, subject to the right of veto hereinafter mentioned, to regulate and manage all the affairs of the said University and its property, and from time to time to make statutes and by-laws for the purpose, and the same from time to time to repeal, change, alter and amend.

Management of affairs.

6. The said Senate shall have power and authority by statute or by-law to constitute and establish at Prince Albert or such other place within the present limits of the said Diocese of Saskatchewan as may be deemed proper, a College in connection with the said University, and to provide for the endowment of the same and the appointment of professors, tutors, and officers in connection therewith; and it is hereby enacted that when and so soon as such a College shall have been so constituted and established as aforesaid, the professors

College may be established in connection with University.

Incorporation of members thereof.

professors

Corporate powers. Exception. Notice.

fessors and tutors and such other persons, members thereof, as shall, by statute or by-law of the said Senate in that behalf, be named or indicated, shall under a name to be by such statute or by-law designated, become and be, by virtue of this Act, a body politic and corporate in affiliation with the said University, with perpetual succession and a common seal, and may sue and be sued by its corporate name, and otherwise shall be vested with all powers, rights and liabilities incidental to corporations of a like nature, save and except that the said College shall have no power to confer degrees apart from the said University; and upon the constitution and establishment of such College, the Senate shall cause notices thereof, and of the corporate name, to be published in the *Canada Gazette* and in a newspaper (if any) published in the said Diocese.

Branch colleges.

7. The College established and incorporated under the provisions of section six hereof may, subject to the consent of the Senate of the said University, from time to time, constitute, establish and maintain branches thereof at other places within the said Diocese of Saskatchewan.

Affiliation of other colleges. Proviso.

8. The said Senate shall have power and authority from time to time, by statute or by-law (subject to the said power of veto), upon such terms and conditions as shall previously have been mutually agreed upon, to affiliate with the said University other incorporated colleges within the said Diocese of Saskatchewan which may, from time to time, desire to be affiliated therewith: Provided always, that the terms and conditions agreed upon as aforesaid, as the basis of any such affiliation, shall be recited in the statute or by-law of the said Senate by which the same shall be effected.

Changes in constitution of university or college.

9. The said Senate shall have power and authority from time to time by statute or by-law (subject to the said power of veto), to make such changes, alterations and amendments, as may be deemed proper, in the constitution of the said University and of the College constituted and established under section six hereof.

Chancellor.

10. The Lord Bishop of the Diocese of Saskatchewan, for the time being, shall *ex officio* be Chancellor of the University.

Vice-Chancellor.

11. A Vice-Chancellor of the University may be nominated by the Chancellor to act in his stead, and to perform the duties of Chancellor in his absence.

Of whom the Senate shall consist.

12. Until otherwise provided by a statute or by-law of the University, the Senate shall be composed of the Right Reverend John McLean, D. D., the present Lord Bishop of Saskatchewan, the Reverend John Alexander Mackay, the Reverend James Flett, the Reverend George McKay, the Reverend

Reverend William Newton, the Honorable Lawrence Clarke, Thomas Mackay, Skeffington Elliot and W.V. Maclise.

13. The Governor General shall be the Visitor of the University; and it shall be the duty of the Senate, whenever called upon by the Governor General in Council so to do, to furnish full and accurate accounts, in writing, of the property of the University, and the income; and also to report fully, in writing, upon any other matters in connection therewith, that the said Governor General in Council may require.

Visitor.
Returns to be
furnished.

14. Every statute, by-law and regulation shall, within three months of the passing thereof, be deposited with the Secretary of State of Canada, to be laid before the Visitor; and such statute, by-law or regulation shall have force and effect in the meantime, and until the disallowance thereof by the Visitor has been signified to the said University through the said Secretary of State: Provided however, that any statute, by-law or regulation which has not been disallowed, as aforesaid, within six months from the passing thereof, shall be deemed to have been duly confirmed.

Deposit of
by-laws and
confirmation
thereof.

Proviso.

15. The said University shall have power to acquire and hold lands and tenements, goods and chattels; and also to invest, from time to time, its funds and moneys within any part of the Dominion of Canada, subject to the limitation contained in section two.

Powers as to
property and
investment of
funds.

CHAP. 48.

An Act to provide for the amalgamation of the Bank of Nova Scotia with the Union Bank of Prince Edward Island.

[Assented to 25th May, 1883.]

WHEREAS the Bank of Nova Scotia and the Union Bank of Prince Edward Island have, by their petitions, represented that the said Banks are desirous of entering into an agreement for the amalgamation of the said Union Bank of Prince Edward Island with the said Bank of Nova Scotia, and that the basis of such amalgamation, as in the Schedule to this Act appended set forth, has been settled and agreed upon and has been assented to by the shareholders of the said Banks respectively, at special general meetings of the shareholders of the said Banks respectively, and that it would be for the interest of the said Banks that such an amalgamation should be effected, and have prayed that

Preamble.

that an Act of the Parliament of Canada may be passed for the purpose; and whereas it is expedient that the prayer of the petitioners be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Agreement for amalgamation may be entered into by directors.

Proviso: no extra powers to be conferred on Bank of N.S.

Confirmation by shareholders required.

Indenture of union and proceedings thereon.

Effect of indenture.

Liabilities.

Notice in N.S. and P.E.I.

Indenture or copy to be evidence.

1. The Directors of the said Bank of Nova Scotia and the Directors of the said Union Bank of Prince Edward Island may enter into an agreement for the amalgamation of the said Union Bank of Prince Edward Island with the said Bank of Nova Scotia upon the basis already settled and agreed upon and assented to as aforesaid, and may determine upon the terms of such amalgamation and the relative value of the stocks of the said Banks and such other terms and conditions as they shall deem fit: Provided always, that nothing in such agreement contained shall give any other or greater powers to the said Bank of Nova Scotia than are conferred by its charter; such agreement however shall not be binding on the said banks respectively until confirmed by a majority of two-thirds of the votes of the shareholders of each of the said banks, present in person or represented by proxy, at a special general meeting of the shareholders of each of the said banks called for the purpose according to law, by notice specifying the purpose for which such meetings are called respectively.

2. The terms of the agreement of amalgamation shall, after confirmation, as aforesaid, be set forth in a formal indenture of union, executed by the said respective Banks; and upon the filing of a duplicate thereof in the office of the Secretary of State of Canada, such amalgamation shall be taken to be fully complete, and the said Union Bank of Prince Edward Island shall thereupon be merged into the said Bank of Nova Scotia, and thereafter be deemed to be one corporation therewith, and the corporate powers of the said Union Bank of Prince Edward Island shall thereafter cease and be determined; and the liabilities of the Union Bank of Prince Edward Island and of the shareholders as such shall also cease and be determined and thenceforth shall be and become the liabilities of the Bank of Nova Scotia; and thereupon a notice of such filing shall be published by the said Bank of Nova Scotia, in four consecutive numbers of the *Canada Gazette*, and in four consecutive numbers of a newspaper published in the City of Halifax, in the Province of Nova Scotia, and in four consecutive numbers of a newspaper published in the City of Charlottetown, in the Province of Prince Edward Island.

3. The production of the said indenture of union or amalgamation, with the certificate thereon indorsed by the Secretary of State of Canada, of the filing of the duplicate thereof in his office, or the production of a copy of such duplicate

duplicate indenture, certified by the said Secretary of State, shall be *primâ facie* evidence in all courts and proceedings of the execution and confirmation by the shareholders and of the filing of the said indenture, without further or other proof, and shall also be *primâ facie* evidence in all courts and proceedings of the complete union and incorporation of the said Union Bank of Prince Edward Island with the said Bank of Nova Scotia.

4. Immediately upon such union or amalgamation taking place the shareholders of the said Union Bank of Prince Edward Island shall become, *ipso facto*, shareholders of the said Bank of Nova Scotia in the amount and according to the relative value of the stocks of the said Banks as provided for, agreed upon and set forth, in and by the said indenture of union; and the said Bank of Nova Scotia shall, within thirty days after the filing as aforesaid of the said indenture of union, allot to the shareholders of the said Union Bank of Prince Edward Island in proportion to the amount of stock in the said Union Bank of Prince Edward Island held by them respectively (which stock shall be, and shall be deemed to be extinguished by the said amalgamation), and in lieu and stead of such extinguished stock held by them respectively, paid up capital stock in the said Bank of Nova Scotia to the amount of the value in Bank of Nova Scotia stock of the stock so held by them respectively in the said Union Bank of Prince Edward Island, as provided, agreed upon and set forth in the said indenture of union: Provided, that the said Bank of Nova Scotia shall adjust any difference less than the value of a share of Bank of Nova Scotia stock by allotment of a share of stock paid up to the amount of such difference, or any fractional sum less than a share shall be allowed to such shareholder towards the payment of a share of such stock at such rate per share as may be specified in the deed of amalgamation; and if any shareholder of the Union Bank of Prince Edward Island refuses or declines to pay into the Bank of Nova Scotia the difference between such fractional sum and the full value of a share as agreed upon, then the Bank of Nova Scotia shall pay such shareholder such fractional part in money:

All shareholders to be shareholders of Bank of N.S.

Allotment of stock.

Proviso: as to adjustment of difference in value of shares.

2. And thereupon also, all the estate and effects, real and personal, rights, property, credits, choses in action, claims and demands of whatsoever nature or quality or wherever situate of the Union Bank of Prince Edward Island, shall forthwith become vested in the said Bank of Nova Scotia and its assigns, as and for its own use and benefit absolutely; and it may, in its own name, sue for, collect and get in all and every part of the said estate, rights and effects, and generally do all acts and take all proceedings necessary therefor, either at law or in equity, as fully and effectually

Transfer of property and assets.

as the said Union Bank of Prince Edward Island could have done:

And of liabilities.

3. And thereupon also, the said Bank of Nova Scotia shall forthwith become subject and liable to pay and discharge all the debts, obligations, bills, promissory notes or other liabilities of the said Union Bank of Prince Edward Island, and may be directly sued and proceeded against in respect thereof, as fully and effectually as if the same were originally the debts, obligations, bills, promissory notes and liabilities of the said Bank of Nova Scotia :

Provision as to suits pending at time of amalgamation.

4. And thereupon also, all actions or proceedings in any court, in which suits, actions or proceedings the Union Bank of Prince Edward Island is plaintiff or defendant, whether in its own name or as assignee or trustee or otherwise, may be continued to judgment and execution in the name of and by or against the said Bank of Nova Scotia upon a suggestion being entered at any stage in the pleadings, or on the record at any time before judgment, or upon the judgment roll after judgment, that the Union Bank of Prince Edward Island became, by virtue of this Act on the day of filing such indenture of union, amalgamated with the same.

Presentation to Bank of N. S. of cheques, notes, bills, &c drawn on Union Bank.

5. The Bank of Nova Scotia shall, in all respects, stand and be in the place and stead of the said Union Bank of Prince Edward Island, and all bills of exchange, promissory notes or cheques, made payable at, or drawn upon the said Union Bank of Prince Edward Island, or any of its branches or agencies, shall, after the amalgamation is completed, be deemed to be payable at the Bank of Nova Scotia, or any of its branches or agencies in the same city, town or place, and presentment and notice thereof, of such bill, note, cheque or draft at the said Bank of Nova Scotia, or any of its branches or agencies, in such city, town or place shall be as good and valid, to all intents and purposes, to charge all the parties to such bill, note, cheque or draft, as if such presentment had been made at the Union Bank of Prince Edward Island, or any of its branches or agencies in the same city, town or place, and notice had been given thereof.

No existing surety to be released.

6. The amalgamation taking effect as hereinbefore provided for, shall in no way affect, release or discharge the liability or obligation of any surety to either of the said banks existing at the time when the said amalgamation shall be completed.

Head office.

7. The head office and chief place of business of the Bank of Nova Scotia shall continue to be in the City of Halifax.

8. The Bank of Nova Scotia, after the amalgamation thereof with of the said Union Bank of Prince Edward Island as hereinbefore provided, shall, in addition to the rights, powers, obligations and liabilities conferred or imposed upon it by this Act, have, possess and enjoy all the rights and powers which it now has, and may also issue bank notes of the denomination of five dollars and of multiples of five dollars each, in excess of its powers of issuing bank notes under its charter to an amount not exceeding double the amount of the paid up stock of the Union Bank of Prince Edward Island as it stood on the thirty-first day of March one thousand eight hundred and eighty-three; and the Bank of Nova Scotia shall also be subject to the same liabilities and obligations to which it is now subject under its charter; and the said amalgamation shall in no respect affect or impair the corporate rights, powers or privileges of the said Bank of Nova Scotia.

Powers and obligations of Bank of N.S. after amalgamation.

Corporate rights not affected.

9. The present shares of the said Bank of Nova Scotia are hereby reduced from two hundred dollars each to one hundred dollars each, and the capital stock thereof is hereby increased to the sum of one million two hundred and fifty thousand dollars; and each present shareholder in the said Bank shall be entitled to have allotted to him and there shall be allotted to him, two shares of one hundred dollars each, for every share of two hundred dollars each which he now holds or to which he is entitled in the said Bank of Nova Scotia; and the said Bank of Nova Scotia shall have power to call in its present stock certificates and issue new stock certificates to the shareholders in the said Bank for the purpose of carrying into effect the provisions of this section; and this section shall not in any respect affect or take away the liability of any shareholder in the said Bank of Nova Scotia upon any call or calls made or to be made upon him on account of the shares or stock held by him, or the liability of any person or persons who may have become or who shall hereafter become surety for such shareholder therefor; and from and out of the increase in the capital stock of the said Bank hereby authorized, a sufficient amount shall be allotted to the shareholders of the Union Bank of Prince Edward Island to fulfil the obligations towards such shareholders created by the agreement of amalgamation; and the residue thereof shall remain to be subscribed for, and called up, in accordance with the charter of the said Bank of Nova Scotia.

Shares of Bank of N.S. reduced in amount.

Allotment.

Liability of shareholders not affected.

Subscriptions for stock.

10. This Act shall continue in force until the first day of July in the year of Our Lord one thousand eight hundred and ninety-one.

Duration of Act.

SCHEDULE

Basis of Amalgamation.

1. The intrinsic value of each stock shall first be arrived at.

2. The intrinsic value of one stock shall be increased or diminished relatively to the other by differences in earning power present or prospective. The present and prospective earning power of each stock shall be taken into consideration and the intrinsic value altered accordingly. In calculating the present and prospective earning power of each stock regard shall be had to its past earnings only after deduction of losses.

3. When the real value of each stock has thus been ascertained, they shall be equalized by raising or reducing the capital of the one till the value of each hundred dollars of stock in the two Banks shall be equal, dollar for dollar. New capital stock of the Bank of Nova Scotia shall be issued for the capital of the Union Bank thus fixed.

CHAP. 49.

An Act to continue an Act to incorporate sundry persons by the name of the President, Directors and Company of the Farmers' Bank of Rustico.

[Assented to 25th May, 1883.]

Preamble.

26 V. (P.E.I.)
c. 16. WHEREAS the Farmers' Bank of Rustico have prayed for the passing of an Act to continue their Act of incorporation, being an Act passed by the Legislature of Prince Edward Island in the twenty-sixth year of Her Majesty's reign, chapter sixteen, intituled "*An Act to incorporate sundry persons by the name of the President, Directors and Company of the Farmers' Bank of Rustico,*" and it is expedient to continue such Act of incorporation until the period hereinafter mentioned: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation
continued
till 1891.

1. Subject to the provisions in this Act contained the Act of incorporation of the said Farmers' Bank of Rustico is hereby continued and shall remain in force until the first day of July in the year of Our Lord one thousand eight hundred and ninety-one.

2. The returns required to be made by the said Bank by the thirty-third section of the said Act of incorporation shall hereafter be made to the Minister of Finance at the times and in the forms therein specified.

Returns to Minister of Finance.

3. The total amount of the notes of the said Bank outstanding and in circulation on the first day of July one thousand eight hundred and eighty-three shall be ascertained and established by the Bank, and thereafter the circulation of the notes of the Bank shall be reduced in accordance with the following provisions: In each subsequent year there shall be withdrawn from circulation, paid and retired, notes of the said Bank to an amount equal to twelve and one half per cent. of the difference between the paid up capital of the Bank as established on the first day of July one thousand eight hundred and eighty-three and the amount of notes in circulation on the same date, so that the whole amount of the notes issued by the said Bank shall be reduced on or before the first day of July one thousand eight hundred and ninety-one to an amount not exceeding the paid up capital of the Bank as established on the first day of July one thousand eight hundred and eighty-three.

Amount of bank notes limited and to be gradually reduced.

CHAP. 50.

An Act to incorporate "The Central Bank of Canada."

[Assented to 25th May, 1888.]

WHEREAS David Blain, [Henry O'Brien, C. Blackett Robinson, Robert Hay, H. P. Dwight, Samuel Trees, A. McLean Howard and John Ginty have, by their petition, prayed that they and their legal representatives may be incorporated for the purpose of establishing a bank in the City of Toronto, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate, and House of Commons of Canada, enacts as follows:—

Preamble.

1. The several persons hereinbefore named, and such other persons as may be shareholders in the corporation to be by this Act created, and their assigns, shall be and they are hereby created, constituted and declared to be a corporation, body corporate and politic, by the name of "The Central Bank of Canada."

Certain persons incorporated.

Corporate name.

2. The capital stock of the said bank shall be one million of dollars of lawful money of Canada, divided into ten thousand

Capital stock and shares.

Head office. sand shares of one hundred dollars of lawful money aforesaid each,—which said shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns: and the chief office of the bank shall be at the City of Toronto.

Provisional directors and their powers. **3.** For the purpose of organizing the said bank, the persons hereinbefore mentioned by name shall be Provisional Directors thereof; and they or a majority of them may cause stock books to be opened after giving due public notice thereof, upon which stock books may be recorded the subscriptions of such persons as desire to become shareholders in the said bank; and such books shall be opened at the City of Toronto, and elsewhere, at the discretion of the said Provisional Directors, and remain open so long as they deem necessary; and as soon as the sum of five hundred thousand dollars of the said capital stock has been subscribed, and one hundred thousand dollars actually paid into some one of the present chartered banks in Canada, thereupon it shall and may be lawful for the said Provisional Directors to call a meeting of subscribers by notice published in the *Canada Gazette*, and in one newspaper in the City of Toronto during at least four weeks,—such meeting to be held at the City of Toronto at such time and place as such notice shall indicate and specify; and at such meeting the subscribers shall proceed to elect seven Directors, having the requisite stock qualification, who shall, from thenceforth, direct the affairs of the said corporation, shall assume the charge of the stock books hereinbefore referred to, and shall remain in office until the third Monday in June, which shall be in the year next after the year in which they are so elected, and until such time as their successors in office shall be duly and regularly elected in the manner provided by law in respect of the annual election of Directors; and upon such first mentioned election being held the functions of the said Provisional Directors shall cease.

First meeting of shareholders.

Election of directors.

Term of office.

Number of directors. **4.** The number of Directors of the said bank shall be seven, subject to be increased from time to time to any number not exceeding thirteen, by by-law made by the shareholders of the bank.

General Act, 34 V. c. 5, and amendments to apply. **5.** The Act passed in the thirty-fourth year of Her Majesty's reign, intituled "*An Act relating to Banks and Banking*," and all Acts amending the same, and all the provisions thereof shall apply to the bank hereby incorporated, excepting so far as such provisions relate only to banks already in existence or to banks *en commandite*.

Certificate from Treasury Board to be obtained. **6.** The said bank shall obtain from the Treasury Board, before commencing business and within two years after the passing of this Act the certificate required by section

section seven of the said "Act relating to Banks and Banking," passed in the thirty-fourth year of the reign of Her Majesty, chaptered five; and if at least two hundred thousand dollars of the subscribed capital of such bank has not been paid up before it shall have received such certificate, such further amount as shall be required to complete the said sum shall be called in and paid up within one year from the date of such certificate: and in the event of failure to comply with any of the provisions in this section contained, this Act shall become and be null and void and of no effect, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

\$200,000 to be paid up within a fixed term.

Forfeiture of charter in case of default.

7. This Act shall remain in force until the first day of July in the year of Our Lord one thousand eight hundred and ninety-one.

Duration of Act.

CHAP. 51.

An Act to incorporate the Brant County Bank of Canada.

[Assented to 25th May, 1883.]

WHEREAS Peter Wood, of the City of Brantford, in the County of Brant and Province of Ontario, Esquire, Edward Brophay, of the said City of Brantford, merchant, Alexander Duffet Clement, of the said City of Brantford, Postmaster, Robert Twiss Sutton, of the City of Hamilton, in the said Province, contractor, and Charles Jarvis, of the said City of Brantford, manufacturer, have, by their petition, prayed that they may be incorporated for the purpose of establishing a Bank in the City of Brantford, in the Province of Ontario; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:--

Preamble.

1. Peter Wood, Edward Brophay, Alexander Duffet Clement, Robert Twiss Sutton and Charles Jarvis, and such other persons as may become shareholders in the corporation by this Act created, and their assigns, shall be and they are hereby created, constituted and declared to be a corporation, body corporate and politic, by the name of "The Brant County Bank of Canada."

Certain persons incorporated.

Corporate name.

2. The capital stock of the said Bank shall be one million dollars divided into ten thousand shares of one hundred dollars

Capital stock and shares.

lars each, which shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns.

Provisional directors and their powers.

Stock books for subscriptions.

First meeting of shareholders.

Election of directors.

Term of office.

Chief place of business.

Number of directors.

34 V. c. 5.

General Act, 34 V. c. 5 and amendments to apply.

3. For the purpose of organizing the said Bank and of procuring the subscription of the said capital stock, the said Peter Wood, Edward Brophay, Alexander Duffet Clement, Robert Twiss Sutton and Charles Jarvis, shall be the provisional Directors thereof; and they or a majority of them may cause stock books to be opened, after giving four weeks' notice thereof in the *Canada Gazette*,—upon which stock books shall and may be received and subscribed the signatures and subscriptions of such parties and persons as desire to become shareholders in the said Bank; and such stock books shall be opened at the City of Brantford and elsewhere, at the discretion of the provisional Directors, and shall be kept open so long as they shall deem necessary; and so soon as five hundred thousand dollars of the said capital stock shall have been subscribed upon the said stock books, and one hundred thousand dollars thereof actually paid into some one of the present chartered banks of Canada, a general meeting may be called of the subscribers thereof by notice to be inserted for at least four weeks in two newspapers published in the said City of Brantford—such meeting to be held at the said City of Brantford at such time and place as such notice shall indicate; and at such meeting the subscribers shall proceed to elect five Directors having the requisite stock qualification, who shall from thenceforward direct the affairs of the said Bank, take charge of the stock books hereinbefore referred to, and continue in office until the second Wednesday in the month of April, which shall be in the year next after the year in which they shall have been so elected, and until their successors in office shall be duly elected; and immediately after such election shall be had, the functions of the said provisional Directors shall cease.

4. The chief place of business of the said Bank shall be at the said City of Brantford.

5. The number of Directors of the said Bank shall be five, subject to be increased by by-law to be passed as provided in the twenty-eighth section of the Act of the Parliament of Canada, passed in the thirty-fourth year of Her Majesty's reign, intituled "*An Act relating to Banks and Banking*."

6. The said Act passed in the thirty-fourth year of Her Majesty's reign, intituled "*An Act relating to Banks and Banking*" and all Acts amending the same, and all the provisions thereof shall apply to the Bank hereby incorporated in the same manner as if they were expressly incorporated with this Act, excepting so far as such provisions relate only to banks in existence at the time of the passing of the said first mentioned Act or to banks *en commandite*.

7. The said Bank shall obtain from the Treasury Board, before commencing business and within two years from and after the passing of this Act, the certificate mentioned and required by section seven of the "*Act relating to Banks and Banking*," passed in the thirty-fourth year of Her Majesty's reign, chaptered five; and if at least two hundred thousand dollars of the subscribed capital stock of such bank has not been paid up before it shall have received such certificate, such further amount as shall be required to complete the said sum shall be called in and paid up within one year from the date of the said certificate; and in the event of failure to comply with any of the provisions in this section contained, this Act shall become and be null and void and of no effect, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

Certificate from Treasury Board to be obtained.

\$200,000 to be paid up within a fixed time.

Forfeiture of charter in case of default.

8. This Act shall remain in force until the first day of July, one thousand eight hundred and ninety-one.

Duration of Act.

CHAP. 52.

An Act to incorporate the Bank of London, in Canada.

[Assented to 25th May, 1883.]

WHEREAS William Woodruff, John Graham Haggart, George K. Atkinson, Hugh Sutherland, George Turner Orton, Peter Johnston Brown and Duncan Macmillan have, by their petition, prayed that they may be incorporated for the purpose of establishing a bank in the City of London, in the Province of Ontario; and whereas it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. William Woodruff, John Graham Haggart, George K. Atkinson, Hugh Sutherland, George Turner Orton, Peter Johnston Brown and Duncan Macmillan, and such other persons as may become shareholders in the corporation to be by this Act created, and their assigns, shall be and they are hereby created, constituted and declared to be a corporation, body corporate and politic, by the name of "The Bank of London, in Canada."

Certain persons incorporated.

Corporate name.

2. The capital stock of the said Bank shall be one million dollars, divided into ten thousand shares of one hundred dollars each, which shares shall be and are hereby vested in

Capital stock and shares.

the several persons who shall subscribe for the same, their legal representatives and assigns.

Provisional directors and their powers.

Stock books for subscriptions.

First meeting of shareholders.

Election of directors.

Term of office.

Head office.

Number of directors.

34 V. c. 5

General Act 34 V. c. 5 and amendments to apply.

3. For the purpose of organizing the said Bank and of raising the amount of the said capital stock, the said William Woodruff, John Graham Haggart, George K. Atkinson, Hugh Sutherland, George Turner Orton, Peter Johnston Brown and Duncan Macmillan, shall be the provisional Directors thereof; and they or a majority of them may cause stock books to be opened, after giving four weeks' notice thereof in the *Canada Gazette*, and also four weeks' notice in a newspaper published in the locality where the chief place of business is to be established,—upon which stock books shall and may be received and inscribed the signatures and subscriptions of such parties and persons as desire to become shareholders in the said Bank; and such stock books shall be opened at the City of London and elsewhere at the discretion of the provisional Directors, and shall be kept open so long as they shall deem necessary; and so soon as five hundred thousand dollars of the said capital stock shall have been subscribed upon the said stock books and one hundred thousand dollars thereof actually paid into some one of the present chartered banks in Canada, a public meeting may be called of the subscribers thereof, by notice to be inserted for at least four weeks in two newspapers published in the said City of London, such meeting to be held in the said City of London, at such time and place as such notice shall indicate; and at such meeting the subscribers shall proceed to elect seven Directors, having the requisite stock qualification, who shall thenceforward direct the affairs of the said Bank, take charge of the stock books hereinbefore referred to, and continue in office until the second Tuesday in the month of April which shall be in the year next after the year in which they shall have been so elected, and until their successors in office shall be duly elected; and immediately after such election shall be had, the functions of the said provisional Directors shall cease.

4. The chief place of business of the said Bank shall be at the City of London, in the Province of Ontario.

5. The number of Directors of the said Bank shall be seven, subject to be increased or diminished by by-law, to be passed as provided in the twenty-eighth section of the Act of the Parliament of Canada, passed in the thirty-fourth year of Her Majesty's reign, intituled "*An Act relating to Banks and Banking.*"

6. The said Act, passed in the thirty-fourth year of Her Majesty's reign, intituled "*An Act relating to Banks and Banking,*" and all Acts amending the same and all the provisions thereof, shall apply to the Bank hereby incorporated in

in the same manner as if they were expressly incorporated with this Act, excepting so far as such provisions relate only to banks already in existence or to banks *en commandite*.

7. The said Bank shall obtain from the Treasury Board within two years from and after the passing of this Act, the certificate mentioned and required by section seven of the "Act relating to Banks and Banking," passed in the thirty-fourth year of Her Majesty's reign, chapter five; and if at least two hundred thousand dollars of the subscribed capital of such Bank has not been paid up before it shall have commenced business, such further amount as shall be required to complete the said sum shall be called in and paid up within one year thereafter; and in the event of failure to comply with any of the provisions in this section contained, this Act shall be and become null and void and of no effect, and the charter hereby granted, and all and every the rights and privileges hereby conferred, shall be forfeited.

Certificate from Treasury Board to be obtained.

\$200,000 to be paid up within a fixed time.

Forfeiture of charter in case of default.

8. This Act shall remain in force until the first day of July, one thousand eight hundred and ninety-one.

Duration of Act.

CHAP. 53.

An Act to amend the Act to incorporate the North-Western Bank.

WHEREAS the North-Western Bank was duly incorporated by an Act passed in the forty-fifth year of Her Majesty's reign, chaptered sixty-two; and whereas Jeremiah H. Long, Joshua Richardson, Aaron Ross, Robert John Gunn, William Northwood, John Rice, Andrew Northwood, F. Marx, George Young Smith, and others, provisional Directors thereof, have, by their petition, prayed that the said Act be amended, and that the name and chief office of the said Bank be changed as hereinafter mentioned, and that the time limited by the sixth section of the said Act be extended, and that the rights and privileges of the said Bank under the said Act of incorporation be continued: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble. 45 V. c. 62.

1. The corporate name of the said Bank is hereby changed to "The British Canadian Bank;" but such change shall not affect the rights and obligations of the Bank, and all actions, suits or proceedings may be continued or commenced by or against the Bank, by its new name, that might have

Corporate name changed; rights and obligations not affected.

have been continued or commenced by or against the Bank by its former name.

Sects. 2, 3 & 6,
of 45 V. c. 62
repealed.

2. The second, third and sixth sections of the said Act are hereby repealed.

Capital stock
and shares.

3. The capital stock of the said Bank shall be one million dollars of lawful money of Canada, divided into ten thousand shares of one hundred dollars of lawful money aforesaid each,—which said shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns; and the chief office of the Bank shall be at the City of Toronto.

Provisional
directors,
their powers
and duties.

Stock books
for subscrip-
tions.

First
meeting of
shareholders.

Election of
directors.

Term of
office.

4. For the purpose of organising the said Bank the persons hereinbefore mentioned by name shall be provisional Directors thereof, and they or the majority of them may cause stock books to be opened after giving due public notice thereof,—upon which stock books may be recorded the subscription of such persons as desire to become shareholders of the said Bank; and such books shall be opened at Toronto, Ontario, and elsewhere at the direction of the said provisional Directors, and remain open as long as they deem necessary; and as soon as the sum of five hundred thousand dollars of the said capital stock has been subscribed, and one hundred thousand dollars actually paid into some one of the present chartered banks in Canada, thereupon it shall and may be lawful for the said provisional Directors to call a meeting of subscribers by notice published in the *Canada Gazette*, and in two newspapers in Toronto, Ontario, during at least four weeks,—such meeting to be held in Toronto at such time as such notice shall indicate and specify; and at such meeting the subscribers shall proceed to elect seven Directors, having the requisite stock qualification, who shall from thenceforth direct the affairs of the said corporation, shall assume the charge of the stock books hereinbefore referred to, and shall remain in office until the second Tuesday in June, which shall be in the year next after the year in which they are so elected, and until such time as their successors in office shall be duly and regularly elected in the manner provided by law in respect of the annual election of Directors; and upon such election being held the functions of the said provisional Directors shall cease.

Certificate of
Treasury
Board must
be obtained
under 34 V. c.
5.

\$200,000 to be
paid up within
a fixed time.

5. The said Bank shall obtain from the Treasury Board, before commencing business and within two years from and after the passing of this Act, the certificate mentioned and required by section seven of the "*Act relating to Banks and Banking*," passed in the thirty-fourth year of Her Majesty's reign, chaptered five; and if at least two hundred thousand dollars of the subscribed capital stock of such Bank

Bank has not been paid up before it shall have received such certificate, such further amount as shall be required to complete the said sum shall be called in and paid up within one year from the date of the said certificate; and in the event of failure to comply with any of the provisions in this section contained, this Act and the said former Act shall become and be null and void and of no effect, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

Forfeiture of charter in default.

6. Nothing in this Act contained shall be construed as impairing in any way whatever any subscription of shares in the capital stock of the Bank made and entered on the stock books thereof prior to the passing of this Act; but every such subscription of shares shall be as valid and binding as if this Act had not been passed.

Former subscriptions to remain valid and binding.

CHAP. 54.

An Act to authorize the Grand Trunk Railway Company of Canada to extend their traffic arrangement with the North Shore Railway Company to fifty years from the date thereof.

[Assented to 25th May, 1883.]

WHEREAS the Grand Trunk Railway Company of Canada have, by petition, represented that on the twenty-seventh day of February, one thousand eight hundred and eighty-three, a deed of traffic arrangement, set forth in the schedule to this Act, was entered into by the Grand Trunk Railway Company of Canada with the North Shore Railway Company, for twenty-one years, the said traffic arrangement to be extended to fifty years from the date when the same was entered into, should authority to so extend it be obtained; and whereas the said traffic arrangement was ratified and confirmed in its form and tenor at a meeting of shareholders of the said Grand Trunk Railway Company of Canada, held in the City of London, England, on the twenty-ninth day of March, eighteen hundred and eighty-three; and whereas the said Grand Trunk Railway Company of Canada have prayed that an Act be passed to confer upon them such power, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.;

Agreement of 27th Feb., 1883, cited.

Duration of traffic arrangement may be extended.

1. The Grand Trunk Railway Company of Canada shall have the power to extend the time during which the said traffic arrangement made by them and the North Shore Railway Company, on the twenty-seventh day of February, eighteen hundred and eighty-three, shall continue, to fifty years from the date thereof, any law to the contrary notwithstanding.

Certain rights of C. P. Railway Co. not affected.

2. Nothing herein contained shall affect any rights acquired by the Canadian Pacific Railway Company in respect of the said North Shore Railway, under and by virtue of the agreement between the Government of the Province of Quebec and the said Company, executed on the fourth day of March, eighteen hundred and eighty-two, and confirmed by the Act of the Legislature of the said Province of Quebec, forty-fifth Victoria, chapter nineteen.

SCHEDULE.

MEMORANDUM.

This agreement made this twenty-seventh day of February, in the year of our Lord 1883,

By and between the Grand Trunk Railway of Canada hereinafter called the Grand Trunk, of the first part;

And the North Shore Railway Company hereinafter called the North Shore Company, of the second part.

Whereas the said parties hereto of the second part propose to create a mortgage upon all their property, real and personal, of every kind whatsoever to the extent of \$25,000 per mile of their railway which is now 209 miles; said mortgage to be made to secure an issue of bonds to the extent aforesaid payable in twenty-one years from the date of said mortgage and to bear interest at the rate of five per cent per annum; a certain portion of the said bonds to be used in raising money to pay off a claim of the Government of the Province of Quebec amounting to three and one half millions of dollars for the purchase money due by the North Shore Company to the said Government.

And whereas with a view of making more effectual provision for the payment of said interest, the North Shore Company is desirous of entering into an agreement with the Grand Trunk Company for a free interchange of traffic passing to and from their respective lines of railway and for the management and working of the railway of the party of the second part, and also for the division and apportionment of the tolls rates on traffic so interchanged.

And

And whereas in order to facilitate the carrying out of the said objects, it is necessary that the two systems of the parties hereto should be connected by means of the line authorized to be constructed by the Company known as the Union Jacques-Cartier Railway, and an agreement has already been entered into between said parties in reference to the construction of the said railway.

Therefore this agreement witnesseth that the said parties hereto do covenant and agree each with the other as follows:—

1st. That they will by all lawful means use their best exertions to have the said connecting link completed with all possible despatch, as provided for in the said agreement recited herein.

2nd. That they, the Grand Trunk Company, shall have the control and direction of the traffic on the said North Shore Company's lines, and the rates, tolls and fares thereon shall be such as shall from time to time be approved by the general manager for the time being of the Grand Trunk Company, but shall be such as will be calculated to develop the traffic of the said line.

3rd. That a free interchange of traffic of all kinds shall be made between the said Company's lines, and the same shall be encouraged and promoted in such manner as shall be most advantageous to the parties hereto.

4th. That the division and apportionment of the rates, tolls and fares on all traffic, including both freight and passengers, passing from one line to the other shall, after deducting all overcharges, paid-ons, cartage, etc., be divided and apportioned in the proportions shown in the Schedule annexed hereto: Provided however, that the said proportions shall be subject to revision from time to time during the continuance of this agreement; the said Schedule shall only remain in force for five years, unless the said parties hereto otherwise mutually agree.

5th. That in consideration of traffic which under this agreement it is expected the North Shore Railway Company will put upon the railway of the Grand Trunk Company, the last mentioned Company agrees that should the receipts or earnings from the whole traffic of all kinds, both passenger, freight and all other sources, of the North Shore Company be insufficient to pay the working expenses and interest on the Company's said mortgage bonds to the extent of \$25,000 per mile, at five per cent. per annum, or such amount thereof as may, from time to time, be issued, then the said Grand Trunk Company will allow, by way of rebate out of its

its proportion of the receipts accruing from such traffic, a sum which shall be equal with the net earnings of the said North Shore Company to the payment of the interest upon the said bonds so issued.

6th. That for any rebate so allowed, the Grand Trunk Company shall receive an amount of uncanceled interest coupons attached to the Company's bonds as shall be equal to the said rebate so allowed and paid, and the Grand Trunk Company may hold the same, and when the said income exceeds the sum required to pay the full interest on the bonds, the North Shore Company shall apply said excess to the liquidation and payment of the said coupons so held by the Grand Trunk, with interest thereon at the rate of five per cent. per annum from the time such rebate was made until payment.

7th. That this agreement shall be subject to the approval of the proprietors of the Companies, parties hereto, and remain in force for a period of twenty-one years from the date of ratification hereof, and for such further period as may be authorized by any statute passed during the present session of the Parliament of the Dominion of Canada and the Legislature of the Province of Quebec.

This agreement executed at Montreal on the day and year first above mentioned.

THE NORTH SHORE RAILWAY COMPANY,

per

(Signed) L. A. SENÉCAL,
President.

[Seal]

North Shore Railway Company.

Witness:

A. LACOSTE.

THE GRAND TRUNK RAILWAY COMPANY,

per

(Signed) J. HICKSON,
General Manager.

[Seal]

Grand Trunk Railway Company.

Witness:

W. WAINWRIGHT.

True copy.

WM. E. BLUMHART,
Secretary, North Shore Railway Company.
CHAP.

CHAP. 55.

An Act respecting the Canadian Pacific Railway Company.

[Assented to 25th May, 1883.]

WHEREAS the Canadian Pacific Railway Company have Preamble.
petitioned for an Act to authorize the said Company to lease the lines of the Credit Valley Railway Company and the Ontario and Quebec Railway Company, and a certain portion of the line of the Atlantic and North-West Railway Company, and it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. In pursuance of the preliminary agreement set forth in the Schedule to this Act attached, the Canadian Pacific Railway Company shall have power to lease from the Credit Valley Railway Company, the Ontario and Quebec Railway Company and the Atlantic and North-West Railway Company, the railways of the two first mentioned Companies and such portion of the railway of the said Atlantic and North-West Railway Company as shall be required to complete a through route from Montreal and from a point on the south bank of the St. Lawrence River near Montreal, to the western terminus of the Credit Valley Railway, upon such terms and conditions as shall be agreed upon between the said Companies, subject, however, to the provisions hereinafter contained; and such lease may be made to and accepted by the Canadian Pacific Railway Company, either before or after any amalgamation of the said lines of railway. Certain rail-ways may be leased to the C. P. R. Co. Subject to provisions herein.

2. Such lease shall be so made to the Canadian Pacific Railway Company in perpetuity, for a rental payable semi-annually, which rental may be paid either by the assumption or by the guarantee and payment of the interest, dividends or coupons upon securities issued or to be issued by the said lines of railway, or any of them, either before or after amalgamation, or by payment of the interest on such capital sum as shall be agreed upon between the parties, or partly in one and partly in the other of such modes. And the Company may also, if required, guarantee the payment of the principal of such securities subject to provisions for the repayment of any amount paid under such guarantee of principal: Provided always, that nothing herein contained shall alter or increase the power of any of the said Companies in respect of the issuing of securities upon their respective railways. Lease may be in perpetuity. Consideration therefor. Guarantee by C. P. R. Co. Proviso: certain powers of the Companies not increased.

Guarantee of interest, or dividends by C. P. R. Co.

3. The Canadian Pacific Railway Company shall have power to execute a formal guarantee of the interest or dividends upon such securities, or of the principal thereof, or of both, as the case may be, and may do so by any lawful deed, agreement or instrument.

Confirmation by shareholders required.

4. None of the powers hereby conferred upon the Canadian Pacific Railway Company shall be exercised by that Company, until they shall have been authorized by the shareholders thereof, by a vote of two-thirds in amount of such shareholders, present or represented at a special general meeting thereof duly called for the purpose of conferring such authority: and the purpose of such meeting shall be described in the notices calling the same.

Authority hereby conferred to lapse in a certain case.

5. If at any time hereafter the Canadian Pacific Railway Company shall enter into any agreement of amalgamation, or into any pooling arrangement with the Grand Trunk Railway Company, either in respect of the lines hereby authorized to be leased, or any of them, or with respect to any portion of their line, or into any agreement for the joint use of their respective railways, or of the Grand Trunk Railway and the lines hereby authorized to be leased: then, and thereupon, the authority hereby granted to the Company for the leasing of the said lines, shall lapse and determine;— but no obligation assumed or undertaken by the Canadian Pacific Railway Company, under the provisions hereof, shall be affected by such lapse or determination.

Proviso.

Provision if C.P.R. Co. undertake the carriage of certain passengers and goods to Manitoba and N. W. T.

6. If the Canadian Pacific Railway Company shall undertake the carriage of passenger and goods traffic over the said leased lines, or any part thereof, to Manitoba and the North-West Territories, by any route south of Lake Superior, and shall continue to do so after the completion of its line north of Lake Superior, it shall be bound to receive at Emerson, and carry with due despatch to its destination, any such traffic carried by any Canadian line and allied lines from the Province of Ontario, or any Province east of Ontario, to Emerson; and shall not charge any higher rate therefor, than it receives for the carriage over the same portion of its line, of similar through traffic carried by it and its allied lines from Ontario to Emerson: Provided always, that any Railway Company in Canada, availing itself of the foregoing provision, and possessing or controlling exclusively railway communication from any point on the Canadian Pacific Railway in Ontario or Quebec to any other point in either of those Provinces, shall be bound, in like manner, to receive from the Canadian Pacific Railway Company, at the point of connection, passenger and goods traffic coming from Manitoba or the North-West Territories, and carry the same with due despatch to its destination over such exclusive line, and shall not charge any higher rate therefor, than it receives for the carriage

Further provision in case of Railway Co. having control of certain Railways in Que. and Ont.

carriage over the same portion of the line, of similar traffic carried by it and its allied lines, from Manitoba or the North-West Territories to the point of destination.

7. Nothing in this Act contained shall affect any of the duties or obligations of the leasing companies, or either of them, either towards the public or to corporations or individuals. Certain obligations not affected.

SCHEDULE.

This memorandum of agreement made in quadruplicate between the Canadian Pacific Railway Company, first party ;

The Credit Valley Railway Company, second party ;

The Ontario and Quebec Railway Company, third party ;
and—

The Atlantic and North-West Railway Company, fourth party ;

Witnesses—

First.—That under the authority possessed by the second, third and fourth parties for the amalgamation of their lines, proceedings for such amalgamation, in so far as shall be necessary to complete a through line from Montreal, and from the south bank of the River St. Lawrence near Montreal, to the western terminus of the line of the second party, shall be taken and carried forward as rapidly as the law will permit, making due provision in such amalgamation for the issue of securities for an amount sufficient to cover the cost of the construction and equipment of the Ontario and Quebec Railway, and of such portion of the Atlantic and North-West Railway as may be necessary for the above purpose, and for the payment of the purchase money on the acquisition of the Credit Valley Railway, or of such part thereof as shall not be covered by existing charges on said railway.

Second.—That so soon as such amalgamation shall be completed, the amalgamated company shall execute and issue such amount of securities as shall be agreed upon between the parties hereto, not exceeding, however, the total cost of the said railways, and portion of railway, and thereupon to lease its entire line within the limits above mentioned, to the Canadian Pacific Railway Company in perpetuity for a fixed annual rental, which rental shall be the interest at a rate not exceeding six per cent. per annum, upon the price of the acquisition of the Credit Valley Railway, and upon the

the cost of construction and equipment of the Ontario and Quebec Railway, and of such part of the Atlantic and North-West Railway as shall form part of the amalgamated line. And such rental shall be payable half-yearly at the dates at which the interest upon the securities of the amalgamated company shall fall due respectively.

Third.—The payment of the said rental shall be arranged for in whole or in part, by assuming or by guaranteeing and paying the half-yearly coupons upon the issue of securities to be made by the amalgamated company, covering the sums of money above fixed as the capital upon which such rental shall be calculated; and if such securities should not cover the entire cost of the amalgamated line, then by paying semi-annually to the amalgamated company the interest on the balance of such cost.

Fourth.—The Canadian Pacific Railway Company shall give its assistance to the amalgamated company by endorsing its securities or otherwise at the earliest possible date at which legislation can be obtained, authorizing it to carry out the present arrangement, in order that the amalgamated company may obtain moneys wherewith to proceed vigorously with the construction of the Ontario and Quebec Railway and the portion of the Atlantic and North-West Railway forming part of the amalgamated line, during the season now commencing.

Fifth.—The Canadian Pacific Railway Company shall proceed at once to obtain the requisite legislation to enable it to carry out the foregoing preliminary agreement.

In witness whereof the parties hereto have executed these presents by causing to be affixed thereto their corporate seals and the signatures of their chief executive officers respectively.

Signed, sealed and delivered at the City of Ottawa, this twentieth day of April, A.D., 1883.

THE CANADIAN PACIFIC RAILWAY COMPANY.

[Seal]

DUNCAN McINTYRE,
Vice-President.
C. DRINKWATER,
Secretary.

THE CREDIT VALLEY RAILWAY COMPANY.

[Seal]

EDM. B. OSLER,
Vice-President,
H. E. SUCKLING,
Secretary.
THE

THE ONTARIO AND QUEBEC RAILWAY COMPANY.

[Seal]

EDM. B. OSLER,
*President.*H. W. NANTON,
*Secretary-Treasurer.*THE ATLANTIC AND NORTH-WEST RAILWAY
COMPANY.

[Seal]

DUNCAN McINTYRE,
President.

CHAP. 56.

An Act respecting The Northern Railway Company
of Canada.

[Assented to 25th May, 1883.]

WHEREAS the second Preference Bonds of the Northern Railway Company of Canada, hereinafter called the Company, forming part of the loan capital of the Company and amounting to the sum of two hundred and eighty three thousand nine hundred pounds, sterling, will mature and become payable on the 1st day of August 1884, and it is necessary to provide for their payment at maturity; And whereas the present yearly interest upon the said second Preference Bonds amounts to the sum of seventeen thousand and thirty four pounds sterling: And whereas for the purpose of paying off and redeeming the said bonds and also to provide for the improvement generally of the Company's business without increasing its annual charges, it is advisable that the Company be authorized to create and issue, subject to the limitations hereinafter expressed, perpetual debenture stock or terminable bonds to form part of the loan capital of the Company, for any sum or sums of money, and whether the same shall thereby exceed the said capital amount of the said second Preference Bonds or otherwise, but so however that the total annual interest or dividend payable thereon shall not exceed the said sum of seventeen thousand and thirty four pounds sterling being the amount of the present annual interest payable upon the said second Preference Bonds as aforesaid; And whereas the Company has petitioned that an Act may be passed to authorize and create such issue and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent

Preamble.

Recital of
case and pe-
tition of com-
pany.

of

of the Senate and House of Commons of Canada, enacts as follows:—

Directors may issue perpetual debenture stock.

Proviso: yearly amount of interest limited.

Power to make regulations as to such stock.

Bonds may be issued in case such stock is not issued.

Proviso: as to amount.

Proviso: and as to yearly interest.

How such stock or bonds shall rank as a charge on the undertaking.

Rights of the holders thereof.

1. The Directors of the Company may borrow and raise by the creation and issue of perpetual debenture stock such sum or sums of money as they may deem expedient for the payment and redemption of the whole or part of the said second Preference Bonds at maturity, and for the general purposes of the Company: Provided however that the total yearly interest payable on the perpetual debenture stock by this Act authorized shall not at any time exceed the said sum of seventeen thousand and thirty-four pounds sterling, being the amount of the present yearly interest payable upon the said second Preference Bonds.

2. The Directors may, from time to time, make such regulations as they may deem expedient in reference to the terms and conditions of issue, the transfer and registration in Canada or elsewhere, and the payment of interest on the perpetual debenture stock by this Act authorized.

3. If and so far as the power herein contained of creating and issuing perpetual debenture stock shall not be exercised, the Directors of the Company may borrow and raise by the creation and issue of terminable bonds such sum or sums of money as they may deem expedient for the payment and redemption of the said second Preference Bonds at maturity, and for the general purposes of the Company; provided however that the nominal amount of such terminable bonds shall not exceed the nominal amount of the said second Preference Bonds, in lieu of which they shall be created and issued; and provided also that the total yearly interest payable on such perpetual debenture stock and terminable bonds, or on such terminable bonds alone, as the case may be, shall not, at any time, exceed the said sum of seventeen thousand and thirty-four pounds sterling, being the amount of the present yearly interest payable upon the said second Preference Bonds.

4. The said perpetual debenture stock or terminable bonds as the case may be when so created and issued shall, upon the payment and redemption of the said second Preference Bonds, take the place of and be entitled to all the privileges and priorities of the said second Preference Bonds and shall constitute a second charge upon the undertaking of the Company its real and personal property tolls and revenues; and the holders of such perpetual debenture stock, or terminable bonds, as the case may be, shall be deemed to be and shall have all the rights of stockholders, within the meaning of the several sections of the several Acts mentioned and referred to in the fifty-first section of "The Northern Railway Company Act, 1875,"—the amounts of stock

stock deemed to be held by them being equal to the nominal amounts of their perpetual debenture stock or terminable bonds, as the case may be, respectively.

5. No powers shall be exercised under the first or third sections of this Act without the previous sanction of a resolution or resolutions affirmed by a two-thirds majority of the holders of each of the classes of the third preference and subsequent bonds, and a majority of the preference and ordinary stockholders present in person or represented by proxy, and voting separately at a meeting or meetings specially called for the purpose: Provided always, that nothing in this Act contained shall be held to affect any powers granted to the Company by any other Acts, save in so far as the same may be satisfied by the exercise of the powers by this Act conferred.

How the exercise of powers under ss. 1 and 3 must be sanctioned.

Proviso.

6. The Company may enter into agreements with any company or companies with which, under the second section of the Act passed in the forty-first year of Her Majesty's reign, chapter twenty-six, it may have power to enter into agreements, for the leasing and other purposes therein mentioned, to guarantee the payment of the interest upon the bonds, debentures or other securities of such other company or companies wholly or partly instead of paying rent, and may thereupon guarantee the payment of the said interest directly to the purchasers or holders of the said bonds, debentures or other securities: Provided, however, that no such agreement to guarantee shall take effect until it shall have been submitted to and receive the approval of two-thirds of the stock and bondholders of the Company present, and voting in person or by proxy at any meeting called for the purpose.

Company may arrange with certain others to guarantee interest on its bonds, &c.

Proviso.

7. Sub-sections thirty-eight, thirty-nine and forty of section nine of "*The Consolidated Railway Act, 1879*," shall apply to the Company, and it may exercise the powers thereby conferred.

Certain provisions of 42 V., c. 9, to apply.

CHAP. 57.

An Act to amend an Act respecting the Credit Valley Railway Company.

[Assented to 25th May, 1883.]

WHEREAS the Credit Valley Railway Company have, by their petition, prayed that an Act may be passed amending an Act passed in the forty-third year of Her Majesty's reign, chaptered fifty-four, and intituled "*An Act*"

Preamble.

43 V. c. 54.

respecting

respecting the Credit Valley Railway Company," and where-
as it is expedient to grant the prayer of the said petition :
Therefore Her Majesty, by and with the advice and consent
of the Senate and House of Commons of Canada, enacts as
follows :—

Certain run-
ning powers
continued in
the event
of the said
Railway Co.
being amal-
gamated with
other Cos.

1. In the event of the Credit Valley Railway Company
being, within two years from the passing of this Act, amal-
gamated with the Ontario and Quebec Railway Company,
or of the Credit Valley Railway, or the railway of the amal-
gamated Company, being within the time aforesaid leased to
the Canadian Pacific Railway Company ; or in the event of
the Credit Valley Railway Company within the time afore-
said leasing the London Junction Railway ; or in the event of
the Credit Valley Railway Company, or the amalgamated Com-
pany, within the time aforesaid entering into joint working
arrangements with the Canada Southern Railway Com-
pany, the running powers granted by the above recited Act
to the Credit Valley Railway Company may continue to be
exercised by that Company, or by the amalgamated Company,
or the Canadian Pacific Railway Company, as the case may
be, subject to the control and running regulations and the
provisions in regard to the settling of tolls, rents or com-
pensations in the third section of the above recited Act
referred to.

Subject to
provisions of
43 V. c. 54.

Provision in
case the com-
panies fail to
agree as to
such running
powers.

2. In case the said Companies fail to agree upon the extent
or manner of working the running powers above granted, or
upon the tolls, rent or compensation to be paid for the same,
or upon any other matter arising out of the exercise of the
same, all the provisions of the fifth section of the Act hereby
amended shall apply as if they had been re-enacted in this
Act, and had been expressly applied to the amalgamated
Company, or to the Canadian Pacific Railway Company as
the case may be.

Power to
lease to C.P.
R. Co.

Proviso, for
approval of
shareholders
of leasing Co.

3. The Credit Valley Company, or the amalgamated
Company, if that Company becomes amalgamated with the
Ontario and Quebec Railway Company, may lease its line to
the Canadian Pacific Railway Company upon such terms as
may be agreed upon : Provided that such lease and the
terms thereof are authorized or approved of by two-thirds
in value of the shareholders of the leasing Company present
or represented at a special general meeting thereof called
for the purpose, the notice of which shall describe such
purpose.

Declaration
of general
advantage.

4. The Credit Valley Railway is hereby declared to be
a work for the general advantage of Canada.

Pending suits
not affected.

5. Nothing herein contained shall affect any pending suit
or litigation, nor any contract, covenant or agreement here-
before

under their Act of incorporation, of constructing at any time hereafter, an independent line from any point in the Township of York, on their line now located into and through the said city, to any terminus or station in the said city, or to make connection with any other railway therein, or to any point on the water frontage of the said city.

Section 19,
repealed.

3. The nineteenth section of the said Act is hereby repealed and the following substituted therefor :—

New section substituted. Agreement may be made for amalgamation with certain Railway Cos: or the leasing or acquisition of their lines &c.

“ 19. The Company are also authorized and empowered to make the necessary arrangements and to contract and agree with the Credit Valley Railway Company, the Canada Southern Railway Company, the Toronto, Grey and Bruce Railway Company, and the Atlantic and North-West Railway Company, or any of them, for an amalgamation with the said companies, or any of them, or for the acquisition or leasing of the lines thereof, or any of them, on such terms so far as any of the said companies are concerned, as may be authorized by any Acts affecting such companies, and with the Canadian Pacific Railway Company for the acquisition or leasing of such parts of their railway, as may, in the opinion of the directors of the Company, be made available to establish early and advantageous through connection between Toronto and Ottawa and Montreal, and may also make traffic and running arrangements, or may arrange for the exercise of mutual running powers with any of the said companies : Provided, that the terms of such amalgamation, acquisition or lease shall be approved of by two-thirds of the shareholders of the Company, present in person or represented by proxy, at a special general meeting to be held for that purpose.”

And traffic arrangements.

Proviso, for approval by shareholders

Section 31 amended.

4. The thirty-first section of the said Act is hereby amended by substituting for the words “Great Western Railway Company, the Quebec, Montreal, Ottawa and Occidental Railway Company,” the words “Canada Southern Railway Company, the Canadian Pacific Railway Company, the Atlantic and North-West Railway Company, the Toronto, Grey and Bruce Railway Company,” wherever the said words occur in the said section.

Certain extension of the Railway authorized.

5. It shall be lawful for the Company to lay out, construct, finish and operate a double or single line of railway, as an extension of the line of railway authorized by their Act of incorporation, from any point on such line at or near the village of Smith's Falls to any point on the Canadian Pacific Railway or on the Atlantic and North-West Railway, which will give them connection with and access to any bridge now built or to be built across the river St. Lawrence near the City of Montreal.

6. The Directors of the Company may, with the consent of a majority of two-thirds in value of the shareholders represented at an annual general meeting or a meeting specially called for the purpose, and voting in person or by proxy, make and issue debenture stock instead of bonds, as authorized by their Act of incorporation.

Debenture stock may be issued instead of bonds.

7. The said debenture stock may be made either perpetual or terminable and may be executed in such form and with such provisions as to issue, transfer and registration, and with such rights and privileges, including the right of voting, as may be determined by the by-laws of the Company.

Nature and form of debenture stock.

CHAP. 59.

An Act further to amend the Acts relating to the New Brunswick Railway Company.

[Assented to 25th May, 1888.]

WHEREAS the New Brunswick Railway Company have, by their petition, prayed for certain amendments to the Acts relating to the said Company, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. It shall be lawful for the Directors of the New Brunswick Railway Company, hereinafter called the Company, by by-law to increase the share capital stock thereof to any amount, but such increase shall be first sanctioned by a vote in person or by proxy of at least three-fourths in amount of the shareholders at a meeting expressly called by the Directors for that purpose, by a notice in writing to each shareholder, served upon him personally or properly directed to him and deposited in the post office, at least twenty days previous to such meeting, stating the time and place and object of the meeting and the amount of the increase; and the proceedings at such meeting shall be entered on the minutes of the meeting, and thereupon the share capital stock may be increased to the amount sanctioned by such vote.

Increase of capital stock authorized.

Sanction of shareholders required, at a meeting for the purpose.

2. The agreement or lease made between the Company and the New Brunswick and Canada Railroad Company, bearing date the twenty-second day of August, One thousand eight hundred and eighty-two, set forth in the Schedule to this Act attached, is hereby confirmed and declared to be valid.

A certain agreement confirmed.

3.

Provisions of
42 V., c. 9 to
apply.

3. The provisions of "*The Consolidated Railway Act, 1879*" shall apply to the Company so far as they are applicable to the undertaking and are not inconsistent with the provisions of the special Acts of the Company.

SCHEDULE.

THIS INDENTURE, made this twenty-second day of August, in the year of Our Lord one thousand eight hundred and eighty-two :

BETWEEN the New Brunswick and Canada Railroad Company, a corporation existing by virtue of the laws of New Brunswick, of the first part, and the New Brunswick Railway Company, a corporation existing by virtue of the laws of the said Province and of the Dominion of Canada, of the second part, witnesseth :

That for and in consideration of the premises and of the several provisions hereinafter contained for the benefit of each respectively, and in further consideration of the sum of one dollar, in hand paid by each party to the other, the receipt whereof is hereby acknowledged, the said parties hereto do hereby mutually covenant, promise, contract and agree to and with each other as follows :—

ARTICLE I.

The party of the first part, for itself, its successors and assigns, hereby demises and leases to the party of the second part, its successors and assigns, subject to all the provisions of its charter and to all laws relating to this railroad, all the railroad of said party of the first part, its stations, car shops, repair shops, and all other shops and buildings, its rolling stock, locomotives, tools, and all other property and rights of property, real, personal or mixed, appertaining or in any way belonging to said railroad, its operation, use or management, (except the debts due said Company,) and all that railroad known as the St. Croix Railroad in the State of Maine, and its appurtenances, and also the interest of the said party of the first part in and to the railroad known as the Vanceboro' Branch (the title to one-half interest therein being held by the said party by virtue of a lease, and the other one-half being owned by it absolutely), and also the interest of the last-mentioned party in and to a railroad known as the Houlton Branch (the title to which is now held by lease to the said party), and all its rights, title and interest in and to any other railroad, extension or branch ; and also so much of the franchises and privileges of the party of the first part, as may be necessary or are usually exercised in and about the operation of a
railroad,

railroad, or may be necessary for the construction, repair and improvement, or for the operation of such railroad, or any extension or branch thereof, and to collect, demand and receive tolls and emoluments thereof during the said term, and all such franchises and privileges as are usually exercised by a railroad company in protecting and securing to itself the full use and enjoyment of a railroad in the Province of New Brunswick or in the State of Maine, and also all other franchises and privileges of the party of the first part, except, however, that the last-mentioned party, for itself, its successors and assigns, hereby reserves to itself the franchise of being a corporation and of keeping up and maintaining its organization; and the party of the first part hereby assigns and transfers to the said party of the second part, its successors and assigns, any and all agreements by it made with any telegraph company or other corporation or persons relating to the said lines of railroad, their branches, extensions or any of them, or their workings, hereby giving full power to said party of the second part, its successors and assigns, to operate said railroads, extensions and branches for its own benefit and profit, and to protect all the said property from injury, and to secure the safe and convenient working of the same and of all property hereby demised :

To have and to hold to the party of the second part, its successors and assigns, all and singular the said railroads, extensions, branches and all the aforesaid demised, leased, assigned and transferred property, whether corporeal or incorporeal, or real, personal or mixed, for the full term of nine hundred and ninety-nine (999) years from July 1, 1882, but on the terms and conditions hereinafter mentioned, to wit :

ARTICLE II.

The said party of the first part, for itself, its successors and assigns, covenants and agrees that it will do and perform all acts required by law to keep up and maintain its legal organization as a corporation, and will also protect and hold said party of the second part, its successors and assigns, harmless against and from any and all claims and demands whatsoever now existing against said party of the first part (except as hereinafter specifically specified), and also against and from any, and all claims or demands arising by reason of the acts, doings or omissions of the said party of the first part, its successors or assigns, and will secure, protect and keep the party of the second part, its successors and assigns, in peaceable and undisturbed occupation and possession of all the said property hereby demised as aforesaid, so long as the said party of the second part shall be entitled to hold and occupy the same by virtue of this indenture.

The party of the first part, for itself, its successors and assigns, further covenants and agrees that it will, from time
to

to time, at the expense of the party of the second part, its successors or assigns, make all locations and do all acts and things which the said party of the first part is now or may hereafter be authorized to make or do, and which the party of the second part, its successors or assigns, may, from time to time, request for the purpose of using, operating, improving, renewing or extending any of the aforesaid property, and will further at the like expense and request, take and prosecute all usual and proper legal proceedings for taking any additional lands or rights of way across or near any other railroad, or changing the position of the roads or track of the above demised premises; and the said party of the second part, its successors and assigns at any time during the said term are hereby authorized to change and alter the track, switches, sidings, buildings and grade of and upon the said demised railroads and to purchase and acquire title to any additional real estate for the use of the said railroads, but all such purchases, acquisitions, alterations, changes and legal proceedings are to be made at the proper cost and expense of the said party of the second part, its successors and assigns; and the party of the first part, for itself, its successors and assigns, agrees that it will, at all times, in its own or their name, or otherwise as requested, adopt such by-laws and regulations and take such legal and other proper measures and proceedings at the like cost and expense as may be needful and requested by the party of the second part, its successors or assigns, in order to enable said last-named party, its successors or assigns (but consistently with this lease) to secure additional lands, property, privileges and franchises, with a view to increase or extend the capacity of said leased railroads and their appurtenances for the transportation of property and persons, or for the more convenient and safe and profitable use and exercise of the property, franchises and privileges hereby leased.

It is further mutually agreed that any amendment of the charter or enlargement of the said franchises and privileges benefitting the said party of the first part, its successors or assigns, shall enure to the benefit of the party of the second part, its successors or assigns, for the purpose of this lease; and that the party of the first part will co-operate with the party of the second part in procuring any amendment of such charter desired by the other party.

ARTICLE III.

The party of the second part, for itself, its successors and assigns, hereby accepts said lease and agrees to take, manage and operate all of the railroads and branches, hereby demised, substantially in the present line, during the term of this lease, at its own expense and for its own benefit in accordance with the charter of the party of the first part and

and any amendments thereto, and will hold the party of the first part harmless against and from all loss and damage by reason of any act or thing done or omitted to be done or negligence on the part of the party of the second part, its successors or assigns, in the operation, maintenance or use of said railroads and branches, and will keep and maintain said railroads, its fences, rolling stock, equipments, depots and other leased property and all renewals and additions thereto in good condition and repair, and will make good all loss or damage to any of the leased property, substantially restore, at the termination of this lease, the same and all parts thereof, to the party of the first part, its successors or assigns, in good order and condition, fulfil all duties relating to the maintenance, use and management of the property leased, which may be imposed by law, pay all taxes that may be lawfully assessed upon the party of the first part, and upon the real and personal estate taken under this lease, including all lawful expenses and charges of Railroad Commissioners and such like expenses and pay the interest and rental indebtedness of said party of the first part, as follows :—

(1.) Interest at the rate of three and one-half per cent. per annum upon the so-called Perpetual Guaranteed Debenture Stock of the party of the first part, of the par value of eighty-two thousand pounds sterling (£82,000).

(2.) Interest upon the first mortgage executed by the St. Stephen Branch Railroad Company to secure the principal sum of one hundred thousand dollars (\$100,000).

(3.) Interest upon the second mortgage executed by the same Company to secure the principal sum of fifty thousand dollars (\$50,000).

(4.) Interest upon the mortgage executed by the Woodstock Railway Company to secure the principal sum of twenty thousand dollars (\$20,000).

(5.) Interest upon the mortgage executed by the Company known as the Houlton Branch Railroad Company in Maine to secure the principal sum of twenty-four thousand dollars (\$24,000), all of the aforesaid interest mentioned in clauses Nos. 2, 3, 4, 5 being at the rate of six per centum per annum.

(6.) Rental, under the lease of all the property of the last mentioned Company, amounting annually to the sum of sixteen hundred and eighty dollars (\$1,680).

(7.) Rental, under the lease of the one undivided half of the Vanceboro' Branch, leased from Freeman H. Todd, amounting to the annual sum of fourteen hundred and sixty-nine dollars (\$1,469).

And

And the party of the second part, for itself, its successors and assigns, further agrees to pay, for each and every year during the continuance of this lease, to the said party of the first part, its successors and assigns, by way of further rental, the annual sum of thirty-five thousand dollars (\$35,000).

And for the expense of keeping up the corporate organization of the said party, the further sum of one hundred dollars (\$100) annually,—all of the aforesaid interest and rental charges being payable one-half on the first of January, and one-half on the first of July, in each and every year.

ARTICLE IV.

The party of the second part, for itself, its successors and assigns, further agrees to furnish to the stockholders of the party of the first part free passage over the railroad owned by it, to and from their annual meetings, and to their Directors for the time being, free passes on all regular passenger trains, such stockholders and Directors, however, taking the risk, when thus transported, of all detention, damage, injury or loss to person or baggage from any cause whatsoever.

ARTICLE V.

The said party of the second part, for itself, its successors and assigns, further agrees that it will keep insured the said demised property to the amount of at least one hundred thousand dollars (\$100,000) in safe and responsible companies.

ARTICLE VI.

The said party of the second part, its successors and assigns are hereby authorized to sell, alter, repair or otherwise dispose of any of the buildings, rails, rolling stock, equipments, or any movable property whatsoever hereby demised (a schedule of which is hereto annexed), or which may, at any time, be used or employed in or about said railroads or be appurtenant thereto, but in all such cases the entire proceeds thus derived shall be used by them for the benefit of the other property included in this Indenture; and the said party of the second part, their successors and assigns, are hereby further authorized to cause to be made or constructed any new buildings, tracks, rails, apparatus, equipments or other movable property necessary and beneficial to be used for the purpose of said railroads, and to make any and all improvements, alterations, repairs, renewals or enlargements of said railroad which may be necessary for the greatest efficiency and use of the same, but not so as to substantially or inconveniently divert the same from its present line. And the said party of the second part further agrees

agrees to make, from time to time, such renewals, alterations, enlargements and improvements of the track, buildings, equipments, sidings, grounds, rolling stock or other appurtenances as may be necessary in order to safely and regularly transport passengers, freight and mails upon and over the whole of the said line and comply with the charter of the said party of the first part, and furnish, whenever requested by the party of the first part so to do, a schedule of such renewals, alterations, enlargements and improvements, and will constantly keep as the property of the party of the first part, subject to this lease, personal property which shall be equivalent in value to the value of the property of the party of the first part, a schedule of which is hereto annexed, and further will, upon demand made by the party of the first part, at any time when demanded, furnish to the party of the first part a schedule of the articles of personal property which are held in fulfilment of this stipulation.

ARTICLE VII.

The said party of the first part, for itself, its successors and assigns, hereby assigns and transfers to the said party of the second part, its successors and assigns, the option to take from the said Freeman H. Todd his one-half interest in the Vanceboro' Branch as aforesaid, at and for the sum of eighteen thousand three hundred and sixty-eight dollars (\$18,368) the party of the first part still retaining its rights, so that in case of termination of this lease it will have the same rights under the Todd lease that it now has; and in case of the exercise at any time hereafter by the said party of the second part, its successors or assigns of the said option, and the payment to the said Todd of the said sum, the said party of the second part, its successors and assigns, shall be thereafter relieved from paying the annual sum of fourteen hundred and sixty-nine dollars (\$1469) as mentioned in sub-division seven of Article III, and shall be authorized to discontinue the use of the said branch, remove, use or otherwise dispose of the materials thereof, and the property belonging or appurtenant thereto: Provided however, and as a condition precedent thereto, there shall be secured to the said party of the first part, its successors or assigns, the perpetual privilege to run trains over the lines of the St. John and Maine Railway Company from McAdam Station to Vanceboro'; but the amount of annual rent to be paid by the party of the first part, its successors or assigns, after the termination of this lease for this privilege shall not exceed such sum as may be mutually determined.

ARTICLE VIII.

Upon the maturity of any of the mortgage debentures specified in Article III of this agreement, the party of the second

second part, its successors or assigns, shall, at its option, pay off the principal thereof, or obtain from the holders thereof, an extension of, or the privilege of renewing the same, and the party of the first part, for itself, its successors and assigns, hereby agrees that it or they will cause to be delivered to the party paying off the said debentures or those accepting of the said extension or renewal, a new mortgage deed of equal lien to that now existing to secure the payment of the said principal sum at such times, upon such terms, and as often as shall be designated and prescribed by the party of the second part, its successors and assigns, but not beyond the term of this lease : Provided however, that no increase shall, by the said deed be made, either of the said principal or rate of interest thereafter payable ; and provided further, that all charges connected with the execution and delivery of such new mortgage deed shall be paid by the party of the second part, its successors or assigns, and the obligation on the party of the second part either to pay or renew said indebtedness shall continue so long as said indebtedness exists.

And the provisions of this article shall be applicable to each series of debentures mentioned in said Article III.

ARTICLE IX.

And it is also mutually agreed by and between the parties hereto that, in case the title of the party of the first part to the premises hereby demised, or any part thereof, shall, at any time during the continuance of this lease, fail or prove defective, the party of the second part, its successors or assigns, shall notify the party of the first part, its successors or assigns, in writing, of such defect, and thereupon it shall be the duty of the party of the first part, its successors or assigns, and it, for itself, its successors or assigns, hereby agrees to proceed at its or their own expense, to acquire or perfect such title ; and in case it or they should neglect or refuse so to do, the party of the second part, its successors or assigns, may take such measures or proceedings as may be necessary for the purpose of protecting it in the quiet and peaceable enjoyment of the said demised premises or any part thereof, and may deduct the sum or sums of money necessarily expended or advanced for the said purposes from the amount of rent promised to be paid as aforesaid ; and in case of eviction by title paramount to the lessor from any part of the said premises, or of such interference with the said premises and property or any part thereof, as will prevent the party of the second part, its successors or assigns, from operating the said roads or branches or deriving the income therefrom, or in case the party of the first part, its successors or assigns, shall fail to perform any of the covenants contained in this lease, after having been requested in writing so to do by the party of the second part, its successors

sors or assigns, then the latter party, its successors or assigns, shall be at liberty to cancel, surrender and terminate this lease upon giving thirty days' notice in writing of its intention so to do.

In case any of the payments specified in Article III to be paid by the party of the second part, shall not be paid when due, or in case any of the stipulations of things to be done by the party of the second part shall not be done and said payments shall not be made in thirty days after becoming due, or such stipulations of things to be done shall remain unfulfilled for thirty days after written notice, the party of the first part may terminate this lease, and thereupon said party of the first part shall resume the possession of the said property hereby leased, and all improvements, renewals and additions thereto: Provided further, that any stockholder of the party of the first part shall have the right, in the case of non-payment of rent in accordance with this agreement, to maintain an action against the party of the second part for his proportional part of the rent stipulated to be paid by Article III; but the foregoing provisions shall not take away or diminish any other rights or remedies of either of the parties hereto, their successors or assigns, either at law or in equity, for the enforcement of the covenants or agreements in this Indenture set forth, or the recovery of any damages resulting from the failure of the other party, its successors or assigns, to fulfil the said covenants or agreements.

ARTICLE X.

The party of the first part, for itself, its successors and assigns, hereby assigns and transfers all contracts made with it for supplies or transportation of freight or passengers contained in schedule hereto annexed, and all written leases of land or other property at St. Stephen, Woodstock, St. Andrews, or elsewhere, held by the said party of the first part to the said party of the second part, its successors or assigns, and the said party of the second part for itself, its successors and assigns hereby agrees to assume said contracts and also to assume all the obligations in the leases in this article mentioned, heretofore agreed to be performed by the said party of the first part.

ARTICLE XI.

This Indenture shall take effect from and as if executed and delivered on July 1st, 1882, and all earnings and receipts of the party of the first part, excepting of debts due to the party of the first part prior to that date from every source whatsoever from July 1st, 1882, are hereby assigned to the party of the second part, its successors and assigns, and shall belong to and be forthwith paid over to it or them; and the party

party of the second part are hereby constituted the agents and attorneys of the party of the first part to take all measures and proceedings in their name or otherwise, for the collection of any sums which may be now due or owing to the said party of the first part to the time of the execution of this Indenture; and in consideration thereof the party of the second part will pay to the said party of the first part the same sum which it would have been required to pay by way of rental if this Indenture had been executed and delivered July 1st, 1882.

ARTICLE XII.

The party of the first part, for itself, its successors and assigns, hereby agrees that it will procure or cause to be procured extensions or renewals of all leases of railroads included in the aforesaid Indenture, so that the term for which they shall be extended or renewed shall be co-extensive with the term of this Indenture.

ARTICLE XIII.

All payments to be made by the party of the second part to the party of the first part may be lawfully made to the Treasurer for the time being of the party of the first part, and if there be no Treasurer then to the President for the time being of the party hereto of the first part; and the receipt of such Treasurer or President, as the case may be, shall be a sufficient acquittance to the party of the second part for all such moneys so paid; and no stockholder shall be entitled to maintain any action for rent as hereinbefore mentioned after payment as aforesaid to any such Treasurer or President.

In witness the said Companies have hereunto caused their respective corporate seals to be affixed and the same to be subscribed by their officers as below,

Signed, sealed in presence of	}	HENRY OSBURN, <i>Secretary,</i> N.B. & C. R.R. Co.	F. H. TODD, <i>President.</i>	[Seal.]
		ALFRED SEELY, <i>Secretary,</i> N.B. R'y. Co.)	ISAAC BURPEE, <i>Vice-President.</i>	[Seal.]

NEW BRUNSWICK, }
 Charlotte County. }

Be it remembered that on this sixth day of October, A.D. 1882, before me, John F. Grant, a Notary Public duly commissioned and sworn, residing and practising at St. Stephens, in the said County, personally came and appeared Freeman H. Todd and Isaac Burpee, whose names are subscribed to the foregoing deed of conveyance, and being duly sworn did depose and say that the seals of the said deed of conveyance affixed are the common corporate seals of the New Brunswick and Canada Railroad Company and the New Brunswick Railway Company and were affixed to said instrument by order of the Directors of the aforesaid Companies for the purpose of executing said instrument for the purposes therein named—the said Burpee making oath to the seal of the New Brunswick Company, and the said Todd to the seal of the New Brunswick and Canada Railroad Company.

In witness whereof, I, the said Notary Public, have hereunto set my hand and affixed my notarial seal the day and year last above written.

[Seal.]

JOHN F. GRANT,
Notary Public.

NEW BRUNSWICK, }
 Carleton, to wit. }

Be it remembered that on the eighteenth day of October in the year of Our Lord one thousand eight hundred and eighty-two, before me, Stephen B. Appleby, a Notary Public of the Province of New Brunswick, duly appointed and sworn, and residing and practising at Woodstock, said Province, personally came and appeared Henry Osburn, Secretary of the New Brunswick and Canada Railroad Company, and one of the subscribing witnesses to the foregoing Indenture of Lease, who being by me duly sworn, did depose and say that he was the Secretary of the lessors, the New Brunswick and Canada Railroad Company, in the said lease named at the time of the execution of the said lease, and that the seal first affixed thereto is the seal of the said the New Brunswick and Canada Railroad Company, and was so affixed thereto by the authority of a resolution of the Directors of the said Company; and the said Henry Osburn did further depose and say, that the signature "F. H. Todd, President, and the signature "Henry Osburn, Secretary, N. B. & C. R. Co.," to the said Indenture subscribed, are of the true and proper handwriting of Freeman H. Todd, the
 President

President of the New Brunswick and Canada Railroad Company, and of him the said Henry Osburn, the Secretary of the said Company.

In testimony whereof, I, the said Notary, have hereunto set my hand and affixed my notarial seal, at Woodstock, in the said County of Carleton, the said eighteenth day of October, A. D. 1882.

[Seal]

STEPHEN B. APPLEBY,
Notary Public.

NEW BRUNSWICK, }
Carleton, to wit. }

Be it remembered that on the eighteenth day of October, in the year of Our Lord, one thousand eight hundred and eighty-two, before me, Stephen B. Appleby, a Notary Public of the Province of New Brunswick, duly appointed and sworn, and practising at Woodstock, said Province, personally came and appeared Alfred Seely, Secretary of the New Brunswick Railway Company, and one of the subscribing witnesses to the foregoing Indenture of Lease, who being by me duly sworn, did depose and say, that he was the Secretary of the lessees, the New Brunswick Railway Company, in the said lease named, at the time of the execution of the said lease, and that the seal secondly affixed thereto is the seal of the said the New Brunswick Railway Company, and was so affixed thereto by the authority of a resolution of the Directors of the said Company, and the said Alfred Seely did further depose and say, that the signature "Isaac Burpee, Vice-President," and the signature "Alfred Seely, Secretary, N. B. Ry. Co.," to the said Indenture subscribed, are of the true and proper handwriting of Isaac Burpee, the Vice-President of the New Brunswick Railway Company and of him the said Alfred Seely, the Secretary of the New Brunswick Railway Company aforesaid.

In testimony whereof, I, the said Notary, have hereunto set my hand and affixed my notarial seal, at Woodstock, in the said County of Carleton, the said eighteenth day of October, A. D. 1882.

[Seal.]

STEPHEN B. APPLEBY,
Notary Public.

NEW BRUNSWICK, } Number 24,555.
 Carleton County. } Registered in Book Z. No. 2, Carleton
 County Records, on pages 548, 549, 550, 551, 552, 553 and
 554, the nineteenth day of October A.D. one thousand eight
 hundred and eighty-two.

D. A. MUNRO,
Registrar.

NEW BRUNSWICK, } Number 32,663.
 York County. } Registered in Book S³ pages 665 to 674
 October 23rd, A.D. 1882.

A. D. YERXA,
Registrar.

NEW BRUNSWICK, } Number 392.
 Charlotte County. } Recorded this 2nd of November. A.D
 1882, in Book 33, page 531 to 539.

H. H. HATCH,
Registrar of Deeds.

State of Maine :—Aroostook s.s. Registry of Deeds received
 December 11th, 1882, at 2h. 20m. p.m. Recorded in vol. 77,
 page 513 to 522.

Attest, HADLEY FAIRFIELD,
Registrar.

LEASE FOR 999 YEARS.

Dated 22nd August, 1882.

*The New Brunswick and Canada Railroad Company to the
 New Brunswick Railway Company.*

Received in Carleton County Registry Office, 19th
 October, 1882. Number 24,555.

D. A. MUNRO,
Registrar.

Received in York County Registry Office, 23rd October,
 1882 Numbered 32,663

A. D. YERXA,
Registrar.

Number 392. Received November 2nd, 1882, at Charlotte
 County Record Office.

H. H. HATCH,
Registrar.
 CHAP.

CHAP. 60.

An Act to amend the Act to incorporate the Chignecto Marine Transport Railway Company, (limited.)

[Assented to 25th May, 1883.]

Preamble.
45 V., c. 76.

WHEREAS an Act of the Parliament of Canada was passed in the forty-fifth year of Her present Majesty's reign incorporating "The Chignecto Marine Transport Railway Company, (limited)"; and whereas the said Company hath, by its petition, prayed for certain amendments to the said Act, as hereinafter set forth, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Sections 8 and 9 repealed.

1. Sections eight and nine of the said Act are hereby repealed and the following substituted therefor:—

New section 8.
Capital stock and shares.

First meeting of shareholders.

Election of directors.

Filling vacancies.

"8. The capital stock of the Company shall not exceed two millions of dollars, or four hundred thousand pounds sterling, and shall be divided into shares of one hundred dollars, or twenty pounds sterling each; and as soon as one hundred thousand dollars, or twenty thousand pounds sterling of such capital stock shall have been subscribed and ten per cent. paid thereon, the Managing Director or a majority of the provisional Directors shall call a meeting of the shareholders of the Company, to be held at such time and place as they may think proper,—giving at least four weeks' notice thereof in the *Canada Gazette*, and by a circular letter mailed to each shareholder; at which meeting the shareholders shall elect Directors to the number aforesaid, from the shareholders possessing the proper qualification,—which Directors shall hold office until the next annual meeting of the shareholders as herein provided, unless by the death, resignation or disqualification of a Director, a vacancy in the said board should in the meantime occur, in which event, and as often as a vacancy shall arise in the board of Directors elected in any year, by reason of the death, resignation or disqualification of any of them, the remaining Directors may fill up such vacancy from among the qualified shareholders of the Company, until the next annual meeting takes place; but if such vacancy be not filled they acts of the remaining Directors shall not thereby be invalidated.

New section 9
Issue of Mortgage bonds.
Amount limited.

"9. The Company, with the authority of the shareholders first obtained at a special general meeting called for that purpose, may issue mortgage bonds, not exceeding three millions five hundred thousand dollars, or seven hundred thousand

thousand pounds sterling, in amount, upon the said railway for the purposes of the undertaking, and the docks and other works authorized by this Act, which shall constitute a first mortgage and privilege upon the said railway and docks and other works so authorized, and upon any interest of the Company in any subsidy or subsidies, or gifts of land, or guarantees of money, or securities for money granted or to be granted in aid of the said railway and docks or other works, which the Company may receive from any government or persons or bodies corporate, in so far as such subsidy, land, gift, money or securities have been, from time to time, earned by the Company and upon its property, real and personal, rolling stock, cradles, plant, tolls and revenues, after deduction from such tolls and revenues of the working expenses of the said railway and docks and other works: and such mortgage shall be evidenced by a deed or deeds of mortgage executed by the Company, with the authority of the Directors, expressed by a resolution of the board, passed at a special meeting called for the purpose,— which deed or deeds may contain such conditions respecting the payment of the said bonds, and of the interest thereon, and respecting the remedies which shall be enjoyed by the holders thereof, or by any trustee or trustees for them, in default of such payment, and for enforcing such remedies, and for such forfeitures and penalties in default of payment thereof, and of the interest or coupons thereon, as may be approved by such board; and may also, with the approval aforesaid, authorize the trustee or trustees upon such default as one of such remedies, to take possession of the railway, docks and property mortgaged and hold and run the same for the benefit of the bondholders thereof, for a time limited by such deed or deeds, or to sell the said railway and property after such delay, and upon such terms and conditions, as may be stated in such deed or deeds; and, with like approval, may thereby grant such further and other powers and privileges to such trustee or trustees, and to such bondholders as are not contrary to law or to the provisions of this Act, including the right to the holders of such bonds to vote at meetings of shareholders and bondholders, whenever any instalment, either of interest or capital is in default, as shall be described in such deed or deeds; and in case of the death, refusal, or incapacity to act, or resignation of any such trustee or trustees, a new trustee or trustees may be appointed at any joint meeting of bondholders and shareholders specially called for the purpose, —notice of such meeting to be given by advertisement for six weeks in the *Canada Gazette*, and by a circular letter mailed six weeks, at least, before such meeting, to each bondholder and shareholder.”

To be first charge on property of Company.

Deed of mortgage.

What conditions the deed may contain.

Vacancy in office of trustee, how filled.

CHAP. 61.

An Act to amend the Act incorporating "The Great Eastern Railway Company."

[Assented to 25th May, 1883.]

Preamble.
45 V., c. 71.

WHEREAS the Great Eastern Railway Company has, by petition, prayed for certain amendments to the Act incorporating it; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Section 5
amended.

1. Section five of the Act incorporating the Company, is hereby amended by inserting the words "six millions" instead of the words "one million."

Section 12
repealed.

2. Section twenty-two of the said Act is hereby repealed.

Limitation of
time for work.

3. The railway to connect with the Intercolonial Railway at Lévis, and from St. Lambert to Rouse's Point, shall be commenced within one year.

CHAP. 62.

An Act respecting the Montreal, Ottawa and Western Railway Company and to change the name thereof to the "Montreal and Western Railway Company."

[Assented to 25th May, 1883.]

Preamble.

WHEREAS the Montreal, Ottawa and Western Railway Company has represented by petition that in order to promote the interests of colonization in that part of the Dominion, which lies to the north and west of the Ottawa River, it is necessary to build a railway through it, and have prayed for the passing of an Act to authorize them to build such railway; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Extension of
line authorized.

1. The said Company is hereby authorized to extend its line of railway from the parish of Ste. Agathe, in the County of Terrebonne, through the valley of the Rivière Rouge to the River Gatineau, in or near the township of Maniwaki, in the County of Ottawa, and thence to a point of junction with

with the Canadian Pacific Railway between lakes Nipissing and Temiscamingue; with power to acquire by purchase or otherwise any line or part of a line of railway between the town of Saint Jérôme and the City of Montreal, such acquisition and the terms thereof being first approved by the shareholders of the Company at a meeting called for the purpose.

Purchase of part of another Railway, with approval of shareholders.

2. The said Company shall also have the right to construct a branch line from any point on their line of railway east of the eastern boundary of the County of Argenteuil to a point of junction with any railway which shall then have been constructed from the bank of the River St. Lawrence at any point east of the Island of Montreal running northerly or north-westerly.

Branch line authorized.

3. The Act thirty-eighth Victoria, chapter sixty-eight, shall apply to the said line of railway as far as the same can be made applicable, provided that the issue of first mortgage debentures be restricted to the sum of twenty thousand dollars per mile.

38 V., c. 68 to apply.

Proviso: as to amount of debentures.

4. The name of the said Company is hereby changed to that of "The Montreal and Western Railway Company," and under that name it shall have all the same rights, property, powers and privileges, which are held or possessed by the said Montreal, Ottawa and Western Railway Company,—save and except such as were by it sold and transferred to the Quebec Government by a certain deed of transfer passed before Louis N. Dumouchel, Notary, on the sixteenth day of November, one thousand eight hundred and seventy-five,—and shall be subject to all the liabilities of the said Company.

Change of name of the Company. Rights, &c., saved.

Rights of Quebec Government recognized.

5. The period for the commencement of the said undertaking is extended to two years, and for completing it to eight years from the passing of this Act.

Commencement and completion of railway.

CHAP. 63.

An Act to amend the Act incorporating the Atlantic and North-West Railway Company.

[Assented to 25th May, 1883.]

WHEREAS the Atlantic and North-West Railway Company have, by their petition, represented that they are desirous of obtaining certain amendments to their Act of incorporation,

Preamble.

incorporation, granting to them certain facilities as to the issue of securities upon sections of their railway, and as to traffic and running arrangements with other railway companies, and have prayed for the passing of an Act for that purpose, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Powers as to mortgage bonds in relation to sections of the railway.

Amount limited.

1. In the event of the division of the railway of the Company into sections, as permitted by its Act of incorporation, and if one of such sections shall comprise a bridge over the River St. Lawrence, with or without the approaches to and entrance into the City of Montreal, as such section shall be described in the deed of mortgage securing bonds to be issued thereon, then and in that case the Company shall have the right to issue first mortgage bonds in respect of such section to an amount exceeding the amount limited by the said Act, to wit:—to such amount not exceeding three million dollars, as shall be determined by the shareholders at a special general meeting called for the purpose, without thereby reducing the amount of bonds which the Company is authorized to issue per mile in respect of any other section of its railway; or the Company in its discretion may issue a like amount of preferred or debenture stock in the place and stead of such bonds; and thereupon the holders of such stock shall have such rights and privileges as shall be attached to such stock and allowed to the holders thereof by the by-laws of the Company.

Arrangements as to running powers over bridge across the River St. Lawrence.

Joint issue of bonds in aid of such bridge.

2. The said Company may enter into arrangements with any railway company carrying traffic into the City of Montreal, for running powers over the bridge to be constructed by the said Company over the River St. Lawrence and over the portion of its railway forming the approaches to and connections with such bridge; and the said Company may agree with such other railway company for the joint issue of bonds, or of debenture or preferred stock, in aid of the construction of the said bridge and approaches, and may accept the guarantee of such other railway company in respect of such bonds or stock or of the interest thereon; and may hypothecate specially the net revenues of the said bridge and approaches, as security for the payment of interest upon the bonds or stock issued in aid of the construction thereof.

CHAP. 64

An Act to amend the Act incorporating the Kingston and Pembroke Railway Company, and the Act amending the same.

[Assented to 25th May, 1883.]

WHEREAS the Kingston and Pembroke Railway Company have, by their petition, prayed that the Act passed in the thirty-fourth year of Her Majesty's reign, chapter forty-nine, to incorporate the said Company, and the Act passed in the forty-second year of Her Majesty's reign, chapter sixty-one, to amend the said Act to incorporate the said Company, may be amended as hereinafter set forth, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Kingston and Pembroke Railway Company may and is hereby authorized to lay out, construct, finish, equip, work and use branch lines of railway at and from any point on the main line of the said Kingston and Pembroke Railway to Westport, in the County of Leeds, in the Province of Ontario, and to Smith's Falls, in the County of Lanark, in the said Province; and also at and from any point on the said main line to Eganville, in the County of Renfrew, in the said Province, and thence, to some point on the Georgian Bay, in the said Province, with the same rights, powers and liabilities, and under and subject to the same conditions as if the said branch lines had been authorized in the Act incorporating the said Company: Provided, that the power and authority hereby granted to build a branch line to Eganville shall only be exercised on condition that the main or a branch line of the said railway is built to the Village of Renfrew in the County of Renfrew.

Certain branch lines may be built.

Proviso: as to branch to Eganville.

2. The capital stock of the Company may be increased to the extent of five millions of dollars in the manner provided by "The Consolidated Railway Act, 1879," and the Directors may issue such new stock or any part thereof as fully paid up stock at such rates and upon such terms as may be authorized by the shareholders as aforesaid.

Capital may be increased under 42 V., c. 9.

Conditions of issue.

3. The second section of the Act hereinbefore firstly cited, being the original Act incorporating the said Company, is hereby amended by striking out all the words after "therein." in the seventh line of the said section, and substituting the following therefor: "and to hold and own lands and water lot property in any or every municipality, through or in

Section 2 of 34 V., c. 49 amended.

in which the main line of the said railway or any branch thereof is carried, for the erection and maintenance thereon of necessary stations, depots, curves, sidings and wharves, as may be necessary for the purposes of the Company."

CHAP. 65.

An Act to amend the Acts relating to the Great Western and Lake Ontario Shore Junction Railway Company.

[Assented to 25th May, 1883.]

Preamble.

38 V., c. 88 ;
39 V., c. 48 ;
43 V., c. 50.

WHEREAS the Great Western and Lake Ontario Shore Junction Railway Company have, by their petition, prayed that the times for the commencement and completion of their railway may be extended, and that the Acts relating to the Company may be otherwise amended as hereinafter set forth, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Time for commencement and completion of work extended.

1. The times limited by section one of the Act passed in the forty-third year of Her Majesty's reign, chaptered fifty, for the commencement and completion of the said railway, are respectively extended so that the said railway shall be commenced within two years and be completed within three years after the passing of this Act.

New corporation substituted for one mentioned in former Act.

2. The first and fifth sections of the Act passed in the thirty-sixth year of Her Majesty's reign, chaptered eighty-eight, as amended by the second section of the Act passed in the thirty-ninth year of Her Majesty's reign, chaptered forty-eight, are respectively further amended by substituting the name of John Proctor, of the City of Hamilton, Esquire, for that of Samuel Barker therein.

CHAP. 66.

An Act to amend the Act to incorporate the Ontario Pacific Railway Company.

[Assented to 25th May, 1883.]

WHEREAS the Ontario Pacific Railway Company have, Preamble.
by petition, prayed that the Act incorporating the 45 V., c. 78.
said Company may be amended as hereinafter set forth, and
it is expedient to grant the prayer of the said petition:
Therefore Her Majesty, by and with the advice and consent
of the Senate and House of Commons of Canada, enacts as
follows:—

1. Section three of the said Act is hereby amended by Section 3
striking out all the words after "French River" in the amended.
fifteenth line of the said section and substituting the follow-
ing in lieu thereof: "thence to the Village of Sault Ste. Line of Rail-
"Marie, with a spur or branch to the navigable waters of way and
"Lake Superior; also a spur or branch line from a point branches
"on the main line at or near Newington to a point at or defined.
"near the Town of Perth or the Town of Smith's Falls; also
"a branch from the Town of Perth, or the Town of Smith's
"Falls to the Town of Almonte by way of Carleton Place;
"and also a branch line from some point on the main line
"of the railway, between the Villages of Renfrew and Egan-
"ville, to the Town of Pembroke."

2. Section eleven of the said Act is hereby repealed and Section 11
the following substituted in lieu thereof:— repealed.

"**11.** The Company shall have power to construct, pur- New section
chase, charter, own and navigate scows, boats and steam or 11.
"other vessels for the purpose of crossing the Rivers St. Law- Powers of
"rence and St. Mary, and of carrying passengers and goods navigation
"over the said rivers; and the Company shall have power granted.
"to construct, purchase, charter, own and navigate steam
"vessels and other water craft on the waters of the said
"Rivers St. Lawrence and St. Mary and on the waters of
"Lakes Superior, Huron, Erie and Ontario and the Georgian
"Bay, and the reaches connecting such waters, for the pur-
"pose of traffic in connection with the railway; and the
"Company may also make traffic arrangements with any Arrange-
"line or lines of steam vessels or other water craft trading ments with
"on the Rivers St. Lawrence or St. Mary, or on Lakes owners of
"Superior, Huron, Erie or Ontario, or on the Georgian Bay, vessels.
"or the reaches connecting the same."

3. Section twenty-three of the said Act is hereby amended Section 23
by striking out the words "five hundred thousand dollars" amended.
in

in the twenty-fourth and twenty-fifth lines of the said section, and inserting in lieu thereof, the words: "one million dollars."

Bridges may be built over Rideau Canal

Proviso: plans to be approved by Governor in Council.

4. In addition to the powers conferred upon the Company in respect of bridges, the Company may construct a bridge or bridges across the Rideau Canal: Provided always, that the Company shall not commence the said bridges or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until such plans and the site of such bridge have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching the said bridge and works, shall have been complied with; nor shall any such plan be altered nor any deviation therefrom allowed, except by the permission of the Governor in Council and upon such conditions as he shall impose.

Section 37 repealed and new provision made.

5. Section thirty-seven of the said Act is hereby repealed and in lieu thereof it is enacted that the railway shall be commenced within two years, and the bridge over the St. Lawrence commenced within three years, and the whole undertaking completed within eight years from the passing of this Act.

CHAP. 67.

An Act to amend the Act to incorporate the Northern, North-Western and Sault Ste. Marie Railway Company, and to change the name of the said Company to the Northern and Pacific Junction Railway Company.

[Assented to 25th May, 1883.]

Preamble.

WHEREAS the Northern, North-Western and Sault Ste. Marie Railway Company have, by their petition, represented that they are desirous of changing the name of the said Company and of reducing the number of their Directors, and have prayed for the passing of an Act to amend the Act incorporating the said Company in these matters; and whereas it is expedient that the prayer of the said petition be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The name of the said Company is hereby changed from the name of "The Northern, North-Western and Sault Ste. Marie Railway Company" which it now bears, to that of "The Northern and Pacific Junction Railway Company." Provided, that the change of name of the said Company shall not in any way alter or affect the rights or liabilities of the said Company, nor in any wise affect any suit or proceeding now pending either by or against the said Company, which, notwithstanding such change in the name of the said Company, may be prosecuted or continued as if this Act had not been passed.

Name given by 44 V, c. 45 changed.

Proviso : rights and liabilities not affected.

2. Section two of the said Act is hereby repealed and the following substituted in lieu thereof :—

Section 2 of 44 V. c. 45 repealed.

"2. The Company and their agents and servants shall have full power and authority to lay out, construct and operate a double or single line of railway of four feet eight and one-half inches gauge from a point on the Northern Railway of Canada at or near the Village of Gravenhurst, in the District of Muskoka, *viâ* Bracebridge, and thence through the District of Muskoka and Parry Sound to some convenient place on the east shore of Lake Nipissing, and from thence, or from some other point on the line of railway hereby authorized, to the Callander Station on the Canadian Pacific Railway or to some other point on the said railway between Callander and Lake Nipissing, and from a point at or near the point of intersection of the Wahnapi River by the Canadian Pacific Railway through the District of Algoma to the Town of Sault Ste. Marie in the District of Algoma, and from some convenient point at or near Callander Station aforesaid on the Canadian Pacific Railway at or near Lake Nipissing to the Ottawa River at or near the Long Sault on the Upper Ottawa, or to some convenient point in navigable connection with Lake Temiscamingue ; and shall have full power and authority to lay out, construct and complete, as an extension of the said firstly mentioned line of railway, a spur or branch from a point at or near the Town of Sault Ste. Marie to the navigable waters of Lake Superior."

New section substituted ; line of Company's Railway designated.

Branch authorized.

3. Sections sixteen and seventeen of the said Act are hereby repealed, and the following is substituted in lieu of section seventeen :—

Sections 16 and 17 repealed.

"17. There shall be nine Directors who shall manage the affairs of the Company ; and the said Board of Directors may employ one or more of the members as paid Director or Directors ; and no person shall be qualified to be elected a Director unless he is a shareholder holding at least twenty shares of the stock of the Company absolutely in his own right, and is not in arrears for any calls made thereon ; the President, Vice-President and a majority of the Board of Directors shall be British subjects :"

New section. 17. Number and qualification of directors, &c.

Provided

Proviso

Provided always, that the foregoing amendment shall not take effect until the time of holding the next annual meeting of the Company.

Extension of time for works.

4. The time for commencing the railway between Gravenhurst and Callander or Gravenhurst and Sault Ste. Marie is hereby extended for the period of two years, and for commencing the extension from Callander Station to the Long Sault on the Upper Ottawa for the period of four years; and for completion of the whole line for the period of six years.

CHAP. 68.

An Act to amend the several Acts incorporating the "Portage, Westbourne and North Western Railway Company," and to change the name thereof to the "Manitoba and North Western Railway Company of Canada."

[Assented to 25th May, 1883.]

Preamble.

WHEREAS by an Act of the Legislature of Manitoba, passed in the forty-third year of Her Majesty's reign, and chaptered thirty-five, the Company thereby incorporated were authorized and empowered to build and operate a railway and telegraph line running to the northern or western boundary of the said Province, with the powers and privileges in the said Act contained, as amended by an Act of the Legislature of the Province of Manitoba, passed in the forty-fourth year of Her Majesty's reign and chaptered forty-one; and whereas by an Act of the Parliament of the Dominion of Canada, passed in the forty-fifth year of Her Majesty's reign and chaptered eighty, the said Company were authorized and empowered to extend their line of railway into the North-West Territories, with the necessary powers for such purpose and the name of the Company was changed; and whereas the said Company have, by their petition, prayed for certain amendments to their said charter, and it is expedient that the prayer of the said petition be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Name of company changed. Rights and liabilities not affected.

1. The name of the said Company is hereby changed to the "Manitoba and North Western Railway Company of Canada," but the powers, rights and liabilities of the Company shall not be affected in any manner by such change of name, and all contracts made, powers exercised and rights and property acquired by the said Company under either of its

its prior corporate names, shall remain valid and binding and become and be the contracts, powers, rights and property of the "Manitoba and North Western Railway Company of Canada."

2. The number of Directors of the said Company shall be, from time to time, determined by by-law, but shall not exceed eleven nor be less than seven, of whom five shall form a quorum.

Number of directors may be altered.

3. The Directors shall have full power and authority, at any time, to call meetings of the said Board of Directors of the said Company either in the Dominion of Canada or in Great Britain at such place or places as may be fixed by by-law of the Company; but in the event of a meeting of the Board being called to be held in Great Britain one month's previous notice of such meeting shall be given to each of the Directors by registered letter posted in Her Majesty's post office in the city where the head office of the Company is located.

Where meetings of directors may be held.
Proviso.

4. The said Company shall have power and authority to receive, hold and take all voluntary grants and donations of land or other property made to it, or bonuses by way of debentures or otherwise, granted or given by municipalities, to aid in the construction, maintenance and accommodation of the railway.

Aid may be received by company.

5. The Directors of the Company, under the authority of the shareholders to them given by resolution at a special meeting, called for that purpose, are hereby authorized to issue bonds under the seal of the Company, signed by its President or other presiding officer and countersigned by the Secretary; and such bonds shall be made payable at such times and in such manner and at such place or places in Canada or elsewhere, and bearing such rate of interest as the Directors shall think proper; and the Directors shall have power to issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for the prosecution of the said undertaking; and the said bonds hereby authorized to be issued shall, without registration or formal conveyance, constitute a first mortgage and privilege upon the said undertaking and upon the said railway constructed, and to be thereafter constructed, and upon the property of the Company acquired or which may be thereafter acquired, --excepting therefrom municipal bonuses, --and upon its tolls and revenues derived from operating the said railway, after deduction from such tolls and revenues of working expenses, and upon the franchises of the Company, save and except as is hereinafter provided for; and each holder of the said bonds shall be deemed to be a mortgagee upon

Bonds may be issued.
To be a first charge on the undertaking.

Proviso :
amount
limited.

Bonds may be
secured by
mortgage
deed.

What the
deed may
contain.

upon the said securities *pro rata* with the other bondholders, and shall have priority as such : Provided, that the amount of bonds so issued, sold or pledged shall not exceed twenty thousand dollars per mile, to be issued in proportion to the length of railway constructed, or under contract to be constructed: but notwithstanding anything in this Act contained, the Company may secure the bonds to be issued by them by mortgage deed, creating such mortgages, liens and incumbrances upon the whole or any part of such property, assets and revenues of the Company, present or future, or both, as shall be described in the said deed ; but such revenues shall be pledged in the first instance to the payment of the working expenses of the railway ; and by the said deed the Company may grant to the holders of such bonds, or to the trustee or trustees named in such deed, all and every the powers and remedies granted in this Act in respect of the said bonds, and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be ; and all such powers, rights and remedies as shall be so contained in such mortgage deed, shall be valid, binding and available to the bondholders in manner and form as therein provided.

Executive
Committee
of
Directors.

6. The Directors may annually appoint from among themselves an Executive Committee at Winnipeg, or elsewhere, for such purposes and with such powers and duties as may, by by-law, be determined ; and the President shall be *ex-officio* a member of such Committee.

CHAP. 69.

An Act to unite the Winnipeg and Hudson's Bay Railway and Steamship Company and the Nelson Valley Railway and Transportation Company into one Corporation, under the name of "The Winnipeg and Hudson's Bay Railway and Steamship Company."

[Assented to 25th May, 1883.]

Preamble.

WHEREAS the Winnipeg and Hudson's Bay Railway and Steamship Company and the Nelson Valley Railway and Transportation Company have, by their petition, prayed for an Act to unite their Companies into one company and corporation, and for the granting to such company or corporation of all the powers and privileges hereinafter mentioned ; and whereas it is expedient to grant the prayer of the said petition : Therefore Her Majesty, by and with the advice

advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

1. In the interpretation of this Act, unless the context shall require a different interpretation, the words "the Company" shall mean the Company hereby incorporated, and the words "the Companies hereby amalgamated" shall mean "The Winnipeg and Hudson's Bay Railway and Steamship Company and the Nelson Valley Railway and Transportation Company."

Interpretation clause.

2. From and after the adoption of this Act, in accordance with the provisions of section five, the then shareholders of the Companies hereby amalgamated, together with such other persons as shall, under the provisions of this Act, become shareholders in the Company, are declared to be a body corporate and politic under the name of "The Winnipeg and Hudson's Bay Railway and Steamship Company."

Incorporation.

Corporate name.

3. All the rights, claims, property, estate, grants, moneys and effects of each of the Companies hereby amalgamated shall be vested in the Company, subject to the provisions of this Act.

Rights, &c., vested in Company.

4. The Company shall be liable for all liens and claims against either of the Companies hereby amalgamated; and all actions, suits and proceedings by or against either of the Companies hereby amalgamated, and pending at the time of amalgamation, may be continued by or against the Company.

Claims against amalgamated companies, continued against new company.

5. On or before the first day of November next the Directors of each of the Companies hereby amalgamated shall call a general meeting of the shareholders of their respective Companies for the purpose of considering and, if approved, adopting the provisions of this Act, of which meeting two weeks' notice shall be given by publication in the *Canada Gazette* and in one newspaper in each of the cities of Montreal and Winnipeg, which notice shall state the purposes of such meeting; and if at such meeting two-thirds in value of such shareholders, present in person or represented by proxy, resolve to adopt its provisions, the Secretary of each Company shall draw up and sign a certificate of the passing of such resolution by the meeting affecting his Company, which shall also be signed by the Chairman of the meeting, and be forwarded to the Secretary of State of Canada, who, on receipt thereof, and on proof of the publication of the said notices, shall publish in the *Canada Gazette* a notice that the provisions of this section have been complied with; and forthwith upon the publication of such notice, but not until then, the provisions of this Act shall take effect and go into force and operation.

Meeting of the companies for the adoption of Act.

Proceedings if two-thirds in value adopt it.

Powers and business of the Company: line of railway.

Branch lines.

Power to hold vessels, or make arrangements with ship-owners.

Company may construct bridges.

Plans of bridges to be approved by Governor in Council.

Proviso: as to draws in bridges over navigable rivers.

6. The Company shall have full power and authority to lay out, construct and complete, a railway of a gauge of four feet eight and one-half inches in width, from a point in or near the City of Winnipeg, in the Province of Manitoba, or some other point on the Canadian Pacific Railway, west of the Town of Selkirk and east of the Town of Portage la Prairie, to be fixed by the Governor in Council, to Port Nelson, or a point at or near the Churchill River, or some other point on the shores of Hudson's Bay, either in a continuous line or by utilizing navigable waters along or near the said route for the purposes of transport; also to lay out and construct a branch railway from any point on its main line near the north-western part of Lake Winnipeg by the most convenient and direct practicable route west of Lake Winnipegosis to a point on the Canadian Pacific Railway, and also to lay out and construct a branch railway from any point on its main line to a point on the north shore of Lake Winnipeg; but the location of the main line for more than ten miles from the approved line of either of the amalgamated Companies shall be subject to the approval of the Governor in Council, and the construction of the branch lines shall not be commenced until the location thereof shall have been approved by the Governor in Council. The Company shall have power to build, purchase, lease, charter or own, sell and dispose of, work and control, steam or other vessels or ships for the purposes of transport on the route, or from the terminus of the said railway to Europe or elsewhere; and also to make arrangements and agreements with the proprietors of steamboats, vessels and other ships, by chartering or otherwise, to work or ply in connection with the said railway.

7. The Company shall have power and authority to lay out and construct, complete, maintain, work, manage and use a railway bridge over any navigable stream or streams, on the line of the said railway.

8. The Company shall not commence any such bridge, or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until the plans and site of such bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching any such bridge and works shall have been complied with; nor shall any such plan be altered, nor any deviation therefrom allowed, except upon the permission of the Governor in Council, and upon such conditions as he shall impose: Provided always, that if any such bridge be placed over any such river or stream at a place where the same is navigable, and if the Governor in Council shall determine that such bridge shall be a draw-bridge, the same shall

shall be constructed so as to have one draw in the main channel of such river or stream,—which draw shall be of such width as the Governor in Council may determine, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river or stream; and the said draw shall at all times during the season of navigation be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved at the expense of the Company, so as not to hinder unnecessarily the passage of any vessel: from sundown until sunrise during the season of navigation suitable lights shall be maintained on any such bridge to guide vessels approaching the said draw.

9. From and after the adoption of this Act, in accordance with the provisions of section five, and until the first election of Directors thereunder, Hugh Sutherland, Arthur Wellington Ross, James Henry Ashdown, John McDonald, The Honorable S. E. Biggs, and Duncan McArthur, of the City of Winnipeg, in the Province of Manitoba, and the Honorable Thomas Ryan, Alfred Brown and Alexander Murray, of the City of Montreal, in the Province of Quebec, shall be the provisional Board of Directors.

10. The capital stock of the Company shall be four millions of dollars, being an amount equal to the combined capital stock of the Companies hereby amalgamated, divided into shares of one hundred dollars each, with power to increase the same in the manner provided by "*The Consolidated Railway Act, 1879*;" and each holder of stock in either of the Companies hereby amalgamated shall be a shareholder in the Company to the amount of stock he held in either of the Companies hereby amalgamated.

11. The provisional Directors shall, within six months from the time this Act shall take effect, call a general meeting of the shareholders of the Company for the purpose of electing Directors of the Company.

12. At such general meeting the shareholders of the Company assembled, with such proxies as may be present, shall choose nine persons to be the Directors of the Company.

13. No person shall be qualified to be elected as a Director unless he be a shareholder holding at least twenty shares of stock in the Company, and shall have paid up all calls made thereon.

14. No call, to be made payable at any one time upon the said capital stock, shall exceed ten per cent. on the subscribed capital, and at least thirty days' notice shall be given thereof; and not less than thirty days shall intervene between any one call and a succeeding call.

Aliens may
be share-
holders.

15. Aliens as well as British subjects, and whether resident in the Dominion of Canada or elsewhere, may be shareholders in the Company, and all such shareholders shall be entitled to vote on their shares equally with British subjects, and shall also be eligible to office as Directors in the Company.

Where general meetings shall be held.

16. The first and all subsequent general and annual meetings of the shareholders shall be held at the City of Ottawa (or elsewhere in Canada as may be appointed by-law), and on such day and at such hour as may be directed by the by-laws of the Company; and public notice thereof shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more newspapers published in the City of Winnipeg.

Where meetings of Directors may be held.

Proviso :
if held in
Great Britain.

17. The Directors shall have full power and authority at any time to call meetings of the Board of Directors of the Company, either in the Dominion of Canada or in Great Britain; but in the event of a meeting of the Board being called to be held in Great Britain six weeks' previous notice of such meeting shall be given to each of the Directors, by posting the same in Her Majesty's post office in the city where the head office of the Company is situate.

Power to allot paid up stock.

18. The Directors are authorized to allot to such of the original shareholders in the Companies hereby amalgamated as they shall see fit, in compensation for services in exploring, surveying and developing the route of the said railway, paid up stock of the Company not exceeding in the whole four hundred thousand dollars, and such stock, when so allotted, shall be deemed and taken to be fully paid up for all purposes whatsoever.

Grants in aid may be received by Company.

19. The Company may receive either from the Dominion Government or any of the Provincial Governments, or bodies corporate, municipal or politic, who may have power to make or grant the same, in aid of the construction, equipment and maintenance of the said railway or steamships, grants of land, bonuses, loans, or gifts of money or securities for money; and the Company may from time to time, in aid of the construction, equipment and maintenance of the railway or steamships, purchase any lands from the Dominion Government, or from any of the Provincial Governments having power to sell and grant the same, or from any corporate body, or from any private individual, and may hold, dispose of and mortgage the said lands.

Bonds may be issued by Company.

20. The Directors of the Company, under the authority of the shareholders to them given by a resolution at a special meeting called for that purpose, are hereby authorized to issue bonds under the seal of the Company, signed by its President

President or other presiding officer, and countersigned by the Secretary; and such bonds shall be made payable at such times and in such manner and at such place or places in the Dominion of Canada or elsewhere, and bearing such rate of interest as the Directors shall think proper; and the Directors shall have power to issue and sell or pledge all or any of the said bonds at such price or prices and upon such terms and conditions as they shall see fit, for the purpose of raising money for the prosecution of the said undertaking; and the said bonds hereby authorized to be issued shall, without registration or formal conveyance, constitute a first mortgage and preferential lien, charge, claim and privilege upon the said railway constructed, and to be hereafter constructed, and upon its Government land grant to be earned, and the undertaking, its tolls, income and revenue, and the real and personal property thereof, excepting therefrom municipal bonuses, acquired and to be thereafter acquired, and after deduction from such tolls, income and revenues of working expenses,—and upon the franchises of the Company, save and except as is hereinafter provided for; and each holder of the said bonds shall be deemed to be a mortgagee upon the said securities *pro rata* with the other bondholders, and shall have priority as such: Provided, that the amount of bonds so issued, sold or pledged shall not exceed twenty thousand dollars per mile, to be issued in proportion to the length of railway constructed, or under contract to be constructed; but notwithstanding anything in this Act contained, the Company may secure the bonds to be issued by them by mortgage deed, creating such mortgages, liens and incumbrances upon the whole or any part of such property, assets, rents and revenues of the Company, present or future, or both, as shall be described in the said deed; but such rents and revenues shall be pledged in the first instance to the payment of the working expenses of the railway: and by the said deed the Company may grant to the holders of such bonds, or to the trustee or trustees named in such deed, all and every the powers and remedies, granted in this Act in respect of the said bonds, and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all such powers, rights and remedies as shall be so contained in such mortgage deed, shall be valid, binding and available to the bondholders in manner and form as therein provided.

To be a first charge on the Railway and works, &c.

Proviso: amount limited.

Bonds may be secured by a mortgage deed.

What provisions the deed may contain.

21. If the Company shall make any default in paying the principal or the interest of any of the bonds hereby authorized, at the time when the same shall, by the terms of the bonds, become due and payable, then at the next ensuing annual general meeting of the Company, and all subsequent meetings, all holders of bonds so being and remaining in default,

Certain rights of bondholders if there is default.

Proviso
bonds must
have been
registered.

default, shall in respect thereof, have and possess the same rights, privileges and qualifications for Directors and for voting at general meetings as would be attached to them as shareholders if they had held fully paid up shares of the Company to a corresponding amount: Provided nevertheless, that the rights given by this section shall not be exercised by any bondholder unless the bonds in respect of which he shall claim to exercise such right shall have been first registered in his name in the same manner as is provided by law for the registration of the shares of the Company; and for that purpose the Company shall be bound, on demand, to register any of the said bonds, in the name of the holder thereof, and to register any transfers thereof in the same manner as a transfer of shares: Provided also, that the exercise of the rights given by this section shall not take away, limit, or restrain any other of the rights and remedies to which the holders of the said bonds shall be entitled.

Proviso:
saving other
rights.

Transfer of
bonds.

22. All bonds hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and in that case shall be transferable by delivery, unless and until registry thereof is made in manner provided in the next preceding section; and while so registered they shall be transferable by written transfers registered in the same manner as in the case of shares, but they shall again become transferable by delivery upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

Lands may be
vested in
trustees.

23. The lands acquired by the Company, and held for sale for the purposes thereof, may be conveyed to trustees to be held and conveyed by them upon the trusts and for the purposes herein declared in reference to such lands; and all moneys arising from the sale of such lands shall be held and applied in trust for the purposes following, that is to say: first, in payment of the expenses connected with the acquisition, survey, management and sale of the said lands; secondly, in payment of the interest on the bonds from time to time payable in cash by the Company; thirdly, in payment and redemption of the said bonds; and fourthly, for the general purposes of the Company.

Application
of proceeds
of lands sold.

Lands sold
released from
charges.

24. All lands sold and conveyed by the Company, or by the said trustees after a conveyance thereof to them, upon the trusts aforesaid, and which have been paid for in cash, shall be forever released and discharged from all mortgages, liens, and charges of any kind or nature, by this Act created; and the purchase money arising from the sale of such lands by the Company shall be applied, in the first place, in the satisfaction of any mortgage thereon created by the Company, and after payment of any such mortgage or lien

Application
of purchase
money.

lien created by the Company thereon, shall be applied in accordance with the trusts in the next preceding section declared; but the purchaser shall not be bound to see to the application of the purchase money.

25. The Company shall have power and authority to become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and any such note or bill made, drawn, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary, shall be binding on the Company; and any such promissory note or bill of exchange so made, drawn, accepted or endorsed, shall be presumed to have been made, drawn, accepted or endorsed with proper authority; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the President or Vice-President or Secretary be individually responsible for the same, unless the said promissory notes or bills of exchange have been issued without proper authority: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money, or as the notes or bills of a bank.

Promissory notes.

Seal not required.

Proviso: no notes payable to bearer.

26. The Company may also build, purchase, acquire, charter or possess, work and operate steam and other vessels in any lakes, rivers or other navigable waters as they may deem proper and expedient, in connection with their railway; and for the purpose of connecting the means of transport between the said waters may construct a railway or a tramroad between any of such lakes or rivers and others of them, and also around the rapids or any other obstruction of the said rivers, and may also for the purpose of facilitating the said undertakings and the traffic in connection therewith, purchase, build, fit, complete, and charter, sell or dispose of, work, control and keep in repair, steam tugs, barges, steam boats and other vessels to ply in connection with the said railway or otherwise; and may also build, purchase, acquire, lease, charter or possess, work and operate sea-going vessels and elevators.

Powers of the Company as to navigation.

27. The Company shall have power and authority to construct and operate such line or lines of telegraph along the line of their railway and branches as may be necessary or useful for the purposes of their undertaking.

Lines of telegraph.

28. Conveyances of land to the Company for the purposes of and exercise of the powers given by this Act, made in the form in the schedule to this Act or to the like effect, shall be a sufficient conveyance to the Company, their successors and assigns, of the estate and interest respectively of all persons executing the same; and such conveyance shall be registered in

Conveyances of land to company, form of.

Registration. in such manner and upon such proof of execution as is required by the registry laws of the Province or Territory where the land is situate.

Time for completion of railway.

29. The railway shall be commenced within three years and completed within ten years after the passing of this Act.

SCHEDULE.

Know all men by these presents that I (or we) (*insert the name or names of the vendor or vendors*) in consideration of dollars paid to me (or us) by the Winnipeg and Hudson's Bay Railway and Steamship Company, the receipt whereof is hereby acknowledged, do grant and convey, and I (or we) (*insert the name or names of any other party or parties*) in consideration of dollars paid to me (or us) by the said Company, the receipt whereof is hereby acknowledged, do grant and release all that certain parcel (*or those certain parcels, as the case may be*) of land situate (*describe the land*) the same having been selected and laid out by the said Company for the purpose of the said railway, to hold the same with the appurtenances unto the said The Winnipeg and Hudson's Bay Railway and Steamship Company, their successors and assigns (*here insert any other clauses, covenants or conditions required*); and I (or we) the wife (*or wives*) of the said do hereby bar my (*or our*) dower in the said lands.

As witness my (*or our*) hand and seal (*or hands and seals*) this day of one thousand eight hundred and eighty-

Signed, sealed and delivered }
in the presence of C. D. }

A. B [L.S.]

CHAP. 70.

An Act to incorporate the Quebec and James' Bay Railway Company.

[Assented to 25th May, 1883.]

Preamble.

WHEREAS the persons hereinafter named have petitioned for incorporation as a company to construct, equip and operate a railway from some point on the Quebec and Lake St.

St. John Railway, in the Province of Quebec, to some point on or near the shore of James' Bay, in the Dominion of Canada, with power to lease, sell, purchase, unite or amalgamate, and make running arrangements with any railway company or companies, now chartered or which may hereafter be chartered in the Dominion of Canada, and for other purposes; and whereas the construction of such railway would be of great public advantage by affording facilities for the opening up, settlement and development of the resources of the country through which the said railway would pass, and such railway would be an important feeder to the Intercolonial Railway: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:--

1. Michael William Baby, William Sharples, Jean Baptiste Renaud, Alexander Luders Light, the Honorable Pierre A. DeBlois, John Sharples, Alexandre LeMoine, James Bell Forsyth and Sir Narcisse Fortunat Belleau, K. C. M.G., with all such other persons and corporations as shall become shareholders in the Company hereby incorporated, shall be and are hereby constituted a body corporate and politic by the name of "The Quebec and James' Bay Railway Company," hereinafter called the Company, and shall be invested with and enjoy all the powers and privileges conferred on such corporations by "*The Consolidated Railway Act, 1879,*" and any amendments thereto; and the said Act and amendments shall apply to the said railway and the works of the Company so far as they may not be inconsistent with the provisions of this Act.

Certain persons incorporated.

Corporate name and powers.

42 V., c. 9.

2. The head office and chiefplace of business of the Company shall be in the City of Quebec; but the Board of Directors may establish one or more offices in other places in Canada or elsewhere and confide the management thereof to agents whose powers and duties shall be determined by the resolution appointing them to such office, or passed thereafter for their government and direction.

Head office of Company.

3. The Company and their agents and servants may lay out, construct, equip, finish and operate a double or single line of railway, hereinafter called "the railway," from some point on the Quebec and Lake St. John Railway, or from deep water in the harbor and thence through the City of Quebec, to some point on or near the shore of James' Bay, following such general courses and direction as to them may appear advisable, and a branch line from some point at or near Lake Edward on the line of the said railway to La Tuque on the St. Maurice—and also a branch line from some point on the main line at or near Lake St. John to Chicoutimi, and from thence to the St. Lawrence at or near Tadousac.

General line of the railway.

Capital stock
and shares.

4. The capital stock of the Company shall be one million of dollars, (with power to increase the same in the manner provided by "*The Consolidated Railway Act, 1879*"), to be divided into ten thousand shares of one hundred 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.

Provisional
directors, and
their term of
office.

5. Michael William Baby, William Sharples, Jean Baptiste Renaud, Alexander Luders Light, the Honorable Pierre A. Deblois, John Sharples, Alexandre LeMoine, James Bell Forsyth, and Sir Narcisse Fortunat Belleau, K.C.M.G., shall be, and are hereby constituted the provisional Board of Directors of the Company, and shall hold office as such until a Board of Directors shall be appointed under the provisions of this Act, and shall have power and authority to fill vacancies occurring among their number; and the said provisional Board of Directors shall have power to open stock books and procure subscriptions for the undertaking, to cause surveys and plans to be made and executed, and to call a general meeting of the shareholders for the election of Directors as hereinafter provided; and until such general meeting and the election of Directors by the shareholders they shall have all the powers of the Board of Directors necessary to the holding of the first meeting of shareholders, and for the proceedings to be had thereat.

Their powers
and duties.

First general
meeting of
shareholders.

6. When and so soon as two hundred thousand dollars shall have been subscribed as aforesaid, and ten per cent. thereof paid up, the said provisional Directors, or a majority of them, may call a meeting of the shareholders at such time as they shall think proper, giving twenty days' notice in the English and French languages in one or more newspapers published in the City of Quebec, and also in the *Canada Gazette*; at which said general meeting, and at the annual general meetings in the following sections mentioned, the shareholders of the Company present in person, or represented by proxy, shall elect Directors in the manner and qualified as hereinafter provided, to constitute the Board of Directors; and the Directors so elected shall hold office till the first Thursday in February in the year following their election.

Notice.

Election of
directors.

Term of office.

Annual general
meeting.

7. On the said first Thursday in February, and on the first Thursday in February in each year thereafter, at the principal office of the Company, there shall be held a general meeting of the shareholders of the Company, at which meeting the said shareholders shall elect the Directors for the then ensuing year, in the manner and qualified as hereinafter provided, and public notice of such annual meeting and election shall be inserted for twenty days in the English and French languages in one or more newspapers published in the City of Quebec, and also in the *Canada Gazette*; and

Notice.

and

the election of Directors shall be by ballot, and the persons so elected shall form the Board of Directors; and the number of the Directors to be so elected shall be settled by the by-laws of the Company, and shall not be less than nine nor more than fifteen: Provided always, that no person shall be elected or continue as Director unless he shall be the holder and owner of at least twenty-five shares of the stock of the Company and shall have paid up all calls made on the said shares and then due.

Election of directors.

Proviso: qualification of directors.

8. All shareholders in the Company, whether British subjects or aliens, or resident in Canada or elsewhere, shall have equal rights to hold stock in the Company, and to vote on the same, and shall be eligible to office in the Company.

Equal rights of shareholders.

9. A special general meeting of the shareholders of the Company may be called at any time by the Directors, or by one fourth part in value of the shareholders after refusal by the Directors to call the same; but notice thereof setting forth the objects for which the meeting is called, signed by the Secretary of the Company, or by the shareholders calling the same shall be inserted once a week in the English and French languages for four weeks previous to the said meeting, in one or more newspapers published in the City of Quebec, and also in the *Canada Gazette*.

Special general meetings of shareholders.

Notice.

10. The Directors may, at any time, call upon the shareholders for instalments upon each share which they or any of them may hold in the capital stock of the Company in such proportion as the Directors may deem advisable; no such instalment however shall exceed ten per cent., not more than one call shall be made within the period of one month, and the Directors shall give one month's notice of each call in such manner as may be determined by the by-laws.

Calls on shares.

Limitation.

11. The Directors of the Company, after the sanction of the shareholders has been first obtained at any general meeting to be called for such purpose, shall have power, and they are hereby authorized to issue mortgage bonds, to the extent of twenty thousand dollars per mile of the said railway; the said bonds to be made and signed by the President or Vice-President and countersigned by the Secretary and Treasurer of the Company and under the seal of the Company, for the purpose of raising money for prosecuting the said undertaking; and such bonds shall, without registration or formal conveyance, be taken and considered to be, after working expenses, the first and preferential claim and charge upon the railway, plant, rolling stock and material necessary for the working thereof, and upon all stations, buildings, and station grounds of the Company, and generally upon all their lands, property and materials necessary and strictly appertaining to the working and running of the said railway.

Mortgage bonds may be issued by directors, and amount limited.

To be a first charge after working expenses.

Bonds may be secured by mortgage deed.

What conditions such deed may contain.

Provisions for enforcing payment.

Rights of bond holders in default of payment.

Proviso, for registration of bonds in such case.

Duty of secretary.

Further conditions in deed.

Provision in case of change of ownership of the Railway.

12. The Company may secure such bonds by a deed or deeds of mortgage, executed by the Company with the authority of the shareholders expressed by a resolution passed at the general meeting at which the issue of the bonds is authorized; and any such deed may contain such description of the property mortgaged by such deed and such conditions respecting the payment of the bonds secured thereby, and of the interest thereon, and the remedies which shall be enjoyed by the holders of such bonds or by any trustee or trustees for them, in default of such payment, and the enforcement of such remedies, and may provide for such forfeitures and penalties in default of such payment, as may be provided by such resolution as aforesaid; and the said deed may also contain authority to the trustee or trustees upon such default, as one of such remedies, to take possession of the railway and property mortgaged, and to hold and run the same for the benefit of the bondholders thereof, for a time to be limited by such deed, or to sell the said railway and property after such delay and upon such terms and conditions as may be stated in such deed; and under such authority any such deed may contain provisions to the effect that, upon such default and upon such other conditions as shall be described in such deed, the right of voting possessed by the shareholders of the Company shall cease and determine, and shall thereafter appertain exclusively to the bondholders, who shall have and possess the same rights, privileges and qualification for voting and for being Directors, as they would have had if the bonds held by them respectively had been shares of like amount: Provided, that the bonds to be so voted upon and all transfers thereof, shall have been first registered in the same manner as then provided by the by-laws of the Company for the registration of shares; and it shall be the duty of the Secretary of the Company to register such bonds on being called on so to do by any holder thereof: and such deed may also provide for the conditional or absolute cancellation after such sale of any or of all the shares so deprived of voting power; and may also, either directly by its terms or indirectly by reference to the by-laws of the Company, provide for the mode of enforcing and exercising the powers and authority to be conferred or defined by such deed under the provisions of this Act: and such deed and the provisions thereof, made under the authority of this Act, and such other provisions thereof as shall purport to grant such further and other powers and privileges to such trustee or trustees and to such bondholders as are not contrary to law or the provisions of this Act, shall be valid and binding: but if any change in the ownership or possession of the said railway and property shall, at any time, take place under the provisions hereof, or of any such deed, or in any other manner, the said railway and property shall continue to be held and operated under the provisions hereof, and of "The

Consolidated Railway Act, 1879, and of any Act amending the same ; but such change of ownership or possession shall not affect any proceedings pending, which shall be continued and completed by or against the Company as if such change had not taken place.

Proviso.

13. It shall not be necessary, in order to preserve the priority, lien, charge, mortgage or privilege, purporting to appertain to or be created by any bond issued, or mortgage deed executed under the provisions of this Act, that such bond or deed should be registered in any manner, or in any place whatever ; but every such mortgage deed shall be deposited in the office of the Secretary of State for Canada, of which deposit notice shall be given in the *Canada Gazette*.

Deed need not be registered.

But must be deposited with Secretary of State.

14. The bonds authorized by this Act to be issued by the Company may be pledged, negotiated or sold upon such conditions and at such prices as the Board of Directors shall determine.

Bonds may be pledged or sold.

15. The Company may, for advances of money or material to be made thereon, mortgage or pledge any bonds which they may, under the provisions of this Act, issue for the construction of the railway, or otherwise.

Or mortgaged for advances of money or materials.

16. The Directors of the Company elected by the shareholders may make and issue as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such shares as paid up stock, and also mortgage bonds of the Company, in payment of right of way, plant, rolling stock or materials of any kind, and also for the services of or work done by contractors, engineers and other persons whomsoever, who may have been, are, or may be engaged in promoting the undertaking and interests of the Company ; and such allotment of stock or bonds shall be binding on the Company ; and the paid up stock shall be unassessable thereafter for calls.

Paid up stock and shares may be issued, and used for certain purposes.

17. The Company shall have power and authority to become party to promissory notes and bills of exchange of not less than one hundred dollars ; and every such promissory note or bill of exchange made, drawn, accepted, or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer, shall be binding on the Company ; and every such promissory note or bill of exchange made, drawn, accepted or endorsed by the President or Vice-President, and countersigned by the Secretary and Treasurer, shall be presumed to have been duly made with the proper authority until the contrary shall be shown ; and in no case shall it be necessary to have the seal of the Company affixed to any such promissory note or bill of exchange, nor shall the President or Vice-President, or Secretary

Promissory notes and bills of exchange.

No seal required.

tary and Treasurer of the Company be individually responsible for the same, unless the said promissory note or bill of exchange has been issued without the sanction and authority of the Board of Directors, as herein provided : Provided however, that nothing in this section shall be construed to authorize the Company to issue notes or bills of exchange payable to bearer or intended to be circulated as money, or as the notes or bills of a bank.

Proviso :
not to be
made payable
to bearer.

Lines of tele-
graph and
telephone.

18. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph or telephone along their line of railway and branches, as may be necessary or useful for the purposes of their undertaking ; and for the purposes of such lines of telegraph or telephone, the Company is hereby invested with all the rights, powers and privileges conferred as to lines of telegraph by the Act chapter sixty-seven of the Consolidated Statutes of the late Province of Canada.

Company
may own and
work eleva-
tors, vessels,
&c.

19. The Company shall have power and authority to build or acquire and work elevators, and to acquire, own, hold, charter, work and run steam and other vessels for cargo and passengers upon any navigable water which their railway may reach or connect with.

Company may
receive aid
from Govern-
ments or indi-
viduals in
land or other-
wise.

20. It shall be lawful for the Company to receive, either by grant from the Government of Canada or of the Province of Quebec, or from any private individuals or corporations, as aid in the construction of the railway, any lands in the vicinity thereof, or any other real property, either by gift, or in payment of stock, and legally to dispose of the same and to alienate the lands or other real property and apply the purchase money or proceeds of such alienation for the purposes of the Company, in carrying out the provisions of this Act.

Company
may make
arrangements
with Lake St.
John Railway
Company for
certain pur-
poses.

21. The Company is hereby empowered and authorized to enter into any arrangement or arrangements with the Quebec and Lake St. John Railway Company, for leasing or selling the railway of the company, or any part or branch thereof, or the use thereof, at any time or for any period ; or for leasing or purchasing from the said Quebec and Lake St. John Railway Company their railway, or any part or branch thereof, or the use thereof, at any time or for any period ; or for amalgamating with the said Quebec and Lake St. John Railway Company, or with respect to running powers and traffic arrangements : Provided, that the terms of such lease, sale, purchase, amalgamation, agreement, or arrangement are sanctioned by a majority of two-thirds in value of the shareholders of the Company, and also of the bondholders of the Quebec and Lake St. John Railway Company, who may now be entitled to vote with the shareholders of the said Company, present in person, or represented by proxy, at a general meeting called for the purpose of considering the same.

Proviso, for
approval of
the share-
holders and
bondholders
of the com-
panies.

22. After the purchase of the whole, or of a portion of, or amalgamation with the said Quebec and Lake St. John Railway Company, the Company may, with the consent of the majority of the shareholders, and also with the consent of the bondholders of the said Quebec and Lake St. John Railway Company, issue bonds to the extent of twenty thousand dollars per mile according to the actual mileage of the railway of the Quebec and Lake St. John Railway Company and the Company hereby incorporated; and such bonds shall, without registration or conveyance, be a first and preferential lien and charge upon the whole joint undertaking of the railways of the said two companies, in the same manner and to the extent mentioned in section eleven of this Act concerning the bonds of the Company: Provided however, that all bonds of the said Quebec and Lake St. John Railway Company outstanding at the time of the said issue, shall be reckoned as part of the said issue of twenty thousand dollars per mile, and the said amalgamated Company shall only have power to issue the difference between the amount of bonds of the said The Quebec and Lake St. John Railway Company, then outstanding, and the amount required to make up twenty thousand dollars per mile.

Provision for issue of bonds after purchase or amalgamation under arrangement; effect of such bonds.

Proviso: outstanding bonds of Lake St. John Railway Company to form part of amount.

23. Subject to the provisions of this Act the amalgamated company shall be vested with all the rights, franchises, powers, privileges and property that the said companies entering into the arrangement for amalgamation have, at the time of the said arrangement being made, by virtue of the several Acts relating to the said companies; and the amalgamated company shall be liable for all the debts, duties and obligations of the respective companies entering into the said arrangement; and no proceeding of any nature either by or against the said companies or any of them, shall be abated or discontinued by reason of the said amalgamation, but the same shall be continued to their natural and ordinary termination as if this Act had never been passed; and if any judgment be rendered therein, such judgment shall be binding upon and executory against the amalgamated Company, or shall enure to the benefit thereof, and may be enforced thereby as the case may be.

Certain rights and privileges to be vested in the amalgamated Company.

Pending proceedings not affected.

24. The name of the companies when amalgamated, the place of the head office of the Company within the Dominion of Canada, the amount of the capital stock of the amalgamated company after the amalgamation has taken place, not exceeding the aggregate capital stock of the amalgamating companies, the division of such stock among the shareholders of the respective companies, parties to the amalgamation, the number of Directors which the amalgamated Company shall have, and all other matters affecting either the respective companies forming the amalgamation or affecting the amalgamated Company, may be settled by the deed of amalgamation;

Name, head office, capital, &c. of amalgamated Company may be settled by the deed.

Proviso: amalgamation: Provided however, that the provisions of such deed shall be in accordance with the powers vested in the said companies by the several Acts affecting the same, or by this Act; and provided also, that after the said amalgamation or purchase or lease by the said Company of the whole or any part of the railway of the Quebec and Lake St. John Railway Company, the provisions of this Act shall apply to the whole of the said railway so amalgamated, purchased or leased, and to the working of the same.

Interpretation.

25. The expression "the railway," in this Act shall include any branch thereof hereby authorized; and after the amalgamation hereby authorized, the expression "the Company," means the amalgamated company, that is, the Company formed by such amalgamation.

Form of deed to Company.

26. All deeds and conveyances of land to the Company, for the purposes of this Act, not being letters patent from the Crown, may, in so far as circumstances will permit, be in the form of the Schedule to this Act subjoined.

Limitation of time for works.

27. The railway shall be commenced within three years and be completed within ten years from the passing of this Act.

SCHEDULE.

DEED OF SALE.

Know all men by these presents that I
of the _____ in the _____
of _____ for and in consideration
of the sum of _____ to
paid by the Quebec and James' Bay Railway Company which
acknowledge to have received,
do grant, bargain, sell and convey unto the said The Quebec
and James' Bay Railway Company, their successors and as-
signs, all that tract or parcel of land (*describe the land*), the
same having been selected and laid out by the said Company
for the purposes of their said railway, to have and to hold the
said lands and premises unto the said Company, their suc-
cessors and assigns for ever.

Witness
at _____ this _____ day of _____
one thousand eight hundred and _____

hand and seal

Signed, sealed and delivered in the }
presence of }
C. D. }

A. B.
(L. S.)
CHAP.

CHAP. 71

An Act to incorporate the Saskatchewan and North
Western Railway Company.

[Assented to 25th May, 1883.]

WHEREAS the construction of a railway from some point on the Canadian Pacific Railway, in the North-West Territories, at some place between Swift Current Creek and Medicine Hat, and running thence in a north-westerly direction, crossing the North Saskatchewan River at Edmonton, or at some point to the eastward thereof, and continuing in the same general direction to the Peace River, at the mouth of the Smoky River, or at some point further down the said Peace River, would be for the general advantage of Canada; and whereas a petition has been presented for the incorporation of a Company for the purpose of constructing and working the same, and of constructing, owning and operating lines of telegraph or telephone along the line of the said railway, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. John Stoughton Dennis, of the City of Ottawa, in the County of Carleton, C.M.G.; E. D. Orde, of the Town of Lindsay, in the County of Victoria, Esquire; Charles Magee, of the said City of Ottawa, Esquire; William Egerton Hodgins, of the City of Toronto, in the County of York, Barrister-at-Law; Charles John Brydges, of the City of Winnipeg, in the county of Selkirk, Esquire; Sedley Blanchard, of the said City of Winnipeg, Barrister-at-Law; and John Henry Woodman, of the said City of Winnipeg, banker, together with all such persons and corporations as shall become shareholders in the Company to be hereby incorporated, shall be and are hereby constituted a body corporate and politic, by and under the name of the "Saskatchewan and North Western Railway Company," hereinafter called the Company.

Certain persons incorporated.

Corporate name.

2. The Company shall have power and authority to lay out and construct a railway from some point on the Canadian Pacific Railway in the North-West Territories, to be fixed by the Governor in Council, at some place between Swift Current Creek and Medicine Hat, and running thence in a north-westerly direction, crossing the North Saskatchewan River at Edmonton, or at some point to the eastward thereof, and continuing in the same general direction to the Peace River, at the mouth of the Smoky River, or at some point further down the said Peace River, and to construct all necessary

Line of railway to be constructed.

Bridges.

necessary

necessary bridges over rivers crossing the said line between the said points.

Bridges over navigable waters.

3. The Company shall have power and authority to lay out and construct, complete, maintain, work, manage and use a railway bridge over any navigable stream or streams on the line of the said railway.

Plans of bridges to be submitted to Governor in Council.

4. The Company shall not commence any such bridge or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council, plans of such bridge and of all the works thereunto appertaining, nor until the plans and site of such bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching the said works shall have been complied with,—nor shall any such plan be altered nor any deviation therefrom allowed, except upon the permission of the Governor in Council, and upon such conditions as he shall impose: Provided always, that if any such bridge be placed over any such river or stream at a place where the same is navigable, and if the Governor in Council shall determine that such bridge shall be a draw bridge, the same shall be constructed so as to have one draw in the main channel of such river or stream, which draw shall be of such width as the Governor in Council may determine, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river or stream; and the said draw shall, at all times during the season of navigation, be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved at the expense of the Company, so as not to hinder unnecessarily the passage of any vessel: from sundown to sunrise during the season of navigation, suitable lights shall be maintained upon any such bridge to guide vessels approaching the said draw.

Provision as to draw-bridge.

Provisional directors and their powers.

5. The persons named in the first section of this Act, with power to add to their number, shall be and are hereby constituted provisional Directors of the said Company (of whom five shall be a quorum), and shall hold office as such until the first election of Directors under this Act, and shall have power forthwith to open stock books and procure subscriptions of stock for the undertaking,—giving at least four weeks' previous notice in the *Canada Gazette* of the time and place of the opening of such stock books.

Capital stock and shares.

6. The capital stock of the Company shall be two million dollars (with power to increase the same in manner provided by "*The Consolidated Railway Act, 1879*") to be divided into shares of one hundred dollars each; and the money so raised shall be applied in the first place to the payment of all expenses and disbursements connected with the organization of

Application thereof.

of the Company and other preliminary expenses, and making the surveys, plans and estimates connected with the works hereby authorized; and all the remainder of such money shall be applied to the making, completing, equipping and maintaining of the said railway and the other purposes of this Act, and to no other purpose whatsoever.

7. No subscription of stock in the capital of the Company shall be legal or valid unless ten per centum shall have been actually and *bonâ fide* paid thereon, within thirty days after subscription, into one or more of the chartered banks of Canada to be designated by the Directors; and such ten per centum shall not be withdrawn except for the purposes of the Company; and the said Directors or a majority of them may, in their discretion, apportion the stock so subscribed, among the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking.

Ten per cent.
payable on
subscription.

Allotment of
stock.

8. It shall be lawful for the elected Directors, when authorized by the shareholders at any general meeting or special meeting called for that purpose, to accept payment in full for stock from any subscriber therefor at the time of subscription thereof, or at any time before the making of a final call thereon, and to allow such percentage or discount as they deem expedient and reasonable; and thereupon to issue to such subscriber scrip to the full amount of such stock subscribed.

Payment for
stock may be
accepted in
full, and
discount
allowed.

9. The Directors elected by the shareholders may issue stock as paid-up stock, and may pay or agree to pay, in such paid-up stock or in the bonds of the Company, such sums as they deem expedient to engineers or contractors, or for the right of way, or material, plant or rolling stock, and for the services of such persons as may be employed by the Directors in the furtherance of the undertaking, or for the purchase of right of way, material, plant or rolling stock

Paid up stock
may be issued
for certain
services.

10. The Company may, for the purposes of the railway, receive from any government, person or body corporate, in aid of the construction, equipment and maintenance of the said railway, grants of land, bonuses, loans or gifts of money or securities for money; and the said Company may, from time to time, purchase from the Government of Canada lands in the North-West Territories, and may sell, convey and mortgage the same for the purpose of raising money for the prosecution of their undertaking.

Grants in aid
may be
received.

11. When and so soon as shares to the amount of two hundred thousand dollars in the capital stock of the Company have been subscribed and ten per centum paid thereon, *bonâ fide*, the provisional Directors shall call a general meeting

First meeting
of shareholders
for election
of directors.

Notice. ing of the subscribers to the said capital stock at the City of Winnipeg, or such other place in the Dominion of Canada as they shall deem most convenient, for the purpose of electing Directors of the Company, giving at least four weeks' previous notice by public advertisement in the *Canada Gazette*, and in some daily paper published in the said City of Winnipeg or the North West Territories, and also by a circular addressed by mail to each subscriber (when his or her address is known,) of the time, place and purpose of the said meeting: Provided always, that the Directors so elected may, by by-law or resolution passed by them, close the stock books after shares to the said amount of two hundred thousand dollars shall have been subscribed, and may, from time to time, re-open the said stock books, and receive subscriptions for additional shares of stock up to the limit authorized by this Act, when and as the same shall be required for the purposes of the Company.

Proviso: as to closing stock books.

Qualification of director. 12. No person shall be elected a Director of the Company unless he shall be the holder and owner of at least fifty shares in the stock of the Company, and shall have paid up all calls thereon.

Election of directors. 13. At such general meeting the subscribers for the capital stock assembled who shall have paid up ten per centum thereof, and also shall be present in person or represented by proxy, shall choose nine persons to be Directors of the Company, of whom five shall be a quorum.

Annual general meeting. 14. Thereafter the annual general meeting of the shareholders of the Company for the election of Directors and other general purposes shall be held at such place in Canada as may be appointed by by-law of the Company, on the first Tuesday in July in each year; and two weeks' previous notice thereof shall be given by publication in the *Canada Gazette* and in one newspaper published in the City of Winnipeg or the North West Territories.

Calls on stock. 15. No call to be made at any time upon the capital stock shall exceed ten per centum on the subscribed capital; and not less than thirty days shall intervene between any one call and a succeeding call.

Bonds may be issued. 16. The Directors of the Company, under the authority of the shareholders, to them given by a resolution of a special general meeting called for that purpose, are hereby authorized to issue bonds under the seal of the Company, signed by its President or other presiding officer, and countersigned by its Secretary and Treasurer; and such bonds shall be made payable at such times and in such manner and at such place or places in Canada or elsewhere, and bearing such rate of interest as the Directors shall think proper; and the
Directors

Directors shall have power to issue and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking; and such bonds shall, without registration or formal conveyance, be taken and considered to be the first and preferential claim and charge upon the undertaking, and the tolls and property of the Company, real and personal, then existing and at any time thereafter acquired, save and except as hereinafter provided for in this section; and each holder of the said bonds shall be held and deemed to be a mortgagee or encumbrancer upon the said securities *pro ratâ* with the other bondholders, and shall have priority as such: Provided, that the amount of bonds so issued, sold or pledged, shall not exceed twenty thousand dollars per mile to be issued in proportion to the length of the railway constructed or under contract to be constructed: Provided also, that no such bonds shall be issued until at least two hundred thousand dollars shall have been subscribed to the capital stock and ten per centum of the same *bonâ fide* paid thereon: but notwithstanding any thing in this Act contained, the Company may secure the bonds to be issued by them by a mortgage deed, creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future, or both, as shall be described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenses of the railway: and by the said deed the Company may grant to the holders of such bonds or to the trustee or trustees named in such deed, all and every the powers and remedies granted by this Act in respect of the said bonds, and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all such powers, rights and remedies as shall be so contained in such mortgage deed shall be valid, binding and available to the bondholders in manner and form as therein provided.

To be a first charge on the undertaking.

Proviso: amount limited.

Proviso: when only bonds may be issued.

May be secured by mortgage deed.

What provisions such deed may contain.

17 And the Directors of the said Company, under the authority and with the powers and on the terms hereinbefore set forth, with respect to the issue of bonds, may issue preference stock or shares of the Company to be redeemed or made liable to be called in at such time and in such manner as the Directors may, by the by-law for issuing the same, fix and determine,—upon which preference stock a dividend may be made payable at such rate not exceeding eight per centum per annum, as to the Directors may seem fit; and such dividend may be made payable in scrip which shall have the same security and shall be redeemable in like manner as the said preference stock; and such preference stock may be exchanged by

Preference stock may be issued.

Privileges of such stock.

May be exchanged for ordinary stock.
 Proviso: amount limited.

the holder thereof for ordinary stock on such terms and conditions as the Directors may, from time to time, by by-law fix and appoint: Provided always, that the total amount of bonds and preference stock to be issued by the Company shall not exceed twenty-five thousand dollars per mile for every mile of the said railway constructed, or under construction, or under contract to be constructed.

Lands for sale may be vested in trustees.

Application of proceeds.

18. The lands acquired by the Company and held for sale for the purposes thereof, may be conveyed to trustees, to be held and conveyed by them upon the trusts and for the purposes herein declared in reference to such lands, and all moneys arising from the sale of such lands shall be held and applied in trust for the purposes following, that is to say: first, in payment of the expenses connected with the acquisition, survey, management and sale of the said lands: secondly, in payment of the interest on the bonds from time to time payable in cash by the Company; thirdly, in payment and redemption of the said bonds when and as they become due; and fourthly, for the general purposes of the Company.

Lands sold released from lien.

Application of purchase money.

19. All lands sold and conveyed by the Company or by the said trustees, after a conveyance thereof to them upon the trusts aforesaid, and which have been paid for in cash shall be forever released and discharged from all mortgages, liens and charges of any kind or nature by this Act, or by the Company, created; and the purchase money arising from the sale of such lands by the Company shall be applied, in the first place, in the satisfaction of any mortgage thereon created by the Company, and after payment of any such mortgage or lien created by the Company thereon, shall be applied in accordance with the trusts in the next preceding section declared.

Powers of bondholders &c., in case of non-payment.

Proviso: as to registration.

20. If the Company shall make default in paying the principal of, or interest on any of the bonds, preference stock or scrip for dividends hereby authorized, at the time when the same shall, by the terms of the bonds, or by the conditions upon which the preference stock or scrip for dividends was issued, become due and payable, then at the next ensuing annual general meeting of the Company, and all subsequent meetings, all holders of bonds, preference stock or scrip for dividends, so being and remaining in default, shall, in respect thereof, have and possess the same rights and privileges, and qualifications for Directors, and for voting at general meetings, as would be attached to them as shareholders if they had held fully paid up shares of the Company to a corresponding amount: Provided nevertheless, that the right given by this section shall not be exercised by any bondholder, preference stockholder, or holder of scrip for dividends unless the bonds, preference

preference stock or scrip for dividends, in respect of which he shall claim to exercise such right shall have been first registered in his name, in the same manner as is provided by law for the registration of the shares of the Company; and for that purpose the Company shall be bound on demand to register any of the said bonds, preference stock or scrip for dividends in the name of the holder thereof, and to register any transfers thereof in the same manner as a transfer of shares: Provided also, that the exercise of the right given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds, preference stock, or scrip for dividends shall be entitled.

Proviso:
certain rights
not affected.

21. All bonds, preference stock, debentures and other securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and shall, in that case, be transferable by delivery, unless and until registry thereof in manner provided in the next preceding section, and while so registered they shall be transferable by written transfer registered in the same manner as in the case of shares; but they shall again become transferable by delivery upon the registration of a transfer to bearer which the Company shall be bound to register on the demand of the registered holder for the time being.

Transfer of
bonds, &c.

22. The Company shall have power and authority to become party to promissory notes and bills of exchange for sums of not less than one hundred dollars; and any such note or bill made, drawn, accepted or endorsed by the President or Vice-President of the Company as President or Vice-President thereof, and countersigned by the Secretary shall be binding on the Company; and any such promissory note or bill of exchange so made, drawn, accepted or endorsed as aforesaid, shall be presumed to have been made, drawn, accepted or endorsed with proper authority; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange; nor shall the President, or Vice-President, or Secretary be individually responsible or liable for the same, unless the said promissory notes or bills of exchange have been issued without proper authority: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the bills or notes of a bank.

Company
may become
party to pro-
missory notes.

Proviso:
notes not to
be payable to
bearer, &c.

23. The works upon the main line of the said railway shall be commenced within two years, and completed within eight years from the passing of this Act.

Time for
works limit-
ed.

24. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph and

Telegraph
lines.

and telephone along the line of their railway and branches as may be necessary or useful for the purposes of their undertaking.

Form of conveyance of land.

25. Deeds and conveyances of lands to the Company (not being letters patent from the Crown) may, in so far as circumstances will admit, be in the form following, that is to say:—

The form.

“ Know all men by these presents, that I, A. B., in consideration of _____ paid to me by the Saskatchewan and North Western Railway Company, the receipt whereof is acknowledged, grant, bargain, sell and convey unto the said The Saskatchewan and North Western Railway Company, their successors and assigns, all that tract or parcel of land (*describe the land*) to have and to hold the said land and premises unto the said Company, their successors and assigns for ever.

“ Witness my hand and seal this _____ day of _____ one thousand eight hundred and _____

“ Signed, sealed and delivered }
 in the presence of }
 C.D. } A.B. (L.S.)”
 E.F. }

or in any other form to the like effect.

CHAP. 72.

An Act to incorporate the Qu'Appelle, Long Lake and Saskatchewan Railroad and Steamboat Company.

[Assented to 25th May, 1883.]

Preamble.

WHEREAS the construction and operation of a railway from a point at or near Regina, the capital of Assiniboia, running north-westerly, crossing the Qu'Appelle River at its junction with Long Lake, thence running along the easterly or westerly side thereof until it reaches the northerly end of that lake, thence running in a north-westerly direction to a point on the South Saskatchewan, at or near the fifty-second degree of north latitude, thence continuing in a north-westerly direction until it reaches the North Saskatchewan, at or near the one hundred and seventh degree of longitude, either in a continuous line, or with power to the Company incorporated to construct the same, to utilize the navigable waters along the said route for the purpose of transport,

transport, and to build, own and charter vessels for the said purpose, would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for those purposes, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Robert Doull, William B. Scarth, Oliver T. Stone, John A. Mackenzie, J. J. Foy, Edgar Dewdney and Gilbert R. Pugsley, together with such other persons and corporations as shall, under the provisions of this Act, become shareholders in the Company to be hereby incorporated, are hereby constituted and declared to be a body corporate and politic by and under the name of "The Qu'Appelle, Long Lake and Saskatchewan Railroad and Steamboat Company," hereinafter called the Company.

Certain persons incorporated.

Corporate name.

2. The Company, their agents and servants, may lay out, construct and operate a single or double iron or steel railway from a point at or near Regina, the capital of Assiniboia, in the North-West Territories, to some point on the North Saskatchewan River, at or near the one hundred and seventh degree of longitude, either in a continuous line or by utilizing the navigable waters along or near the said route for the purposes of transport; and shall have power to build all necessary bridges, and to build, own and run tramways, to build and operate branch lines of railway, to construct, purchase, lease, charter or own and navigate steam or other vessels or ships for the purposes of transport of their traffic on Long Lake and the Saskatchewan Rivers and their tributaries; and also to build the railway in sections, as they may deem best.

Line of railway described.

Bridges and branch lines.

Vessels.

May build railway in sections.

The Company may also construct and operate electric telegraph and telephone lines along the railway or water communication aforesaid, or both; and may also erect and construct over any rivers, streams and lakes which may be on or near the route of the railway, a bridge or bridges where the same shall be necessary for the purposes of the railway or works hereby authorized.

Telegraphs and tele-phones.

Bridges.

4. The Company shall not commence the said bridge or bridges over navigable rivers, or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until the plans or site of such bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching the said bridge and works shall have been complied with, nor shall any such plan be altered; nor any deviation therefrom

Conditions to be complied with as to bridges over navigable rivers.

therefrom allowed, except upon the permission of the Governor in Council and upon such conditions as he shall impose.

Provisional directors.

5. The persons named in the first section of this Act shall be and are hereby constituted provisional Directors of the Company (of whom five shall be a quorum) and shall hold office as such until the first election of Directors under this Act; and shall have power forthwith to open stock books, procure subscriptions of stock for the undertaking, make calls on stock subscribed, receive payments thereon, make or cause to be made plans and surveys of the works herein contemplated, and to deposit in any chartered bank of Canada all moneys received by them on account of stock subscribed or otherwise received on account of the Company, and to withdraw the same for the purposes only of the undertaking, and to receive on behalf of the Company any grant, loan, bonus or gift made to it in aid of the undertaking, or any portion of it.

Their powers and duties

Capital stock and shares. 42 V., c. 9.

6. The capital stock of the Company shall be two millions of dollars (with power to increase the same in manner provided by "*The Consolidated Railway Act, 1879,*") to be divided into shares of one hundred dollars each; and the money so raised shall be applied in the first place in payment of all fees, expenses and disbursements for procuring the passage of this Act, and for making the surveys, plans and estimates connected with the works hereby authorized; and the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway and other undertakings provided for by this Act.

Application of capital.

Five per cent. payable on subscription.

7. No subscription of stock in the capital of the Company shall be legal or valid unless five per centum shall have been actually and *bonâ fide* paid thereon, within thirty days after subscription, into one or more of the chartered banks of Canada, to be designated by the Directors, provisional or ordinary, as the case may be; and such five per centum shall not be withdrawn from such bank or otherwise applied except for the purposes of such railway or other works hereby authorized, or upon the dissolution of the Company from any cause whatsoever; and the said Directors or a majority of them may, in their discretion, apportion the stock so subscribed among the subscribers as they shall deem most advantageous for the undertaking: Provided always, that the Directors so elected may, by by-law or resolution passed by them, close the stock books after shares to the amount of five hundred thousand dollars shall have been subscribed, and may, from time to time, re-open the said stock books and receive subscriptions for additional shares of stock up to the limit authorized by this Act, when and as the same shall be required for the purposes of the Company; and it shall be

Apportionment of stock.

Proviso: stock books may be closed and re-opened.

lawful

lawful for the provisional or elected Directors, when authorized by the shareholders at any general or special meeting called for that purpose, to accept payment in full for stock from any subscriber thereof, at the time of subscription thereof, or at any time before the making of a final call thereon, and to allow such percentage or discount as they deem expedient and reasonable, and thereupon, to issue to such subscriber, scrip to the full amount of such stock subscribed.

Stock may be paid up in full.

8. The Company may receive, either from the Dominion Government or any of the Provincial Governments, now or hereafter in existence, or from any persons or bodies corporate, municipal or politic, in aid of the construction, equipment, and maintenance of the said railway and other works, grants of land or money, bonuses, loans or gifts of money or securities for money, and may legally dispose of the same; and may purchase, from time to time from the Government of Canada, lands in the North-West Territories, and may sell, convey and mortgage the same for the purpose of raising money for the prosecution of the said undertaking or maintenance thereof, or otherwise.

Company may receive grants in aid.

And acquire and deal with lands in N.W.T.

9. When and so soon as shares to the amount of two hundred thousand dollars in the capital stock of the Company have been subscribed and ten per centum paid thereon *bond fide*, the provisional Directors shall call a general meeting of the subscribers to the said capital stock at Toronto or Regina, (whichever a majority of the said Directors may think best.) for the purpose of electing Directors of the Company,—giving at least four weeks' previous notice by advertisement in some newspaper published in Regina, and in some newspaper published in the City of Toronto, and also by circular addressed by mail to each subscriber, of the time, place and purpose of the said meeting.

First meeting of shareholders.

Notice.

10. No person shall be elected a Director of the Company unless he shall be the holder and owner in his own right or as trustee for any corporation, of at least twenty shares in the stock of the Company, and shall have paid up all calls thereon then over due.

Qualification of directors.

11. At such general meeting the subscribers for the capital stock assembled who shall have so paid up ten per centum thereof, and shall be present in person or represented by proxy, shall elect by ballot nine shareholders to be Directors of the Company and may also pass such rules and regulations and by-laws as may be deemed expedient, provided they be not inconsistent with this Act or "*The Consolidated Railway Act, 1879.*"

Election of directors.

By-laws.

42 V., c. 9.

Head office.

12. The head office of the Company shall be at Regina, or at such other place in Canada as may be fixed by by-law of the Company passed at any annual general or special meeting of the shareholders called for that purpose; and all annual meetings of the shareholders after the first meeting hereinbefore mentioned, shall be held at the head office on the first Wednesday in February in each and every year, or at such other time and place as may be fixed by by-law of the Company at its first meeting above mentioned, or at any annual general or special meeting called for that purpose; and four weeks' previous notice of every such meeting shall be given by advertisement in the *Canada Gazette*, and by circular, prepaid, posted to each shareholder, unless such requirement as to notice be changed by by-law.

Annual general meetings.

Notice.

Calls on stock; notice of, and intervals between.

13. No call upon the capital stock shall exceed ten per centum on the subscribed stock, and at least thirty days' notice shall be given of each such call,—such notice to be given in manner provided by the said "*The Consolidated Railway Act, 1879*;" and not less than thirty days shall intervene between the times for payment of any two calls.

Bonds of the company may be issued by the directors.

To be a first charge on the undertaking.

Provide: as to amount.

Provide: as to time of issue.

14. The Directors of the Company, under the authority of the shareholders to them given, are hereby authorized to issue bonds under the seal of the Company, signed by its President or other presiding officer, and countersigned by its Secretary; and such bonds shall be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and bearing such rate of interest as the Directors shall think proper; and the Directors shall have power to issue, and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which, at the time, they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking: and the said bonds hereby authorized to be issued shall, without registration or formal conveyance, be the first preferential claim and charge upon the Company, and the undertaking, tolls and income and real and personal property thereof, now or at any time hereafter acquired, save and except as is hereinafter provided for; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro ratâ* with the other bondholders, and shall have priority as such: Provided, that the amount of such bonds so issued, sold or pledged shall not exceed twenty thousand dollars per mile of the said railway, to be issued in proportion to the length of railway constructed or under contract to be constructed: Provided also, that no such bonds shall be issued until at least two hundred thousand dollars of the capital stock shall have been subscribed and ten per centum of the same *bonâ fide* paid thereon: but notwithstanding anything in this Act contained

contained, the Company may secure the bonds to be issued by them, by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future, or both, as shall be described in the said deed, but such rents and revenues shall be subject in the first instance to the payment of the working expenses of the railway: and by the said deed the Company may grant to the holders of such bonds or to the trustee or trustees named in such deed, all and every the powers and remedies granted by this Act, in respect of the said bonds, and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all such powers, rights and remedies as shall be so contained in such mortgage deed, shall be valid and binding and available to the bondholders in manner and form as therein provided.

Bonds may be secured by mortgage deed.

What such deed may provide.

15. The Directors of the Company, under the authority and with the powers and on the terms hereinbefore set forth, may issue preference stock or shares of the Company, to be redeemed or made liable to be called in at such time and in such manner as the Directors may, by the by-law for issuing the same, fix and determine,—upon which preference stock a dividend may be made payable at such rate not exceeding eight per centum per annum as to the Directors may seem fit; and such dividend may be made payable in scrip, which shall have the same security and shall be redeemable in like manner as the said preference stock: and such preference stock may be exchanged by the holder thereof for ordinary stock on such terms and conditions as the Directors may, from time to time, by by-law, fix and appoint: Provided always, that the total amount of bonds and of preference stock to be issued by the Company shall not exceed twenty-five thousand dollars per mile for every mile of the said railway constructed, or under construction, or under contract for its construction.

Preference stock may be issued.

May be exchanged for ordinary stock.

Proviso: as to amount of bonds and preference stock.

16. If the Company shall make default in paying the principal of or interest on any of the bonds, preference stock or scrip for dividends hereby authorized at the time when the same shall, by the terms of the bonds or by the conditions upon which the preference stock or scrip for dividends was issued, become due and payable, then at the next ensuing annual general meeting of the Company, and at all subsequent meetings, all holders of bonds, preference stock or scrip for dividends so being and remaining in default shall, in respect thereof, have and possess the same rights, privileges and qualifications for Directors and for voting at general meetings as would be attached to them as shareholders if they had held fully paid-up shares of the Company to a corresponding amount: Provided nevertheless, that

Voting powers of holders of bonds, &c., in default of payment.

Proviso: as to registration of securities voted on.

that the rights given by this section shall not be exercised by any bondholder, preference stock holder or holder of scrip for dividends unless the bonds, preference stock or scrip for dividends in respect of which he shall claim to exercise such rights shall have been first registered in his name in the same manner as is provided by law for the registration of the shares of the Company; and for that purpose the Company shall be bound on demand to register any of the said bonds, preference stock or scrip for dividends in the name of the holder thereof, and to register any transfers thereof in the same manner as a transfer of shares: Provided also, that the exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds, preference stock or scrip for dividends shall be entitled.

Proviso: rights saved.

Transfer of bonds, &c.

17. All bonds, preference stock, debentures and other securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer and shall in that case be transferable by delivery, until registration thereof in manner provided in the next preceding section; and while so registered they shall be transferable by written transfer registered in the same manner as in the case of shares; but they shall again become transferable by delivery upon the registration of a transfer to bearer,—which the Company shall be bound to register on the demand of the registered holder for the time being.

And if registered.

Company may become party to promissory note, &c.

18. The Company shall have power and authority to become party to promissory notes and bills of exchange, for sums not less than one hundred dollars; and any such note or bill made, accepted or endorsed by the President or Vice-President of the Company as President or Vice-President thereof, and countersigned by the Secretary, shall be binding on the Company; and any such promissory note or bill of exchange made, accepted or endorsed by the President or Vice-President and countersigned by the Secretary, shall be presumed to have been made with proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange; nor shall the President or Vice-President, or Secretary, be individually responsible for the same, unless the said promissory note or bill of exchange has been issued otherwise than as aforesaid: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money, or as the notes or bills of a bank.

No seal required.

Proviso: as to notes payable to bearer

Agreements with other companies.

19. It shall be lawful for the Company to enter into any agreement with any other Company for the use or partial use

use or for the leasing or hiring of any rolling stock, locomotives, cars or movable property, and generally to make any agreement with any other company touching running powers over the railway hereby authorized to be built, or the railway of the other company. or touching the use of the rolling stock or movable property of the other company, or touching any service to be rendered by one company to the other and the compensation therefor: Provided, that any such agreement or contract shall be first approved of and authorized by the shareholders of the Company hereby incorporated at an annual general or special meeting of the same called for that purpose.

Proviso: to be sanctioned by shareholders.

20. The Company may build, purchase, acquire, lease, charter or operate elevators, and steam and other vessels on Long Lake, the Saskatchewan Rivers and their tributaries, and other navigable waters connected with the line of the said works hereby authorized, and may sell the same

Powers as to vessels and elevators.

21. The Directors elected by the shareholders may make or issue stock as paid-up stock, and may pay or agree to pay, in such paid-up stock or in the bonds of the Company, such sums as they may deem expedient, to engineers or contractors or for right of way or material, plant or rolling stock; and also when sanctioned by a vote of the shareholders, at any special meeting called for that purpose or at any annual general meeting, for the services of such persons as may be employed by the Directors in the furtherance of the undertaking, or purchase of the right of way, material, plant or rolling stock.

Paid-up stock or bonds may be issued for certain considerations.

22. Special meetings of the shareholders may be called at any time by resolution of the Directors at any regular meeting of Directors, or upon the requisition in writing to the President or acting President of any ten of the shareholders whose overdue calls are, at the time of making such requisition, paid up; immediately after the receipt of such requisition the President shall be bound to call such special meeting; and in every case special meetings shall be called by the same notice and be held at the same place as hereinbefore provided in reference to annual meetings of shareholders; and such notice shall contain a statement of the object of the meeting.

Special general meetings.

Notice and place of meeting; object to be mentioned.

23. Deeds and conveyances of lands to the Company (not being letters patent from the Crown) may, in so far as circumstances will admit, be in the form following, that is to say:—

Form of conveyance of land to company.

“ Know all men by these presents, that I, A. B., in consideration of _____ paid to me by ‘The Qu'Appelle, Long Lake and Saskatchewan Railroad and Steamboat Company,’ the receipt whereof is hereby acknowledged, grant, bargain, sell and

and convey unto the said 'The Qu'Appelle, Long Lake and Saskatchewan Railroad and Steamboat Company,' their successors and assigns, all that tract or parcel of land (*describe the land*) to have and to hold the said land and premises unto the said Company, their successors and assigns for ever."

"Witness my hand and seal, this day of
one thousand eight hundred and

"Signed, sealed and delivered }
in presence of } A. B [L. S.]

C. D.

E. F."

or in any other form to the like effect.

Application
of Railway
Act, 42 V.,
c. 9.

24. All the provisions of "*The Consolidated Railway Act, 1879*," shall apply to the Company, in so far as they are not inconsistent with this Act.

Limitation of
time for
works.

25. The works hereby authorized to be constructed shall be commenced within two years and completed within eight years from the passing hereof.

CHAP. 73

An Act to incorporate "The Pacific and Peace River Railway Company."

[Assented to 25th May, 1883.]

Preamble.

WHEREAS a petition has been presented, praying for the incorporation of a company for the construction and operation of a railway from some point on the coast of the Pacific Ocean, situated near Fort Simpson to some point on the Peace River east of Fort Dunvegan in the North-West Territories, either in a continuous line, or with power to the Company incorporated to construct the same to utilize the navigable waters along the said route for the purpose of transport, and to build, own and charter vessels for the said purpose; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated.

1. John J. Macdonald, John Shields, Alexander Macbeth Sutherland, Frederick French Blanchard, Henry N Ruttan, William

William B. Scarth, Edward P. Leacock, James Tilt, Alexander Shields, Frederick S. Stimson, William B. Ives, John Haggart, and James J. Foy, together with such persons and corporations as shall, under the provisions of this Act, become shareholders in the Company to be hereby incorporated, are hereby constituted and declared to be a body corporate and politic by and under the name of "The Pacific and Peace River Railway Company," hereinafter called the Company.

Corporate name.

2. The Company, their agents and servants may lay out, construct and operate a single or double iron or steel railway from a point on the coast of the Pacific Ocean, situated near Fort Simpson, to some point on the Peace River, east of Fort Dunvegan in the North-West Territories, either in a continuous line or by utilizing the navigable waters along or near the said route for the purposes of transport, and shall have power to build, own and run tramways; to construct, purchase, lease, charter or own, and navigate steam or other vessels or ships for the purposes of transport of their traffic on the Peace and Skeena Rivers and their tributaries; and also to build the railway in sections as they may deem best, under the provisions of "The Consolidated Railway Act, 1879;" but the Company shall not begin the construction of the said railway until the location thereof shall have been approved of by the Governor in Council.

Line of railway may be constructed.

Steam and other vessels.

Railway may be built in sections under 42 V., c. 9.

Proviso.

3. The Company shall have power and authority to lay out and construct, complete, maintain, work, manage and use a railway bridge over any navigable stream or streams on the line of the said railway: Provided always, that no bridge shall be built across the Peace River, except at such point and subject to such conditions as Parliament may hereafter authorize and prescribe.

Railway bridges over navigable waters.

Proviso.

4. The Company shall not commence any such bridge or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council, plans of such bridge and of all the works thereunto appertaining, nor until the plans and site of such bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose, touching the said works, shall have been complied with; nor shall any such plan be altered nor any deviation therefrom allowed, except upon the permission of the Governor in Council, and upon such conditions as he shall impose: Provided always, that if any such bridge be placed over any such river or stream at a place where the same is navigable, and if the Governor in Council shall determine that such bridge shall be a draw bridge, the same shall be constructed so as to have one draw in the main channel of such river or stream, which draw shall be of such width as the Governor in Council may determine,

Plans of bridges to be submitted to Governor in Council, and be subject to approval.

Proviso: as to draw bridges.

When to be kept open.

termine, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river or stream; and the said draw shall, at all times during the season of navigation, be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved at the expense of the Company, so as not to hinder unnecessarily the passage of any vessel: from sundown to sunrise during the season of navigation, suitable lights shall be maintained upon any such bridge to guide vessels approaching the said draw.

Telegraphs and tele-phones.

5. The Company may also construct and operate electric telegraph and telephone lines along the railway or water communication aforesaid.

Provisional directors.

6. The persons named in the first section of this Act shall be and are hereby constituted provisional Directors of the Company (of whom five shall be a quorum), and shall hold office as such until the first election of Directors under this Act, and shall have power forthwith to open stock books, procure subscriptions of stock for the undertaking, make calls on stock subscribed, receive payments thereon, make or cause to be made plans and surveys of the work herein contemplated, and to deposit in any chartered bank of Canada all moneys received by them on account of stock subscribed or otherwise received on account of the Company, and to withdraw the same for the purposes only of the undertaking.

Their powers and duties; stock books, plans, &c.

Capital stock and shares, and increase under 42 V., c. 9.

Application thereof.

7. The capital stock of the Company shall be two millions of dollars (with power to increase the same in manner provided by "*The Consolidated Railway Act, 1879*,") to be divided into shares of one hundred dollars each; and the money so raised shall be applied in the first place in payment of all fees, expenses and disbursements for procuring the passage of this Act and for making the surveys, plans and estimates connected with the works hereby authorized; and the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway and other undertakings provided for by this Act.

Ten per cent. payable on subscription.

8. No subscription of stock in the capital of the Company shall be legal or valid unless ten per centum shall have been actually and *bonâ fide* paid thereon, within thirty days after subscription, into one or more of the chartered banks of Canada, to be designated by the Directors, provisional or ordinary, as the case may be; and such ten per centum shall not be withdrawn from such bank or otherwise applied except for the purposes of such railway or other works hereby authorized, or upon the dissolution of the Company from any cause whatsoever; and the said Directors, or a majority of them, may, in their discretion, apportion the stock so

Apportioning stock.

subscribed

subscribed among the subscribers as they shall deem most advantageous for the undertaking: Provided always, that the elected Directors may, by by-law or resolution passed by them, close the stock books after shares to the amount of five hundred thousand dollars shall have been subscribed, and may, from time to time, re-open the said stock books and receive subscriptions for additional shares of stock up to the limit authorized by this Act, when and as the same shall be required for the purposes of the Company; and it shall be lawful for the elected Directors, when authorized by the shareholders at any general or special meeting called for that purpose, to accept payment in full for stock from any subscriber thereof at the time of subscription thereof or at any time before the making of a final call thereon, and to allow such percentage or discount as they deem expedient and reasonable, and thereupon to issue to such subscriber scrip to the full amount of such stock subscribed.

Proviso:
closing and
re-opening of
stock books.

Payment in
full may be
accepted and
discount
allowed.

9. The Company may receive, either from the Dominion Government or any of the Provincial Governments, now existing or hereafter to be created, or from any persons or bodies corporate, municipal or politic, in aid of the construction, equipment and maintenance of the said railway and other works, grants of land or money, bonuses, loans or gifts of money or securities for money, and may legally dispose of the same; and may purchase from time to time from the Government of Canada, lands in the North-West Territories, and may sell, convey and mortgage the same for the purpose of raising money for the prosecution of the said undertaking or maintenance thereof, or otherwise.

Company
may receive
aid from Gov-
ernments or
others.

And acquire
and dispose of
lands.

10. When and so soon as shares to the amount of five hundred thousand dollars in the capital stock of the Company have been subscribed and ten per centum paid thereon *bonâ fide*, the provisional Directors shall call a general meeting of the subscribers to the said capital stock at the City of Toronto or of Winnipeg, whichever a majority of the said Directors may think best, for the purpose of electing Directors of the Company,—giving at least four weeks' previous notice by advertisement in some newspaper published in the City of Winnipeg and in some newspaper published in the City of Toronto, and also by circular addressed by mail to each subscriber, of the time, place and purpose of the said meeting.

First meet-
ing of share-
holders.

Notice.

11. No person shall be elected a Director of the Company unless he shall be the holder and owner of at least twenty shares in the stock of the Company, and shall have paid up all calls thereon then overdue.

Qualification
of director.

Election of directors.

12. At such general meeting the subscribers for the capital stock assembled who shall have so paid up ten per centum thereof, and shall be present in person or represented by proxy, shall elect by ballot nine shareholders to be Directors of the Company.

Head office.

13. The head office of the Company shall be at the City of Winnipeg or at such other place in Canada as may be fixed by a by-law of the Company, passed at any annual general or special meeting of the shareholders called for that purpose:

Annual general meeting.

and all annual meetings of the shareholders after the first meeting hereinbefore mentioned, shall be held at the head office on the first Wednesday in February in each and every year, or at such other time and place as may be fixed by by-law of the Company at its first meeting above mentioned or at any annual general or special meeting called for that purpose;

Notice.

and four weeks' previous notice of every such meeting shall be given by advertisement in the *Canada Gazette* and by circular prepaid posted to each shareholder, unless such requirement as to notice be changed by by-law.

Calls on stock.

14. No call upon the capital stock shall exceed ten per centum on the subscribed stock, and at least thirty days' notice shall be given of each such call,—such notice to be given in the manner provided by the said "*The Consolidated Railway Act 1879*;" and not less than thirty days shall intervene between the times for payment of any two calls.

Bonds may be issued with consent of shareholders.

15. The Directors of the Company under the authority of the shareholders to them given, are hereby authorized to issue bonds under the seal of the Company signed by its President or other presiding officer and countersigned by its Secretary;

Form and issue thereof.

and such bonds shall be made payable at such times and in such manner and at such place or places in Canada or elsewhere and bearing such rate of interest as the Directors shall think proper; and the Directors shall have power to issue and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking;

To be a first charge on property of Company.

and the said bonds hereby authorized to be issued shall, without registration or formal conveyance, be the first preferential claim and charge upon the Company and the undertaking, tolls and income and real and personal property thereof, now or at any time hereafter acquired, save and except as is hereinafter provided for; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with the other bondholders, and shall have priority as such: Provided, that the amount of such bonds so issued, sold or pledged shall not exceed thirty-five thousand dollars per mile of the said railway, to be issued in proportion to

Proviso: as to amount.

to the length of railway constructed or under contract to be constructed: Provided also, that no such bonds shall be issued until at least five hundred thousand dollars of the capital stock shall have been subscribed and ten per centum of the same *bonâ fide* paid thereon: but notwithstanding anything in this Act contained, the Company may secure the bonds to be issued by them, by a mortgage deed creating such mortgages, charges and incumbrances upon the whole or any part of such property, assets, rents and revenues of the Company, present or future or both, as shall be described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenses of the railway: and by the said deed the Company may grant to the holders of such bonds or to the trustee or trustees named in such deed all and every the powers and remedies granted by this Act, in respect of the said bonds and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be.

Proviso: as to time of issue.

Bonds may be secured by mortgage deed.

Proviso: as to working expenses.

Other conditions may be in such deed.

16. The Directors of the Company, under the authority and with the powers and on the terms hereinbefore set forth, may issue preference stock or shares of the Company, to be redeemed or made liable to be called in at such time and in such manner as the Directors may, by the by-law for issuing the same, fix and determine, —upon which preference stock a dividend may be made payable at such rates not exceeding eight per centum per annum as to the Directors may seem fit; and such dividend may be made payable in scrip which shall have the same security and shall be redeemable in like manner as the said preference stock: and such preference stock may be exchanged by the holder thereof for ordinary stock on such terms and conditions as the Directors may, from time to time, by by-law, fix and appoint: Provided always, that the total amount of bonds and preference stock to be issued by the Company shall not exceed forty thousand dollars per mile for every mile of the said railway constructed, or under construction, or under contract for its construction.

Preference stock may be issued.

May be exchanged for ordinary stock.

Proviso: as to amount thereof, and of bonds.

17. If the Company shall make default in paying the principal of or interest on any of the bonds, preference stock or scrip for dividends hereby authorized at the time when the same shall, by the terms of the bonds or by the conditions upon which the preference stock or scrip for dividends was issued, become due and payable, then at the next ensuing annual general meeting of the Company and at all subsequent meetings, all holders of bonds, preference stock or scrip for dividends so being and remaining in default, shall, in respect thereof, have and possess the same rights, privileges and qualifications for Directors and for voting at general

Voting powers of holders of bonds, &c., in default of payment.

Proviso: as to registration.

Proviso: rights saved.

Transfer of bonds, &c., and effect of registration thereof.

Company may become party to promissory notes.

No seal required.

Proviso: not to be made payable to bearer.

ral meetings as would be attached to them as shareholders if they had held fully paid up shares of the Company to a corresponding amount: Provided nevertheless, that the rights given by this section shall not be exercised by any bondholder, preference stockholder or holder of scrip for dividends unless the bonds, preference stock or scrip for dividends in respect of which he shall claim to exercise such rights shall have been first registered in his name in the same manner as is provided by law for the registration of the shares of the Company; and for that purpose the Company shall be bound on demand to register any of the said bonds, preference stock or scrip for dividends in the name of the holder thereof, and to register any transfers thereof in the same manner as a transfer of shares: Provided also, that the exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds, preference stock or scrip for dividends shall be entitled.

18 All bonds, preference stock, debentures and other securities hereby authorized and the coupons and interest warrants thereon respectively may be made payable to bearer, and shall, in that case, be transferable by delivery until registration thereof in manner provided in the next preceding section; and while so registered they shall be transferable by written transfer registered in the same manner as in the case of shares; but they shall again become transferable by delivery upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

19 The Company shall have power and authority to become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and any such note or bill made, drawn, accepted or endorsed by the President or Vice-President of the Company as President or Vice-President thereof and countersigned by the Secretary, shall be binding on the Company; and any such promissory note or bill of exchange made, drawn, accepted or endorsed by the President or Vice-President and countersigned by the Secretary, shall be presumed to have been made, drawn, accepted or endorsed with proper authority; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange; nor shall the President or Vice-President or Secretary be individually responsible for the same, unless the said promissory note or bill of exchange has been issued without proper authority: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money, or as the notes or bills of a bank.

20. The Company may also build, purchase, acquire, lease, charter or possess, work and operate sea-going vessels and elevators; and it may also acquire, lease, charter or operate steam and other vessels on the Peace and Skeena Rivers and their tributaries and other navigable waters connected with the line of the said works hereby authorized, and may sell the same.

Powers as to vessels and elevators.

21. The Directors elected by the shareholders may make or issue stock as paid up stock, and may pay or agree to pay, in such paid up stock, or in the bonds of the Company, such sums as they may deem expedient to engineers or contractors, or for right of way or material, plant or rolling stock; and also, when sanctioned by a vote of the shareholders at any special meeting called for that purpose, or at any annual general meeting, for the services of such persons as may be employed by the Directors in the furtherance of the undertaking, or purchase of the right of way, material, plant or rolling stock.

Paid up stock or bonds may be issued for certain considerations.

22. The Company may also build, purchase, acquire, charter, or possess, work, operate and sell from time to time steam and other vessels on any lakes, rivers or other navigable waters, as they may deem proper and expedient in connection with their railway.

Further powers as to vessels and inland navigation.

23. Deeds and conveyances of lands to the Company (not being letters patent from the Crown) may, in so far as circumstances will admit, be in the form following that is to say:—

Form of conveyance of land to the Company.

“Know all men by these presents, that I, A. B., in consideration of _____ paid to me by the Pacific and Peace River Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said Pacific and Peace River Railway Company, their successors and assigns, all that tract or parcel of land (*describe the land*) to have and to hold the said land and premises unto the said Company, their successors and assigns for ever.

“Witness my hand and seal this _____ day of _____
one thousand eight hundred and _____

“Signed, sealed and delivered }
in presence of } A.B. (L.S.)”

C. D.
E. F.”

or in any other form to the like effect.

24. The works hereby authorized to be constructed shall be commenced within three years and completed within ten years from the passing of this Act.

Limitation of time for works.

CHAP. 74.

An Act to incorporate the Wood Mountain and Qu'Appelle Railway Company.

[Assented to 25th May, 1883.]

Preamble.

WHILEAS the construction of a railway from some point near the north part of Township number four in range number thirty, west of the second Principal Meridian, in the North-West Territories of the Dominion of Canada, thence in a north easterly direction passing by the best engineering line, through or near Qu'Appelle, on the Canadian Pacific Railway, and Fort Qu'Appelle on the Qu'Appelle River, to the nearest convenient point of junction with the Portage, Westbourne and North Western Railway or the South Saskatchewan Valley Railway would be of general benefit to the Dominion of Canada; and whereas a petition has been presented for the incorporation of a Company for the purpose of constructing and working the same, and also of constructing, owning and operating lines of telegraph or telephone along the line of the said railway; and whereas it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated.

1. James Morrow Walsh, Thomas Wesley Jackson, Leslie Gordon, Stephen H. Caswell, Salter Mountain Jarvis, of Qu'Appelle, in the North-West Territories of the Dominion of Canada; Archibald Macdonald, Allan Macdonald, Daniel Mowatt, John Matthew Thompson, of Fort Qu'Appelle, in the said Territories; J. O. Davis, of Prince Albert, in the said Territories; Nicol Kingsmill, of Toronto, Ontario; Charles H. Logan, of Ottawa, Ontario; Arthur T. H. Williams, M.P., of Port Hope, Ontario; James Beaty, the younger, M.P., of Toronto, Ontario, and John Hall Thompson, of Cannington, Ontario, 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 "Wood Mountain and Qu'Appelle Railway Company," hereinafter called the Company.

Corporate name.

Line of railway to be built by the Company.

2. The Company shall have full power and authority to lay out, construct and complete a double or single track of iron or steel railway of four feet eight and one half inches in width of gauge, from some point near the north part of Township number four in range number thirty, west of the second Principal Meridian, in the North-West Territories of the Dominion of Canada; thence in a north easterly direction to

to a point at or near Qu'Appelle, on the Canadian Pacific Railway, thence northerly to a point at or near Fort Qu'Appelle, on the Qu'Appelle River, thence north westerly to the nearest convenient point of junction with the Portage, Westbourne and North Western Railway, or the South Saskatchewan Valley Railway; but the said Company shall not commence the construction of the said railway or any work thereunto appertaining, until the location of the said railway shall have been approved of by the Governor in Council.

Proviso: line must be approved by Governor in Council.

3. The persons named in the first section of this Act, with power to add to their number, shall be and are hereby constituted provisional Directors of the Company (of whom five shall be a quorum) and shall hold office as such until the first election of Directors under this Act, and shall have power forthwith to open stock books and procure subscriptions of stock for the undertaking,—giving at least four weeks' previous notice, by advertisement in the *Canada Gazette*, of the time and place of their meeting to receive such subscriptions of stock; and they shall have power to receive payments on account of stock so subscribed, and to cause plans and surveys to be made, and to acquire any plans and surveys now existing, and to deposit in any chartered bank of Canada all moneys received by them, on account of stock subscribed, and to receive on behalf of the Company any grant, loan, bonus or gift made to it in aid of the undertaking.

Provisional directors and their powers and duties.

Stock books, subscriptions, plans, &c.

4. The capital stock of the Company shall be two millions of dollars (with power to increase the same in manner provided by "*The Consolidated Railway Act, 1879*") to be divided into shares of one hundred dollars each; and the money so raised shall be applied in the first place to the payment of all fees, expenses and disbursements connected with the organization of the Company and other preliminary expenses, and making the surveys, plans and estimates connected with the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway and other purposes of this Act, and to no other purpose whatsoever.

Capital stock and shares, and increase under 42 V., c. 9.

Application thereof.

5. No subscription of stock in the capital of the Company shall be legal or valid, unless ten per centum shall have been actually and *bonâ fide* paid thereon within thirty days after subscription, into one or more of the chartered banks of Canada, to be designated by the Directors; and such ten per centum shall not be withdrawn from such bank or otherwise applied, except for the purposes of the Company or upon the dissolution of the Company from any cause whatever: and the said Directors or a majority of them may, in their discretion, apportion the stock so subscribed among the

Ten per cent. payable on subscription.

Allotment of stock.

the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking.

Company
may receive
grants in aid.

6. The Company may, for the purposes of the railway, receive from any Government, person or body corporate, in aid of the construction, equipment and maintenance of the said railway, grants of land, bonuses or gifts of money or securities for money; and the Company may, from time to time, purchase from the Government of Canada lands in the North-West Territories, and may sell, convey and mortgage the same for the purpose of raising money for the prosecution of the said undertaking.

And acquire
and dispose
of lands.

First meeting
of share-
holders.

7. When and so soon as shares to the amount of two hundred thousand dollars in the capital stock of the Company have been subscribed and ten per centum paid thereon *bonâ fide*, the provisional Directors shall call a general meeting of the subscribers to the said capital stock at the City of Winnipeg, for the purpose of electing Directors of the Company,—giving at least four weeks' previous notice by public advertisement in the *Canada Gazette* and in some daily paper published in each of the cities of Toronto and Winnipeg, and also by circular addressed by mail to each subscriber, of the time, place and purpose of the said meeting: Provided always, that the Directors so elected may by by-law or resolution passed by them, close the stock books after shares to the said amount of two hundred thousand dollars shall have been subscribed, and may, from time to time, upon notice published as aforesaid, reopen the said stock books and receive subscriptions for additional shares of stock up to the limit authorized by this Act, when and as the same shall be required for the purposes of the Company.

Notice.

Proviso:
closing and
re-opening of
stock books.

Qualification
of directors.

8. No person shall be elected a Director of the Company unless he shall be the holder and owner in his own right of at least twenty shares in the stock of the Company and shall have paid up all calls thereon.

Election of
directors.

9. At such general meeting the subscribers for the capital stock assembled, who shall have so paid up ten per centum thereof, and also shall be present in person or represented by proxy, shall choose nine persons to be Directors of the Company of whom five shall be a quorum.

Annual gen-
eral meeting
and notice
thereof.

10. Thereafter the annual general meeting of shareholders of the Company for the election of Directors and other general purposes shall be held in Manitoba or in the District of Assiniboia, at such place as shall be appointed by by-law of the Company, on the first Wednesday of the month of February, in each year; and two weeks' previous notice thereof shall be given by publication in the *Canada Gazette*

Gazette and in a newspaper published in each of the cities of Toronto, Winnipeg, and Regina.

11. No call to be made at any time upon the capital stock shall exceed ten per centum on the subscribed capital, and not less than thirty days shall intervene between any one call and a succeeding call.

Calls on stock.

12. It shall be lawful for the elected Directors, when authorized by the shareholders at any general meeting, or special meeting called for that purpose, to accept payment in full for stock from any subscriber therefor at the time of subscription thereof, or at any time before the making of a final call thereon, and to allow such percentage or discount as they deem expedient or reasonable, and thereupon to issue to such subscriber scrip to the full amount of such stock subscribed.

Payment of stock in full.

Allowance of discount thereon.

13. The Directors elected by the shareholders may make or issue stock as paid-up stock, and may pay or agree to pay, in such paid-up stock or in the bonds of the Company, such sums as they deem expedient to engineers or contractors, or for right of way or material, plant or rolling stock, and for the services of such persons as may be employed by the Directors in the furtherance of the undertaking, or purchase of right of way, material, plant or rolling stock.

Paid up stock may be issued for certain considerations.

14. The Directors of the Company, under the authority of the shareholders, to them given by resolution of a special general meeting called for that purpose, of which notice shall be given as provided in the seventh section of this Act, are hereby authorized to issue bonds under the seal of the Company, signed by its President or other presiding officer, and countersigned by its Secretary and Treasurer; and such bonds shall be made payable in such money or moneys, at such times, and in such manner, and at such place or places in Canada or elsewhere, and bearing such rate of interest, as the Directors shall think proper: and the Directors shall have power to issue and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which, at the time, they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking: and such bonds shall, without registration or formal conveyance, be taken and considered to be the first and preferential claim and charge upon the undertaking, and the tolls and property of the Company, real and personal, then existing and at any time thereafter acquired, save and except as hereinafter provided for in this section; and each holder of the said bonds shall be deemed to be a mortgagee or encumbrancer upon the said securities *pro rata* with the other bondholders, and shall have priority as such: Provided, that the amount of such bonds so issued, sold or pledged, shall

Bonds may be issued with consent of shareholders.

To be a first charge on the undertaking.

Proviso: amount limited.

Proviso: as to time of issue.

May be secured by mortgage deed.

What conditions such deed may contain.

Bonds to be payable to bearer.

Transfer thereof.

Voting power of holders of bonds and preference stock in case of default of payment.

Proviso: as to registration.

shall not exceed twenty thousand dollars per mile, to be issued in proportion to the length of railway constructed, or under contract to be constructed: Provided also, that no such bonds shall be issued until at least two hundred thousand dollars shall have been subscribed to the capital stock and ten per centum of the same *bonâ fide* paid thereon: but notwithstanding anything in this Act contained, the Company may secure the bonds to be issued by them by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as shall be described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenses of the railway: and by the said deed the Company may grant to the holders of such bonds, or to the trustee or trustees named in such deed, all and every the powers and remedies granted by this Act, in respect of the said bonds, and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all such powers, rights and remedies, as shall be so contained in such mortgage deed, shall be valid and binding and available to the bondholders in manner and form as therein provided.

15. All bonds hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and shall in that case be transferable by delivery, until registry thereof in manner provided in the next succeeding section; and while so registered they shall be transferable by written transfer registered in the same manner as in the case of shares: but they shall again become transferable by delivery upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

16. If the Company shall make default in paying the principal of or interest on any of the bonds hereby authorized, at the time when the same shall, by the terms of the bonds become due and payable, then at the next ensuing annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default, shall in respect thereof have and possess the same rights, privileges and qualifications for Directors and for voting at general meetings as would be attached to them as shareholders, if they had held fully paid up shares of the Company to a corresponding amount: Provided nevertheless, that the right given by this section shall not be exercised by any bondholder, unless the bonds, in respect of which he shall claim to exercise such right, shall have been first registered in his name in the same manner as is provided by law for the registration of the shares of the Company;

Company ; and for that purpose the Company shall be bound on demand to register any of the said bonds, in the name of the holder thereof, and to register any transfers thereof in the same manner as a transfer of shares : Provided also, that the exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds shall be entitled.

Proviso : certain rights not impaired.

17. The lands acquired by the Company and held for sale for the purposes thereof, may be conveyed to trustees, to be held and conveyed by them upon the trusts and for the purposes herein declared in reference to such lands ; and all moneys arising from the sale of such lands shall be held and applied in trust for the purposes following, that is to say : first, in payment of the expenses connected with the acquisition, survey, management and sale of the said lands ; secondly in payment of the interest and dividends on the bonds hereinbefore mentioned ; thirdly, in payment and redemption of the said bonds ; and fourthly, for the general purposes of the Company.

Lands may be held in trust.

Application of proceeds.

18. All lands sold and conveyed by the Company or by the said trustees after a conveyance thereof to them upon the trusts aforesaid, and which have been paid for in cash, shall be forever released and discharged from all mortgages, liens and charges of any kind or nature by this Act, or by the Company created ; and the purchase money arising from the sale of such lands by the Company shall be applied in accordance with the last preceding section unless it shall be otherwise provided by any deed of mortgage executed under the provisions of this Act, and if so provided, shall only be so released and discharged in accordance with the provisions of such deed.

Lands sold to be free from lien.

Application of purchase money.

19. The Company shall have power and authority to become parties to promissory notes and bills of exchange for sums not less than one hundred dollars ; and any such note or bill made, accepted or endorsed by the President or Vice-President of the Company, as President or Vice-President thereof, and countersigned by the Secretary, and under the authority of a majority of a quorum of the Directors, shall be binding on the Company ; and any such promissory note or bill of exchange made, accepted or endorsed by the President or Vice-President of the Company and countersigned by the Secretary, shall be presumed to have been made with proper authority until the contrary is shown : and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange : nor shall the President, Vice-President or Secretary be individually responsible or liable for the same, unless the said promissory note or bill of exchange has been issued other than as aforesaid : Provided however, that nothing in this section shall be construed

Company may become party to promissory notes, &c.

No seal required.

CHAP. 75.

An Act to incorporate the Railway Trust and Construction Company of Canada (Limited).

[Assented to 25th May, 1883]

HEREAS the persons whose names are hereinafter mentioned and others have, by their petition, prayed that they may be incorporated with such other persons as shall be associated with them, as a Company, under the name of "The Railway Trust and Construction Company of Canada, (Limited)," with certain powers hereinafter mentioned, and it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. John Arthur Codd, Charles Trew, Charles Newhouse Armstrong, Arthur Codd and St. John H. Hutcheson, together with such other person or persons as shall be and become stockholders in the Company hereby incorporated, are hereby created a body politic and corporate by the name of the "Railway Trust and Construction Company of Canada (Limited)," hereinafter called "the Company."

Preamble.

Certain persons incorporated.

Corporate name.

2. The capital stock of the Company shall be five millions of dollars, divided into fifty thousand shares of one hundred dollars each.

Capital stock and shares.

3. For the purpose of organizing the Company, the persons hereinbefore named shall be provisional Directors thereof, and they, or a majority of them, may cause stock books to be opened,—upon which stock books shall be recorded the subscriptions of such persons and bodies corporate and politic as desire to become shareholders in the Company; and such books may be opened in Toronto and elsewhere, at the discretion of the Provisional Directors, and may remain open so long as they deem it necessary: and the provisional Directors are hereby authorized to receive from the shareholders a deposit or percentage on the amount of their stock, subscribed by them respectively, and to pay all costs and expenses incurred in the application for and obtaining the passing of this Act.

Provisional directors and their powers.

Subscription of shares.

Deposit on shares and how applied.

4. When and so soon as one hundred thousand dollars of the said capital stock shall have been subscribed as aforesaid, and twenty-five thousand dollars thereon paid in, the said provisional Directors may call a general meeting of shareholders at some place to be named in the City of Toronto,—at which general meeting the shareholders present in person

First meeting of shareholders.

or

- or represented by proxy shall elect five Directors, in the manner and qualified as hereinafter provided, who shall constitute a Board of Directors, and who shall hold office until the third Monday in April in the year following their election :
- Election of directors,**
- Proviso.** but the said Company shall not transact any business, nor exercise any of the powers conferred upon them by this Act, except the said election of Directors, until the further sum of four hundred thousand dollars shall have been subscribed, and fifty thousand dollars thereon paid in: Provided however, that the Board of Directors, when elected, may pay out of the moneys under their control the expenses incurred in passing this Act, and in organizing the Company.
- Proviso.**
- Payment of shares.** **5.** The shares of capital stock subscribed for and the premium, if any, thereon shall be paid, in and by such instalments, at such times and places as the Board of Directors for the time being may, from time to time, limit and direct.
- Board of directors.**
- Election.**
- President.** **6.** The affairs of the Company shall be managed and conducted by a Board of Directors, one of whom shall be chosen President, who shall hold office for one year,—which Directors shall be elected at the annual general meeting of shareholders to be holden at the chief office of the Company on the third Monday in April in each year, or on such other day as may be regulated by by-law, not less than thirty days' notice being given by advertisement in some newspaper published in the City of Toronto; and the said election shall be held in the manner and form provided by "*The Canada Joint Stock Companies' Clauses Act, 1869:*" and if any vacancy should, at any time, happen amongst the Directors by death, resignation, disqualification, or absence from the Board meetings for three consecutive months, without leave of the Board, during the current year of office, such vacancy may be filled, for the remainder of the year, by the remaining Directors, or a majority of them, electing in such place or places a shareholder or shareholders eligible for such an office: Provided always, that no person shall be eligible to be or continue as Director, unless he shall hold in his own name and for his own use, stock in the Company to the amount of fifty shares, whereof at least twenty per cent. shall have been paid in, and shall have paid all calls made upon his stock and all liability incurred by him with the Company.
- Mode of Election.**
- Vacancies, how filled.**
- Proviso; as to qualification of Directors.**
- Meetings of directors and voting thereat.** **7.** At all meetings of Directors three shall be a quorum for the transaction of business, and all questions before them shall be decided by a majority of votes; and in case of an equality of votes the President, Vice-President, or presiding Director, shall give the casting vote in addition to his vote as a Director.

8. The Company shall have power to enter into contracts and agreements with any corporation, municipal or otherwise, or any person authorized by law to build, construct, equip, maintain or operate the same, for the constructing and equipping of railways, steam and other vessels, canals, telegraph and telephone lines, bridges, warehouses, elevators, docks and other public works; and to assist contractors therefor, either by becoming security for the due fulfilment of their contracts, or by advancing the money required as a deposit for the faithful fulfilment thereof, or for the carrying on and completing of any contract; and to take and enforce any assignment, security or pledge taken from any such contractors, or any corporation or person, and to complete any such contract; and to import, deal in, and manufacture all things necessary for the construction, running and operating of railways, canals, telegraphs, telephones, bridges, warehouses, elevators, docks and other public works: the said Company shall also have power to construct, build and equip all such works and undertakings in conformity with such contracts and agreements for and on behalf of the corporations or persons authorized by law to build, construct, equip, maintain or operate the same, and under the authority of and in conformity with such laws, in the name of the Company hereby incorporated or in the name of the corporation or person contracted with, as may be agreed upon in the contracts respecting the same.

General powers and business of the company.

Further business.

9. The Company, for the purposes, and in the course of their said business, may take securities upon real or personal estate, and may also take and hold such real estate as may be necessary for the transaction of their business, not exceeding in annual value the sum of ten thousand dollars; they may also hold such real estate as being mortgaged or hypothecated to them may be acquired by them, or as may be acquired by them in satisfaction of any debt or otherwise: Provided, that as to all real estate, except such as may be necessary for their business, it shall be incumbent on them to sell the same within seven years after the same shall be acquired.

As to real estate, and security on real or personal property.

Proviso.

10. The Company may, in the course of their business, acquire, hold, pledge, sell or otherwise dispose of the stock, bonds, debentures or other securities delivered to them, in payment of work done or materials furnished, or of work to be done or materials to be furnished.

Power to hold stock, bonds, &c.

11. When five hundred thousand dollars of the capital stock have been paid up, the Company shall have power to act as trustees or agents for the purpose of issuing or countersigning certificates of stock, bonds or other obligations of indebtedness of any railway or municipality or other corporate bodies, and to make advances on the security of the

To act as trustees in certain cases.

the same, and to pledge and guarantee such stocks, bonds, debentures or other securities or obligations, and to receive interest or dividends thereon, and manage any sinking fund in connection therewith.

Branch offices and agencies.

12. The Company may have offices, maintain agencies, and transact business in any part of the United Kingdom of Great Britain and Ireland.

Borrowing powers.

13. The Company may borrow on their debentures under the authority of this Act, and for carrying its provisions into effect, to the extent of the subscribed capital upon which twenty per cent. has been paid up, and at such rates of interest and for such periods as may be found expedient; and may issue, under the hand of the President or Vice-President, countersigned by the Secretary, and having the seal of the Company thereunto attached, debentures or bonds of the Company, for the sums so borrowed, payable either within the Dominion of Canada or elsewhere, and either in currency or sterling, or in the lawful currency of any foreign country; and one of the signatures on the debentures may be lithographed as well as the signature on the coupons: and the sums so borrowed shall be paid out of the property, revenue and assets of the Company; and for the payment thereof the holders shall have a special charge, lien, mortgage or hypothec upon such revenue, property and assets as may be mentioned and described in such debenture or bond, or any deed of trust mentioned in such debenture or bond.

Debentures may be issued.

Payment of sums borrowed and security therefor.

Company may become party to promissory notes &c.

14. The Company shall have power and authority to become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and any such promissory note or bill of exchange made, drawn, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer of the Company, shall be binding on the Company; and every such promissory note or bill of exchange so made, drawn, accepted or endorsed, shall be presumed to have been made, drawn, accepted or endorsed, with proper authority: and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange: nor shall the President, Vice-President, Secretary or Treasurer, be individually responsible for the same, unless the said promissory note or bill of exchange has been issued without proper authority: Provided however, that nothing in this section shall be construed to authorize the Company to issue notes or bills of exchange payable to bearer, or intended to be circulated as money, or as the notes or bills of a bank, or to engage in the business of banking or insurance.

Proviso: notes not to be made payable to bearer.

Powers of directors.

15. The Directors of the Company shall have full power in all things to administer the affairs of the Company, and to make

make or cause to be made for the Company any description of contract which the Company may, by law, enter into; and may, from time to time, make by-laws, not contrary to law nor to this Act, to regulate the allotment of stock, the making of calls thereon, the payment thereof, the issue and registration of certificates of stock, the issue of debentures, bills of exchange and promissory notes, the forfeiture of stock for non-payment, the disposal of forfeited stock and of the proceeds thereof, the transfer of stock, the declaration and payment of dividends, the number of Directors, their term of service, the amount of their stock qualification, the appointment, functions, duties and removal of all agents, officers and servants of the Company, the security to be given by them to the Company, their remuneration and that of the Directors, the time at which and place where the annual meetings of the Company shall be held, the calling of meetings, regular and special, of the Board of Directors and of the Company, the changing the location of the head office from Toronto to any other place in Canada, the quorum, the requirements as to proxies, and the procedure in all things at such meetings, the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct, in all other particulars, of the affairs of the Company; and may, from time to time, repeal, amend or re-enact the same: but each by-law and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Company duly called for that purpose, shall only have force until the next annual meeting of the Company, and in default of confirmation thereat, shall, at and from that time only, cease to have force: Provided always, that one-fourth part in value of the shareholders of the Company shall, at all times, have the right to call a special meeting thereof for the transaction of any business specified in such written requisition and notice as they may issue to that effect: Provided also, that no by-law for the issue, allotment or sale of any portion of the unissued stock at any greater discount, or at any less premium than what has been previously authorized at a general meeting, or for the payment of the President or any Director, shall be valid or acted upon until the same has been confirmed at a general meeting.

By-laws may be made by them for certain purposes.

Subject to approval of by shareholders, at next annual meeting.

Provide; as to special general meetings.

Provide: certain by-laws not valid until approved.

16. A copy of any by-law of the Company, under their seal, and purporting to be signed by any officer of the Company, shall be received, as against the Company or any shareholder of the Company, as *prima facie* evidence of such by-law in all courts in Canada.

Copy of any by-law to be evidence.

17. The stock of the Company shall be deemed personal estate, and shall be transmissible as such, and shall be transferable in such manner only, and subject to all such conditions and restrictions as by this Act or by the by-laws of the Company are or shall be prescribed.

Transfer of shares.

Investment of funds.

18. It shall be lawful for the Company to invest the capital stock, funds and moneys thereof, temporarily or otherwise, in Dominion, Provincial, Municipal and foreign Government securities, in bonds and mortgages, and the stocks of the moneyed institutions of the Dominion of Canada and Great Britain, and to call in, change and re-invest the same, as occasion may, from time to time, require.

Forfeiture and sale of shares for non-payment of calls.

19. If any shareholder shall neglect or refuse to pay any instalment due upon any share or shares held by him, the Directors may declare such share or shares forfeited, together with the amount previously paid thereon, in such manner as may be provided by the by-laws; and such forfeited share or shares may be sold at a public sale by the Directors after such notice as they may direct, and the moneys arising therefrom shall be applied for the purposes of this Act: Provided always, that in case the money realized by any sale of shares be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus of such money shall be paid, on demand, to the owner; and no more shares shall be sold than what shall be deemed necessary to pay such arrears, interest and expenses.

Proviso: surplus of sale to be returned to the owner.

Share to revert to owner on payment before sale.

20. If payment of such arrears of calls, interest and expenses be made before any share so forfeited shall have been sold, such share shall revert to the owner, as if the same had been duly paid before forfeiture thereof.

Enforcement of calls by suit.

21. The Company may, if they see fit, instead of declaring forfeited any share or shares, enforce payment of all calls and interest thereon by action in any competent court.

Transfer of shares not valid until registered.

22. No transfer of any share of the stock of the Company, unless made by sale under execution, or under the decree, order or judgment of some court competent in that behalf, shall be valid for any purpose whatever, save only as exhibiting the rights of the parties thereto towards each other, and as rendering the transferee liable *ad interim*, jointly and severally, with the transferrer to the Company and its creditors, until entered in the books of the Company according to such form as may, from time to time, be fixed by the by-laws; and until the whole capital stock of the Company is paid up it shall be necessary to obtain the consent of the Directors to such transfer being made: Provided always, that no shareholder indebted to the Company shall be permitted to make a transfer or receive a dividend until such debt is paid or secured to the satisfaction of the Directors; and no transfer of stock shall, at any time, be made until all calls thereon have been paid in.

When consent of Directors to be requisite.

Proviso: for payment of sums due to the company.

Liability of shareholders defined.

23. Each shareholder, until the whole amount of his shares has been paid up, shall be individually liable to the creditors

creditors of the Company to an amount equal to that not paid up thereon, but shall not be liable to an action therefor by any creditor before an execution against the Company has been returned unsatisfied in whole or in part; and the amount due on such execution, not exceeding the amount unpaid on his shares, as aforesaid, shall be the amount recoverable with costs against such shareholder; and any amount so recoverable being paid by the shareholder shall be taken as paid on his shares.

24. The shareholders of the Company shall not, as such, be held responsible for any act, default or liability whatever of the Company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatever related to or connected with the Company, beyond the amount unpaid on their respective shares in the capital stock thereof, subject to the provisions of the next preceding section.

Limitation of such liability.

25. The head office of the Company shall be in the City of Toronto; but the same may be removed to any other place in Canada, provided that a by-law to that effect be approved by the majority of shareholders present at an annual general meeting, or at a special general meeting to be called for the consideration of such by-law.

Head office, proviso, and removal.

26. At the annual general meeting of shareholders the election of Directors shall be held, and all business transacted, without the necessity of specifying such business in the notice of such meeting; and at such meeting a general balance sheet and statement of the affairs of the Company, with a list of the shareholders thereof, and all such further information as shall be required by the by-laws, shall be laid before the shareholders.

Annual general meeting, and proceedings thereat.

27. Special meetings of shareholders may be called in such manner as may be provided for by the by-laws: and at all meetings of the shareholders the President, or in his absence, the Vice-President, or in the absence of both, a Director chosen by the shareholders present at the meeting, shall preside, who, in case of an equality of votes, shall give the casting vote in addition to his vote as a shareholder.

Special general meetings.

Casting vote.

28. The Directors of the Company may appoint a trustee or trustees to whom, for safe keeping, they may hand over all or any of the moneys, property, assets, securities or effects of the Company, or they may deposit the same, for safe keeping, with any chartered bank or banks, or other public company in Canada, subject however at all times to the order and control of the said Directors.

Property of Company may be vested in trustees.

29. The Directors of the Company may declare such dividends and bonuses on the capital stock, yearly, half-yearly

Dividends, &c.

yearly or quarterly as they shall deem justified by the results of the Company's business, so that no part of the Company's capital be appropriated to the payment of any such dividends or bonuses.

Legal domicile of Company.

30. Every office in Canada, at or in which the said Company transacts its business or any portion thereof shall be deemed to be a domicile of the Company; so that if any cause of action or suit shall arise against the Company within the Province or Territory in which such domicile is situate, service of any writ or process in such action or suit, may be validly made upon the Company at such domicile by delivering the same to the person then in charge of such place of business.

Provisions of 32, 33 V, c. 12 incorporated with this Act, *But see c. 76 amending this.*

31. The provisions of "*The Canada Joint Stock Companies' Clauses Act, 1869*," are hereby incorporated with this Act, except in so far as they are inconsistent herewith.

CHAP. 76.

An Act to amend an Act of the present Session, intituled "An Act to incorporate the Railway Trust and Construction Company of Canada, (limited)"

[Assented to 25th May, 1883.]

Preamble.
46 V. c. 75.

IN amendment of the Act passed in the present Session of the Parliament of Canada, intituled "*An Act to incorporate the Railway Trust and Construction Company of Canada, (limited)*." Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Section 21 repealed.

1. The thirty-first Section of the Act above cited, is hereby repealed, and the following substituted in lieu thereof:

New section substituted.

"**31.** The provisions of "*The Canada Joint Stock Companies' Clauses Act, A. D. 1869*," excepting that portion of the ninth Section thereof, which requires the major part of the after Directors of the Company to be persons resident in Canada, are hereby incorporated with the above cited Act, except in so far as they are inconsistent therewith.

CHAP. 77.

An Act to incorporate the Cumberland Coal and Railway Company.

[Assented to 25th May, 1883.]

WHEREAS the persons hereinafter mentioned by name Preamble. have, by petition, represented that they are desirous of associating themselves together for the purpose of mining and selling coal, and for constructing and operating railways in connection therewith, and that their incorporation would be of great advantage to the Dominion, and have prayed for an Act of incorporation to that end; and whereas it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The works and undertaking of the Cumberland Coal and Railway Company hereby incorporated are declared to be for the general advantage of Canada. Declaratory of general advantage.

2. John McDougall, Robert Cowans, David Morrice, all of Montreal, Louis Adélarde Sénécal, of Quebec, Robert Gil-mour Leckie, of Sherbrooke, in the Province of Quebec, and James Crossen, of Cobourg, in the Province of Ontario, together with all such persons and corporations as shall become shareholders in the Company to be hereby incorporated, shall be and are hereby constituted a body corporate and politic, by the name of the "Cumberland Coal and Railway Company," (hereinafter called the Company) and by that name shall have power to carry on the business hereinafter mentioned. Certain persons incorporated. Corporate name and general powers.

3. The Company is hereby empowered to acquire the undertaking and property of the Springhill and Parrsboro' Coal and Railway Company (limited) and to extend the line of the said Company to West Bay in the County of Cumberland, and also to extend the same to Oxford Station in the said County of Cumberland, so as to connect with the railway under construction between Oxford and Pugwash, and to make running arrangements with the Great American and European Short Line Railway Company over the section of their line between Oxford and Pugwash, and to buy or lease other coal mines or coal lands in the said County of Cumberland, and to buy, lease or construct wharves in connection with their mines or railway, and to work their mines or railway, and to sell any mines they may have acquired; also to buy, hire, charter, operate and sell vessels, steamers, ships and other suitable craft, for the transportation of coal and other minerals to ports in Canada or any foreign port or ports. Business of the Company and powers for carrying it on. Mining and buying and selling and working vessels

Telegraph
lines.

4. The Company shall have power to construct telegraph lines from the mines to any point on the railways owned or worked by it, and to use and work the same.

Head office
and agencies,
and domicile.

5. The Company may have its chief place of business at such place in Canada as may be determined by by-law, with branch offices at any other place in Canada or elsewhere; and so soon as such chief place of business shall have been determined upon, notice of the same shall be published for at least four weeks in the *Canada Gazette*. Every office of the Company in Canada shall be a domicile of service, and the Company shall have at least one office in the County of Cumberland, Nova Scotia.

Capital stock
and shares,
and power to
increase the
same.

6. The capital stock of the Company shall be two millions of dollars divided into twenty thousand shares of one hundred dollars each, and the same may be increased from time to time, in the manner provided by section seven of "*The Consolidated Railway Act, 1879*," to an amount not exceeding five millions of dollars in the whole.

Bonds may be
issued by the
Directors
by consent of
shareholders.

7. The Directors of the Company, after the sanction of the shareholders shall have been first obtained, at a special general meeting to be called for such purpose, shall have power to issue bonds made and signed by the President or Vice-President of the Company, and countersigned by the Secretary and under the seal of the Company; and such bonds shall bear any legal rate of interest, payable in Montreal or elsewhere, and shall, without registration or formal conveyance, be taken and considered to be the first and preferential claim and charge upon the property of the Company, real and personal: Provided always, that the whole amount of such bonds shall not exceed three-fourths of the amount of the paid up capital stock of the Company.

Proviso:
amount limit-
ed.

Form of
bonds and
transfer
thereof.

8. All such bonds, debentures and other securities and coupons and interest warrants thereon respectively, may be made payable to bearer and transferable by delivery; and any holder of the same so made payable to bearer, may sue at law thereon in his own name.

Paid up stock
and bonds
may be issued
and used for
certain pur-
poses.

9. The Directors of the Company may make and issue as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such shares as paid up stock, and also mortgage bonds of the Company, in payment of right of way, plant, rolling stock or materials of any kind, and also for the services of or work done by contractors, engineers and other persons, who may have been, are, or may be engaged in promoting the undertaking and interests of the Company, and in whole or in partial payment for the purchase or lease of coal mines, coal lands, railways and wharves; and such allotment of stock or bonds shall

shall be binding on the Company; and the paid up stock shall be unassessable thereafter for calls.

10. The Company shall have power to become party to promissory notes and bills of exchange for sums not less than one hundred dollars, and any such promissory note made and endorsed, and such bill of exchange drawn, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer shall be binding on the Company; and any such promissory note or bill of exchange made, drawn, accepted or endorsed as aforesaid shall be presumed to have been made with proper authority until the contrary has been shown; and in no case shall it be necessary to have the seal of the Company affixed to any such bill of exchange or promissory note; nor shall the President, Vice-President or Secretary and Treasurer, so making, drawing, accepting or endorsing any such promissory note or bill of exchange, be thereby subjected individually to any liability whatever, unless the said promissory note or bill of exchange has been issued otherwise than as aforesaid: Provided always, that nothing in this section shall be construed to authorize the Company to issue any note payable to bearer or any promissory note intended to be circulated as money or as the note of a bank.

Company may become party to promissory notes.

Proviso: not to be payable to bearer.

11. The shareholders of the Company shall not, as such be liable for any act, default or liability of the Company whatsoever, beyond the amount of the unpaid portion of the stock subscribed by them.

Liability of shareholders limited.

12. If any shareholder shall refuse or neglect to pay any instalment due upon any share or shares held by him, the Directors may declare forfeited, in such manner as may be provided by the by-laws, such share or shares as aforesaid, together with the amount previously paid thereon; and such forfeited share or shares may be sold at public sale by the Directors after such notice as they may direct, and the moneys arising from such sale shall become the property of and be vested in the Company: Provided always, that in case the money produced by any such sale be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus money shall be paid on demand to the owner of the shares so sold: and that no more shares shall be sold than shall be necessary to pay such arrears, interest and expenses: and provided also, that if payment of such arrears of calls, interest and expenses be made before any share so forfeited shall have been sold, such share shall revert to the party to whom the same belongs before such forfeiture, as if such calls had been duly paid.

Forfeiture and sale of stock for non-payment of calls.

Proviso.

Proviso.

13. The affairs of the Company shall be managed by a Board of not less than nine nor more than fifteen Directors, who

Board of directors.

Annual general meeting.

who shall be annually elected by the shareholders at a meeting of shareholders to be held for that purpose on the second Wednesday of February in each year,—notice of which annual meeting shall be given by registered letters posted to the last known address of each shareholder, and by advertisement in the *Canada Gazette* and in a newspaper published in the county where the chief office of the Company is situated,—such notice to be given and continued for at least one calendar month before the time fixed for the said annual meeting; and in case it shall, at any time, happen that an election of Directors shall not be made on the day fixed by this Act, then it shall be lawful on any subsequent day to make and hold an election of Directors at the chief office of the Company, after due notice has been given as regulated by the by-laws of the Company.

Time for election if not made on day fixed.

Provisional directors and their powers and duties.

14. The said John McDougall, Robert Cowans, David Morrice, Louis Adélaré Sénécal, Robert Gilmour Leckie and James Crossen, are hereby constituted a Board of provisional Directors of the Company, and shall hold office as such until a Board of Directors shall be appointed under the provisions of this Act, and shall have power and authority to fill vacancies occurring among their number: and the said provisional Board of Directors shall have power to open stock books and procure subscriptions for the undertaking, to cause surveys and plans to be made and executed, and to call a general meeting of the shareholders for the election of Directors as hereinafter provided; and until such general meeting and the election of Directors by the shareholders they shall have all the powers of the Board of Directors necessary to the holding of the first meeting of shareholders, and for the proceedings to be had thereat.

Stock books, plans, surveys, and calling general meeting.

First general meeting of shareholders and election of directors.

15. When and so soon as two hundred thousand dollars shall have been subscribed as aforesaid, and ten per cent. thereof paid up, the said provisional Directors, or a majority of them, may call a meeting of the shareholders, at such time as they shall think proper,—giving at least two weeks' notice by registered letters posted to the last known address of each shareholder and by advertisement in one or more newspapers published in the said County of Cumberland; at which said general meeting, and at the annual general meetings, the shareholders of the Company present in person or represented by proxy, shall elect Directors as herein provided, to constitute the Board of Directors; and the Directors so elected shall hold office till the first Thursday in February in the year following their election.

Quorum.

16. A majority of the Directors shall form a quorum for the transaction of business, and the said Board of Directors may employ one or more of their number as paid Director, or Directors.

Paid directors.

CHAP. 78.

An Act to amend the Act incorporating the European, American, Canadian and Asiatic Cable Company (Limited), and to change the name thereof to "The American, British and Continental Cable Company (Limited)."

[Assented to 25th May, 1883.]

WHEREAS the promoters and provisional Directors of the European, American, Canadian and Asiatic Cable Company (Limited), have, by their petition, represented that substantial progress has been made in the carrying out of the objects for which the said Company was incorporated, and that the completion of the financial basis of the Company will be materially assisted by a change of the name of the Company to "The American, British and Continental Cable Company (Limited);" and it is expedient that the prayer of the petition be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. The corporate name of the said Company is hereby changed to that of "The American, British and Continental Cable Company (Limited)."

Name changed.

2. The American, British and Continental Cable Company (Limited), shall have, hold and continue to enjoy all the rights, powers and privileges that have heretofore been held, exercised and enjoyed by the Company under its former name, and shall be subject to all liability to which the Company under its original name was liable, in as full and ample a manner as if the said European, American, Canadian and Asiatic Cable Company (Limited), had continued to exist under its original name, and all the provisions of the Act incorporating the said Company shall apply to the Company under and by the name of "The American, British and Continental Cable Company (Limited);" and no suit or action now pending shall be abated by reason of the said change of name, but the same may be continued to final judgment under the name under which it shall have been commenced, and any suit or action instituted after the passing of this Act, in relation to any matter or thing done previous to the passing of this Act, may be instituted under the name hereby given.

Rights and liabilities continued.

And pending suits.

3. The seventh section of the said Act is hereby amended by striking out the word "three" in the sixth line of the said section, and by inserting the word "one" in lieu thereof.

Section 7 of Act of incorporation amended.

CHAP. 79.

An Act to incorporate "The Canadian Rapid Telegraph Company (Limited)."

[Assented to 25th May, 1883.]

Preamble.

WHEREAS recent discoveries in electrical science have effected great improvements in the means, speed and accuracy of transmitting signals by electricity, and whereas the persons hereinafter mentioned and others have, by their petition, prayed to be incorporated for the purpose of utilizing such discoveries in the improvement of electrical communication in Canada, and whereas it is expedient to grant the prayer of their petition, and also to authorize them to erect, maintain and operate lines of telegraph in Canada: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Corporators.

1. Josiah Wood, M.P., of Sackville, N. B.; the Honorable Peter Mitchell, M.P., of Montreal; the Honorable J. S. Carvell, Senator, of Charlottetown, P. E. I.; John Ings, of Charlottetown; John S. Maclean, of Halifax, N. S.; the Honorable Samuel Prowse, of P. E. I.; P. J. Brown, Ingersoll, Ont.; L. H. Davies, M.P., Charlottetown, P. E. I.; John L. Harris, of Moncton, N. B., and all shareholders in the Company hereby incorporated shall be a corporation by the name of "The Canadian Rapid Telegraph Company (Limited)."

Powers of Company.

2. The Company shall have power,—

1. To establish, by any electrical means whatsoever, a system of telegraphic and telephonic communication between any places in Canada;

2. To connect such system with any similar system established in any other Province of the Dominion of Canada;

3. If the consent of the Governor General in Council be first obtained, to connect such system with any telegraph or telephone line in Canada;

4. To construct, purchase, lease, work or agree for the use of any land line of telegraph or telephone in Canada: Provided always, that in the event of any such purchase, lease, or working agreement being made in respect of the line of any other Telegraph or Telephone Company, the powers to be exercised and the rates to be charged shall be those conferred and authorized by this Act only.

3. Nothing herein shall be construed so as to interfere with any exclusive right now possessed by any existing telegraph or cable company. Saving of existing rights.

4. The head office of the Company shall be at Moncton, New Brunswick, until and unless some other place shall be fixed by by-law. Head office.

5. The persons named in the first section of this Act shall be the first Directors of the Company. First Directors.

6. The capital stock of the Company shall be five hundred thousand dollars, in shares of one hundred dollars each. Capital.

7. The Directors of the Company, at any time after the whole capital stock of the Company has been taken up, and ten per cent thereon has been paid in, but not sooner, may make a by-law for increasing the capital stock of the Company to any amount which they may consider requisite in order to the due carrying out of the objects of the Company: Increase of capital and conditions thereof.

2. Such by-law shall declare the number of the shares of the new stock, and may prescribe the manner in which the same shall be allotted; and in default of its so doing the control of such allotment shall be held to be vested absolutely in the Directors. Allotment of increase.

8. The Company may erect, maintain and keep up its lines along the side of or across any public highways, bridges, water courses or other such places, or under any navigable waters, either wholly in Canada or dividing Canada from any other country,—provided the said lines do not interfere with the public right of travelling, and provided always, that nothing herein contained shall be construed to confer on the Company the right of building a bridge over any navigable water; and may enter upon any public lands or places, and survey and set off such parts thereof as may be necessary for the said lines; and may also carry its lines across all bridges and over all rivers: and in case of disagreement between the Company and any owner or occupier of lands which the Company may take for the purposes aforesaid, or in respect to any damage done by constructing the lines, the Company and such owner or occupier shall each choose an arbitrator, which two arbitrators shall choose a third, and the decision on the matter in difference of any two of them in writing shall be final; and if the said owner or occupier, or the agent of the Company neglects or refuses to choose an arbitrator within four days after notice in writing, and upon proof of personal service of such notice, or if such two arbitrators when duly chosen disagree in the choice of a third arbitrator, Powers and restrictions as to building lines. Proviso: as to public rights of travel, and as to bridges. Arbitration as to lands taken without agreement with owner.
in

in any such case the Minister of Public Works of Canada may nominate any such arbitrator, or such third arbitrator, as the case may be, who shall possess the same power as if chosen in the manner above provided :

Power to cut down trees.

Proviso : as to shade or fruit trees.

Compensation for damages done.

Wheresoever any of the Company's lines pass through any wood, the Company may cut down the trees and underwood for the space of fifty feet on each side of the said lines, but shall not cut down or mutilate any tree planted or left standing for shade or ornament or any fruit tree,—they, the said Company, doing as little damage as may be in the execution of the several powers to them hereby granted, and making satisfaction whenever required so to do to the owners or proprietors of or to the persons interested in the woods in which trees or underwood shall be cut down, or for all damages to be by them sustained in or by the execution of the powers granted by this Act.

Requirements as to poles and wires.

9. In cities, towns and incorporated villages the Company shall not use or erect any pole higher than forty feet above the surface of the street, nor carry any line of poles along any street without the consent of the Municipal Council or Corporation having jurisdiction over the street. The poles shall be as nearly as possible straight and perpendicular, and shall in cities be painted if so required by any by-law of the Council or Corporation. Where lines of telegraph are already constructed, no poles shall be erected by the Company along the same side of the street where such poles are already erected, unless with the consent of the Council or Corporation having jurisdiction over the streets: the said Company shall not cut down or mutilate any tree planted or left standing for shade or ornament: the opening up of streets for the erection of poles or for carrying the wires underground shall be done under the direction and supervision of the engineer or such other officer as the Council or Corporation may appoint, and in such manner as the Council or Corporation may direct, and the surface of the street shall, in all cases, be restored to its former condition by and at the expense of the Company ;

Consent of Council or of Corporation requisite.

Shade trees.

Opening of streets or carrying wires underground.

Proviso : as to cutting lines in case of fire.

Whenever in case of fire it becomes necessary for its extinction or the preservation of life or property that the wires shall be cut, the cutting under such circumstances of any of the wires of the Company under the direction of the chief engineer or other officer in charge of the fire brigade, shall not entitle the Company to claim or demand compensation for any damages so incurred.

Penalty for offence against this section.

The penalty of each violation of this section shall be not less than ten nor more than one hundred dollars, to be recovered with costs of suit by the person aggrieved.

No Act of Parliament requiring the Company, in case efficient means are devised for carrying telegraph or telephone wires under ground, to adopt such means, and abrogating the right given by this section, to continue carrying lines on poles through cities, towns or incorporated villages, shall be deemed an infringement of the privileges granted by this Act.

Proviso: in case means of carrying wires under-ground are devised.

10. The Directors of the Company may, from time to time, fix and regulate the charges to be made by the Company for the sending and delivery of messages over its lines or cables, but such charges shall be subject to the approval of the Governor-General in Council and he may, whenever he deems fit, cause the same to be altered :

Charges subject to Governor in Council.

2. Provided, however, that the rate charged for the transmission of a message of twenty body words over the lines of the Company between any two points in Canada, shall not be more than twenty-five cents, and that the charge for each body word beyond twenty in such message shall not be more than one cent.

Rates limited.

11. It shall be the duty of the Company (subject to the provisions in the next following section) to transmit all messages in the order in which they are received, under a penalty of not less than twenty nor exceeding one hundred dollars, to be recovered with costs of suit by the person or persons whose despatch is postponed out of its order,—reserving to the injured party his remedy for any damage for the same.

Order of sending messages.

12. Messages in relation to the administration of justice, the arrest of criminals, the discovery or prevention of crime, and Government messages or despatches shall always be transmitted in preference to any other message or despatch, if required by any person connected with the administration of justice or any person thereunto authorized by the Secretary of State of Canada.

What messages entitled to preference.

13. If any person wilfully or maliciously breaks, throws down or destroys any wire, post, erection, machine, device or work belonging to the Company, or erected or made by virtue of this Act, or does any other wilful act, hurt or mischief to disturb, hinder or prevent the carrying into execution, supporting or maintaining of any of the works, every such person shall forfeit and pay to the Company treble the value of the damage, proved by the oath of two or more credible witnesses to have been done,—such damage, together with costs of suit in that behalf, to be recovered by summary proceeding before two or more Justices of the Peace for the district or county in which the offence has been committed, or in any court of law of competent jurisdiction; and in case of default of payment such offender shall be imprisoned for such time, not exceeding six months as the court or justices deem fit.

Penalty for malicious injury to lines or works and enforcement thereof.

Further penalty for certain offences.

14. Notwithstanding anything in the next preceding section contained and without prejudice to any of its remedial or other provisions, if any person wilfully or maliciously obstructs or damages any line, works, buildings, machinery or other property of the Company, he shall be guilty of a misdemeanor, and shall be punished by imprisonment for a period not exceeding one year, or by a fine not exceeding eight hundred dollars, and in case of default to pay such fine, then to imprisonment for not more than one year.

Limit of time to begin and prosecute undertaking.

15. If the works of the Company are not *bonâ fide* commenced and proceeded with within one year from the passing of this Act, then this Act shall be null and void.

Certain Acts to apply to the Company.

16. The Company shall be subject to all the conditions imposed, and shall have all the powers and privileges conferred upon telegraph companies which are not inconsistent with this Act, by the sixty-seventh Chapter of the Consolidated Statutes of the late Province of Canada, and by the Act passed in the thirty-eighth year of Her Majesty's reign, intituled "*An Act to regulate the Construction and Maintenance of Marine Electric Telegraphs.*" Provided that it shall not be lawful for the Company to amalgamate with any company or association, or to enter into any agreement for participation of profits with any person, company or association, or for the union or consolidation of the capital stock of the Company with that of any other company, or to sell, lease or otherwise dispose of the works of the company or of the rights conferred by this Act to any person, company or association.

Proviso: amalgamation partnership with another Company forbidden.

CHAP. 80.

An Act for granting certain powers to the Canadian Electric Light Company.

[Assented to 25th May, 1883.]

Preamble.

Act of Quebec cited.

WHEREAS the Canadian Electric Light Company has, by its petition, set forth that it was incorporated by an Act of the Legislature of the Province of Quebec, forty-fourth and forty-fifth Victoria, chapter sixty-nine, with the following amongst other objects:—to hold, place and work electric lighting apparatus, to create water-powers and build dams; and whereas, by the fourteenth section of its said Act of incorporation, it is enacted that the Company shall not exercise any right or privilege which might be within the exclusive jurisdiction of the Federal power without having

ing obtained the required authority of the Government or Parliament of Canada, according to circumstances, and has prayed for the passing of an Act to define its powers as to the construction of dams, locks, wharves, piers, basins, and the like: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Company shall not commence the construction of any dam, lock, embankment, pier or wharf on navigable waters without previously obtaining the approval of the Governor in Council. Preliminary provision as to construction of dams, &c.

2. Before any of such works shall be begun or carried on, the Company shall cause to be made by one or more competent engineers, surveys, examinations, cross-sections and measurements of the various tracts of land and localities required for the purpose of such works or affected by them, as well as plans and profiles of such surveys; and the Company shall procure from such engineer or engineers a minute report, giving complete and exact information in this respect, and showing more particularly the effect which such works, or any of their divisions, parts or sections, will have upon the current or navigation of other navigable portions of the rivers or water-courses, or of any of their tributaries, affected by the works; and the Company shall lodge the whole in the office of the Minister of Public Works, for the information and sanction of the Governor in Council; and the Governor in Council may thereupon, if he so thinks fit, cause to be made new surveys, examinations, cross-sections and measurements in respect of such works; and no one of such works, nor any division, portion or section thereof, shall be commenced or carried on until approved of by the Governor in Council; and the carrying out of such works shall be subject to such conditions and limitations as the Governor in Council may then prescribe and order; and no addition, change or modification shall be made to or in such works, nor to or in any of their divisions, portions or sections, without having been in the same way first approved of by the Governor in Council, and on and under the same conditions and limitations. Surveys and plans to be made. And deposited with Minister of Public Works for approval of Governor in Council. Such approval required before any such work is commenced.

3. The Company shall have the right to make regulations with respect to the anchoring, mooring, passage, placing in position and shoring up of all vessels entering their locks, canals or works. Regulations as to the use of works.

CHAP. 81.

An Act respecting the Citizens' Insurance Company of Canada.

[Assented to 25th May, 1883.]

Preamble.

WHEREAS the Citizens' Insurance Company of Canada has, by its petition, represented that its paid up capital has been reduced by losses, and has prayed that its capital may be reduced, and further that the day fixed by its charter for the annual meeting of its shareholders may be changed, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Value of shares reduced.

1. Each share in the capital stock of the Company is hereby reduced to the sum of eighty-five dollars instead of one hundred dollars as at present, and the amount remaining subject to call on each such reduced share shall be seventy-seven and one-half dollars, and no more.

Liability of shareholders not affected.

2. The reduction hereby effected shall not relieve any shareholder from his liability for any portion of any call heretofore made, now remaining unpaid; and nothing herein contained shall prejudice any right possessed by any creditor of the said Company or by any creditor of any shareholder therein.

Date for annual meeting changed.

3. The annual meeting of the shareholders of the Company shall hereafter be held on the first Monday in March in each year, instead of on the first Monday in February in each year, as provided by the several Acts respecting the incorporation of the Company.

 CHAP. 82.

An Act to empower the National Insurance Company to wind up its affairs and relinquish its Charter, and to provide for the dissolution of the said Company.

[Assented to 25th May, 1883.]

Preamble.

WHEREAS the National Insurance Company has, by its petition, represented that at the annual general meeting of the shareholders of the said Company held at Montreal on the fourth day of March, Anno Domini one

one thousand eight hundred and eighty, it was resolved unanimously by the shareholders then present, that the business of the said Company be closed, its affairs wound up with all convenient despatch, and its charter relinquished : and whereas the said Company has, in pursuance of the said resolution, closed its business and proceeded with the winding up of its affairs, and has discharged all its liabilities : and whereas statutory provision is considered necessary to enable it to so close its business and relinquish its charter, and the said Company has, by its said petition, prayed that an Act may be passed to empower it to do so and to prescribe the manner in which the same shall be done in conformity with the terms of the said resolution, and it is expedient to grant the prayer of the said petition : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

1. Notwithstanding anything contained in the Act incorporating the said Company passed in the thirty-eighth year of the reign of Her Majesty Queen Victoria, and intituled : “ *An Act to incorporate the National Insurance Company,*” the said Company may and is hereby authorized and empowered to close its business and wind up its affairs and relinquish its Act of incorporation and be dissolved, in accordance with the resolution passed at the meeting of the shareholders in the preamble to this Act mentioned.

Company incorporated by 38 V., c 84 may wind up and be dissolved.

CHAP 83.

An Act further to reduce the Capital Stock of the Quebec Fire Assurance Company.

[*Assented to 25th May, 1883.*]

WHEREAS the capital stock of the Quebec Fire Assurance Company is five hundred thousand dollars, divided into five thousand shares of one hundred dollars each, upon every share of which it has been shown that the sum of seventy-five dollars has been paid, making in the whole three hundred and seventy-five thousand dollars paid on the said capital ; and whereas the said Quebec Fire Assurance Company have, by their petition, prayed that their capital stock may be reduced from five hundred thousand dollars to two hundred and fifty thousand dollars, that is to say, five thousand shares of fifty dollars each, of which twenty-five dollars per share will represent the paid up capital, and twenty-five dollars per share will be subject to calls in the

Preamble.

manner provided for in and by their Act of incorporation ; and whereas it is expedient further to reduce the capital of the said Company : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

Capital reduced to \$225,000 in shares of \$45 each.

41 V. c. 31.

Proviso : liabilities not affected.

I. The capital stock of the said Company shall be and is hereby declared to be two hundred and twenty-five thousand dollars, divided into five thousand shares of forty-five dollars each, of which twenty dollars per share shall represent the paid up capital, and twenty-five dollars per share shall be payable according to the provisions of the Act respecting the said Company, passed in the forty-first year of Her Majesty's reign, chaptered thirty-one, and intituled "*An Act to amend and to consolidate as amended the several Acts relating to the Quebec Fire Assurance Company,*"—which said shares shall be and are hereby vested in the holders of shares in the capital stock of the said Company, seized and possessed of the same at the time of the passing of this Act : Provided always, that the liabilities of the said Company or of the shareholders thereof for and in respect of any now existing policy of insurance or otherwise, shall in no way be affected by this Act.

CHAP. 84.

An Act to incorporate "The Manitoba and North Western Fire Insurance Company."

[Assented to 25th May, 1883.]

Preamble.

WHEREAS James Henry Ashdown, Hugh Sutherland, the Honorable Gilbert McMicken, Robert Gerrie, Richard H. Hunter, Samuel W. Farrell, Robert A. Ruttan, William Nassau Kennedy, and Louis William Coutlée, have, by their petition, prayed that they may be incorporated, with others, as a Company for the purpose of carrying on the business of fire insurance, and it is expedient to grant the prayer of their said petition : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

Certain persons incorporated.

Corporate name.

I. The persons named in the preamble to this Act, with such persons as may become shareholders in the Company to be incorporated by this Act, shall be and they are hereby created, constituted, and declared to be a body corporate and politic, under the name of "The Manitoba and North Western Fire Insurance Company," hereinafter called the Company.

2. The chief place of business of the Company shall be in the City of Winnipeg, in the County of Selkirk and Province of Manitoba. Head office.

3. The Company shall have power and authority to make and effect contracts of insurance with any person or persons, firm, body corporate or politic, against loss or damage by fire or lightning, on any house, dwelling, store or any other building whatsoever, and in like manner upon any goods, chattels or personal estate whatsoever, for such time or times, and for such premiums or considerations, as may be bargained or agreed upon or set forth by and between the Company and the insured, and to cause themselves to be re-insured, when deemed expedient, against any loss or risk upon which they may have made or may make insurance, and generally to do and perform all other matters and things necessary to such object. Business of the company.
Re-insurance.

4. The capital stock of the Company shall be one million dollars, and shall be divided into ten thousand shares of one hundred dollars each, which shares shall be and are hereby vested in the several persons who shall subscribe for the same: Provided always, that it shall and may be lawful for the Company to increase its capital to a sum not exceeding two million dollars, as shall be agreed on by a majority of the shareholders at a special general meeting to be expressly convened for that purpose. Capital stock and shares.
Provision for increase of capital.

5. Aliens may become shareholders in the Company, and as such have equal rights with British subjects: Provided however, that the majority of the Directors of the Company shall be residents of Canada. Equal rights of shareholders.

6. The stock of the Company shall be deemed personal estate, and shall be transferable in such manner only, and subject to all such conditions and restrictions as may be prescribed by the by-laws of the Company; but no transfer of any share of the said stock shall be valid until entered on the books of the Company: Provided always, that no transfer of shares, whereof the full amount has not been paid up, shall be made without the consent of the Directors: Provided also, that no shareholder indebted to the Company shall be permitted to make a transfer, or to receive a dividend, until such debt is paid or secured to the satisfaction of the Directors, and that such debt shall be a first lien and charge upon the shares of such shareholder. Transfer of stock.
Proviso.
Proviso.

7. The shareholders of the Company shall not as such be held responsible or liable for any debts, liabilities or engagements of the Company beyond the amount of the balance remaining unpaid upon their respective shares in the capital stock, and no shareholder shall be liable to an action for the Liability of shareholder limited and defined.
amount

Defence to actions against them. amount of such liability by a creditor before an execution against the Company has been returned unsatisfied in whole or in part; and to any such action any shareholder may plead by way of defence, in whole or in part, any set-off which he could set up against the Company, except claims for unpaid dividends, or salary or allowance as President or Director.

Company not bound to see to trusts on shares. **8.** The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, affecting any share or shares of its stock; and notwithstanding any such trust or any notice thereof to the Company, the receipt of the person in whose name any share stands shall be a sufficient discharge to the Company for any money paid in respect of such share or shares.

Provisional directors and their powers and duties. **9.** The persons named in the preamble to this Act shall be provisional Directors for the purpose of organizing the Company; and they or a majority of them may cause a stock book or books to be opened,— upon which stock book or books may be recorded the subscriptions of such persons as desire to become shareholders in the Company; and such book or books shall be opened in the City of Winnipeg and elsewhere at the discretion of such Directors, and shall remain open as long as they shall deem necessary.

First general meeting of shareholders. Election of directors. Qualification of directors. Number may be changed. **10.** When and so soon as one hundred thousand dollars of the said capital stock shall have been subscribed as aforesaid, and not less than ten per cent. of the amount so subscribed paid in, the said provisional Directors may call a general meeting of the shareholders at some place to be mentioned in the City of Winnipeg, giving at least fifteen days' continuous notice thereof in two daily newspapers in the said city,— at which general meeting the shareholders present or represented by proxy shall elect nine Directors in the manner and qualified as hereinafter provided. No person shall be eligible to be or continue a Director unless he shall hold in his own name and for his own use at least twenty shares of the capital stock of the Company, and shall have paid all calls due thereon, and all liabilities incurred and actually due by him to the Company; and the Company shall have power by by-law to increase the number of Directors to any number not exceeding thirteen, or to reduce them to any number not less than five.

Calls on stock. Limitation. Proviso: as to commencement of business. **11.** The shares of the capital stock subscribed for shall be paid in by such instalments and at such times and places as the said Directors may appoint: no instalment shall exceed ten per cent, and not less than thirty days' notice thereof shall be given: Provided always, that the Company shall not commence the business of insurance until at least two hundred thousand dollars of the capital stock shall have been subscribed

subscribed, and not less than one hundred thousand dollars shall have been actually paid in.

12. The Directors of the Company shall have full power in all things to administer the affairs of the Company, and to make or cause to be made for the Company all contracts into which, by law, the Company can enter, and may, from time to time, make by-laws regulating the allotment of stock, the making of calls thereon, the payment thereof, the issue and registration of stock certificates, the forfeiture of stock for non-payment, the disposal of such forfeited stock and the proceeds thereof, the transfer of stock, the declaring and payment of dividends, the number and term of service of Directors, the appointment, functions, duties and removal of all agents, officers and servants of the Company, the security to be given by them, their remuneration, and that (if any) of the Directors, the time and place of annual meetings of the Company, the calling of meetings of the Board of Directors, and of the Company, the quorum, the requirements as to proxies, the procedure in all things at such meetings, the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct and management in all other particulars of the affairs of the Company,—and may, from time to time, repeal, amend or re-enact the same; but every such by-law, repeal, amendment, or re-enactment, unless in the meantime confirmed at a general meeting of the Company duly called for the purpose, shall only remain in force until the next annual meeting of the Company, and in default of confirmation thereat, shall, from that time, cease to have effect.

Powers of directors.

By-laws for certain purposes.

To be confirmed at a general meeting.

13. Special general meetings of the shareholders of the Company may be called by the Board, and shall be so called whenever a requisition to that effect, signed by one-fourth in amount of the shareholders, shall be presented to them, specifying the purposes of such meeting; and the notice calling a special meeting shall state the purpose for which such meeting is called.

Special general meetings, how called.

14. At all meetings of the Company, each shareholder shall be entitled to give one vote for every share held by him for not less than fourteen days prior to the time of voting, upon which all calls then due shall have been paid up; votes may be given either in person or by proxy, the holder of such proxy being a shareholder duly qualified to vote upon his stock; and all questions proposed for the consideration of the shareholders shall be determined by the majority of votes,—the Chairman presiding at such meeting having in addition to his stock vote, a casting vote in case of an equality of votes.

Votes on shares.

Proxies.

Majority to decide.

Board of directors.

Election.

Notice.

Re-election.

Ballot.

Vacancies.

Officers.

15. The stock, property, business, affairs and concerns of the Company shall be managed and conducted by the said Directors, (one of whom shall be, by them, chosen President, and two, Vice-Presidents,) who shall hold office for one year excepting as hereinbefore provided; all elections of Directors shall take place at the annual meeting of the shareholders of the Company, which shall be holden on the second Monday in January in each year, or such other day as may be appointed by by-law, at the head office of the Company, or elsewhere, in the said City of Winnipeg, provided that at least fifteen days' continuous notice of the time and place of such meeting shall be given in the manner provided for in section ten of this Act; all the retiring Directors shall, if otherwise qualified, be eligible for re-election; elections of Directors shall be by ballot; vacancies occurring in the Board of Directors may be filled up for the unexpired remainder of the term by the Board from among the qualified shareholders of the Company; and the Directors shall from time to time elect from amongst themselves a President and two Vice-Presidents of the Company.

Provision in case of failure of election.

16. If at any time an election of Directors shall not be made, or does not take effect at the proper time, the Company shall not thereby become dissolved, but such election may take place at any general meeting of the Company duly called for that purpose, and of which notice shall be given as provided in section ten, and the retiring Directors shall continue in office until their successors are elected.

Application of capital.

Powers as to real estate.

Proviso, for disposal thereof.

Investment of funds.

17. The Company shall have power to lay out and invest its capital in the first place in discharging all costs, charges and expenses incurred in applying for, and obtaining this Act, and all other expenses preparatory or relating thereto; and shall have power to acquire and hold such real estate as may be requisite for the purposes of its business in the Dominion of Canada and elsewhere, and to sell or dispose of the same, and to take, hold, or acquire other property in its place as may be deemed expedient, and to take, hold and acquire all such lands and tenements, real and immovable estate as shall have been *bonâ fide* mortgaged to it by way of security for loans or debts, or conveyed to it in satisfaction of debts previously contracted in the course of business: Provided, that the Company shall not retain such real estate so acquired in satisfaction of debts for a period exceeding five years; and the Company may invest its funds or any part thereof in the public securities of the Dominion of Canada, or of any of the Provinces thereof, or of any foreign State or States, when required for the carrying on business in such foreign State, or in the bonds or debentures of any incorporated city, town, or municipality authorized to issue bonds or debentures, or in mortgages on real estate, or in such other securities of like character, and in such manner, and

and at such rate of interest as may be agreed upon, not exceeding the rate allowed by law in the Province where the investment is made, as the Directors may elect ; and may, from time to time, vary or sell the said securities, or mortgage, or pledge the same from time to time as occasion may require ; but not more than fifty per cent. of the whole amount of the investments of the Company at any time shall consist of the public securities of any foreign State or States. Proviso.

18. All calls upon the subscribed stock of the Company shall be payable at the head office of the Company on the dates fixed by the resolution making such call ; and if any shareholder refuses or neglects to make such payment of any instalment due upon any share or shares held by him, the Directors shall cause notice in writing of such default, and of the liability to forfeiture of such share to be given to such shareholder ; and if such shareholder shall not pay the amount in default within one month from the service of such notice upon him, the Directors may forthwith declare such share or shares forfeited, together with the amount previously paid thereon to the Company,—whereupon the same shall become vested absolutely in the Company, to be re-issued as the Directors may deem proper ; or the Directors may cause a suit to be instituted against such shareholder for the recovery of the amount of such instalment so due upon such share or shares. Payment of calls.
Forfeiture for non-payment.
Notice to defaulter.
Recovery by suit.

19. In actions or suits for the recovery of arrears of calls on stock, it shall be sufficient for the Company to allege that the defendant, being the owner of so many shares, is indebted to the Company in such sum of money as the calls in arrear amount to, for such and so many shares ; and on the trial it shall not be necessary to prove the appointment of the Directors who made such calls or any other matter than in this section has been mentioned. What only need be alleged and proved in such suits.

20. A copy of any by-law, regulation or minute or of any entry in any book of the Company certified to be a true copy or extract under the hand of the President, a Vice-President, Managing Director, Manager or Secretary of the Company, and sealed with its corporate seal, shall be received in all courts and proceedings as *prima facie* evidence of such by-law, regulation, minute or entry without further proof thereof, and without proof of the official character or signature of the officer signing the same, or of the corporate seal. Certified copy of by-law, &c. to be evidence.

21. The Company shall not make any dividend whereby their capital will be in any degree reduced ; and if the Directors of the Company declare and pay any dividend when the Company is insolvent, or any dividend the payment of which renders the Company insolvent, or diminishes the capital stock thereof, the Directors declaring such dividend shall Dividends not to impair capital.
Penalty on directors declaring any unlawful dividend.

**Proviso: how
a director
may avoid
such liability.**

shall be jointly and severally liable, as well to the Company as to the individual shareholders and creditors thereof, for the amount of the dividend or dividends so paid: but if any Director present, when such dividend is declared, do forthwith, or if any Director then absent do, within twenty-four hours after he shall become aware thereof, and able to do so, enter in the minutes of the Board of Directors, his protest against the same, and do within eight days thereafter, publish such protest in at least one newspaper published at or as near as may be possible to the head office of the Company, such Director may thereby, and not otherwise, exonerate himself from such liability.

**Agencies
elsewhere
than in
Canada.**

22. The Company may with the consent of the majority of the shareholders present at a special meeting called for that purpose, and of which notice has been given as provided in section ten, establish agencies and transact business in any part of the United Kingdom of Great Britain and Ireland, and in any part of the United States of America; and may, in the event of such agencies being established, make deposits of money or securities there in compliance with the laws of the country, State or States wherein it is deemed desirable to carry on such business of insurance.

**General Insu-
rance Acts to
apply to the
Company.**

23. This Act and the Company hereby incorporated, and the exercise of the powers hereby conferred, shall be subject to the provisions contained in "*The Insurance Acts of 1875 and 1877,*" and to all other general laws in force, or that may hereafter be in force, respecting Fire Insurance Companies, in virtue of any Act passed or which may hereafter be enacted by the Parliament of Canada.

CHAP. 85.

An Act respecting the "Crédit Foncier Franco-Canadien."

[Assented to 25th May, 1883]

Preamble.

WHEREAS the shareholders of the "Crédit Foncier Franco-Canadien" have renounced the privilege granted it by section one hundred and twenty-seven of the Act of the Province of Quebec, incorporating the said Company; and whereas proclamation thereof has been duly made, and whereas it is expedient to assimilate the charter and powers of the said Company to those of other loan companies of a similar character, doing business in the Dominion of Canada: Therefore Her Majesty, by and with the advice and consent

consent of the Senate and House of Commons of Canada, enacts as follows :—

1. The Act of the Parliament of Canada, forty-fourth Victoria, chapter fifty-eight, intituled: "*An Act to enlarge and extend the powers of the 'Crédit Foncier Franco-Canadien,'*" is hereby repealed. Act 44 V., c. 58 repealed.

2. It shall be lawful for the said Corporation (Crédit Foncier Franco-Canadien) at all times, in exercising the powers of lending and advancing money, at any time given it by any Act of any one of the Legislatures of the Provinces composing the Dominion of Canada, to receive and take any such rate of interest whatever, for the money to be lent or advanced, as may be lawfully taken by individuals, (or in the Province of Quebec, by incorporated companies under like circumstances,) not exceeding eight per cent. per annum, including the annual allowance for costs of management. What rate of interest may be taken by the corporation.

3. In case any person liable to pay or entitled to redeem any mortgage heretofore executed to the said Corporation tenders or pays to the Corporation at any time before the period at which the same is payable, any part of the principal money and interest to the time of payment on such part, together with three months further interest in lieu of notice, no further interest shall be chargeable, payable or recoverable, at any time thereafter, on the principal money or interest so paid or tendered. Mortgage may be paid before the time fixed, with three months interest.

4. The Corporation shall transmit, on or before the first day of March in each year, to the Minister of Finance, a statement in duplicate to the thirty-first day of December, inclusive, of the previous year, verified by the oath of the President, Vice-President or the Managing Director, setting out the capital stock of the Corporation and the proportion thereof paid up, the number of shares to order and the number to bearer, the assets and liabilities of the Corporation, the amount and nature of the investments, and the average rate of interest derived therefrom, the extent and value of the real estate held, the amount and nature of the obligations or bonds or debentures issued and the rate of interest payable thereon, respectively, and such other details as to the nature and extent of its business as may be required by the Minister of Finance, and in such form and with such details as he may, from time to time, require and prescribe; but the Corporation shall in no case be bound to disclose the names or private affairs of any person who may have dealings with it. Yearly return by the corporation to Minister of Finance and what it must show. Form thereof. Proviso.

CHAP. 86.

An Act to incorporate "The Grange Trust (Limited)."

[Assented to 25th May, 1883.]

Preamble.

WHEREAS "The Grange Trust (limited)," have, by their petition, represented that they were incorporated as a Loan Company by Letters Patent bearing date the tenth day of April, in the year of our Lord one thousand eight hundred and seventy-nine, granted by the Lieutenant-Governor of the Province of Ontario in Council, under authority of chapter one hundred and fifty of the Revised Statutes of Ontario, intituled "*An Act respecting the incorporation of Joint Stock Companies by Letters Patent*," and by supplementary Letters Patent bearing date the thirtieth day of June, in the year of our Lord one thousand eight hundred and eighty-one, granted by the said Lieutenant-Governor in Council, under authority of the Act of the Legislature of the Province of Ontario, passed in the forty-fourth year of Her Majesty's reign, chaptered eighteen, and intituled "*An Act to extend the powers of Companies incorporated under the Joint Stock Companies' Letters Patent Act*," and have, by their petition, further represented that they are desirous of becoming incorporated by an Act of the Parliament of Canada, under the name of "The Grange Trust (limited)," for the purpose of carrying on their business as well in the Province of Manitoba and the North-West Territories and in the other Provinces of the Dominion, as in the Province of Ontario; and it is expedient to incorporate the said Company in the manner and upon the conditions hereinafter provided: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. Immediately upon the coming into force of this Act, as hereinafter provided, the then President, Vice-President and Directors of the said "The Grange Trust (limited)" hereinafter called "The Original Company" and all the then shareholders of the said Company, and their associates, successors and assigns forever, shall thereafter be and become under and by virtue hereof, a body corporate under the name of "The Grange Trust (limited)," hereinafter called the Company, for the purpose of carrying on the business of a "Loan Company" under the provisions of "*The Canada Joint Stock Companies' Act, 1877*," which said Act is hereby incorporated with and made a part of this Act; and the said Company hereby incorporated shall thereafter have, possess and enjoy all the rights, powers and privileges held and enjoyed by, and be and become subject to all the liabilities and restrictions imposed upon "Loan Companies" under and by virtue

Corporate name.

40 V., c. 43.

Rights of Company under 40 V., c. 43.

of

of the said "*The Canada Joint Stock Companies' Act, 1877*," Provided always, that the Company may borrow money under the powers conferred upon it by the said Act with-
 out increasing the amount now paid up upon the capital of the original Company; and provided also, that the amount which may be borrowed by the Company under the provisions of sub-section four of the ninety-third section of the said Act shall not exceed five times the amount of the paid up capital.

Proviso.

Proviso.

2. The Company shall have its chief place of business in the Town of Owen Sound in the Province of Ontario, and it shall be at liberty and is hereby authorized to carry on the business of a "Loan Company" under the said "*The Canada Joint Stock Companies' Act, 1877*," in any portion of the Dominion of Canada, or Great Britain, or elsewhere as the Directors may determine.

Chief office and business of the Company.

3. The capital stock of the Company shall be two million dollars, divided into forty thousand shares of fifty dollars each.

Capital stock and shares.

4. Immediately upon the coming into force of this Act all the real and personal estate, shares or stock, debts, assets and claims of the original Company shall be deemed to be and shall become transferred to and vested in the Company hereby incorporated; and all the liabilities, debts and obligations of the original Company shall be assumed by and be and become binding upon the Company hereby incorporated; and all suits and legal proceedings theretofore begun by or against the original Company and then pending, may be continued and terminated under the name and style of cause in which they may have been instituted, for the benefit of or against the Company hereby incorporated; and all of the shareholders in the original Company shall thenceforth be and become shareholders in the Company hereby incorporated.

Transfer of assets and liabilities to new Company.

5. The President, Vice-President and Directors and officers of the original Company at the time of the coming into force of this Act shall continue in their respective offices as officers in the Company hereby incorporated until replaced by others, in conformity with the by-laws of the Company hereby incorporated, or the provisions of this Act or of "*The Canada Joint Stock Companies' Act, 1877*."

Officers continued.

6. The then existing by-laws and rules of the original Company, so far as the same are not contrary to law, or inconsistent with the provisions of this Act, or the Act incorporated herewith, shall be binding in law as regards the Company hereby incorporated, its directors, officers, shareholders and borrowers, until modified, amended or repealed

By-laws and rules continued.

in

in conformity with law and the provisions of this Act, or the Act incorporated herewith.

Rate of interest limited.

7. It shall not be lawful for the Company hereby incorporated to stipulate for, take, reserve or exact under the provisions of section ninety-seven of "*The Canada Joint Stock Companies' Act, 1877*," any rate of interest or discount exceeding the rate of eight per cent. per annum.

When Act shall come into force. Proviso: as to approval by shareholders and proof thereof.

8. The foregoing provisions of this Act shall not come into force until a day to be fixed by proclamation of the Governor in Council: Provided always, that the Governor in Council shall not make such proclamation until it shall have been proved to the satisfaction of the Governor in Council that all the provisions of this Act have been ratified and adopted by the vote in person or by proxy of at least two-thirds in value of the shareholders of the original Company, at a meeting of the original Company duly called for the purpose of taking the same into consideration,—the said meeting to be held at such time within one year after the passing of this Act, at such place as the Directors for the time being may determine, and until it shall have further been proved that notices specifying and stating distinctly the time, place and object of such meeting have been posted by registered letters to the addresses of each of the shareholders of the original Company at least four weeks before the time fixed for such meeting, and further that notice thereof has been published for a like period in one or more daily newspapers published in the City of Toronto, and in the *Canada Gazette*.

CHAP 87.

An Act to amend the Act to incorporate the London and Ontario Investment Company, Limited.

[Assented to 25th May, 1883]

Preamble.

WHEREAS the Honorable Frank Smith and others petitioned for an Act to incorporate a company for carrying on the business of investing moneys on mortgages of real estate and leaseholds, or in Dominion or Provincial securities, municipal debentures or other securities, with power to borrow moneys and invest the same, and it was declared by the Act passed in the thirty-ninth year of Her Majesty's reign, chaptered sixty-two, and intituled "*An Act to incorporate the London and Ontario Investment Company, Limited*," expedient to grant the prayer of the said petition, and

39 V., c. 62.

and thereupon the said Company was incorporated by the said Act, and certain powers of investing moneys were thereby conferred upon them; and whereas the said Company have petitioned for an Act to declare the meaning and effect of the preamble and the fourth section of the said Act, and for other purposes, and it is expedient to grant them relief in the premises: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The said Company shall have power to take the bonds, covenants, or agreements of any person or persons by way of collateral or additional security for moneys advanced by the said Company upon mortgage of real estate, freehold or leasehold, or upon the security of public securities or debentures, whensoever in the opinion of the Directors of the said Company the same shall be requisite or expedient to be done: Provided, that this Act shall not be construed as raising any presumption as to whether the said Company had or had not the power under and by virtue of the above recited Act, to take and acquire such bonds, covenants or agreements as such collateral and additional security.

Powers of the Company defined.

Proviso: as to effect of this Act.

CHAP. 83.

An Act to incorporate the Royal Canadian Passenger Steamship Company (Limited)

[Assented to 25th May, 1883.]

WHEREAS the persons hereinafter mentioned have petitioned the Parliament of Canada, praying that they may be incorporated, with such other persons as shall become associated with them, as a Company under the name and style of "The Royal Canadian Passenger Steamship Company (Limited)" with power to own real estate, on which to erect piers, warehouses and sheds, and to own steamships and vessels for general transportation purposes, and particularly to run to and fro between Lake Ontario and the Saguenay River and elsewhere; and whereas it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. Thomas Reynolds, of London, England, Esquire, J. F. Maynard, of Utica, in the State of New York, railway manager, A. B. Jewett, of St. Johnsbury, in the State of Vermont, the Honorable Peter Mitchell, of the City of Montreal,

Certain persons incorporated.

Montreal, William Cassils, of Montreal, merchant, Albert Becher, of Montreal, contractor, and Anthony Force, of Montreal, merchant, together with such other persons as shall be and become stockholders in the Company to be hereby incorporated, and their respective heirs, executors, administrators, curators and assigns shall be and are hereby created a body politic and corporate by the name of "The Royal Canadian Passenger Steamship Company (Limited)" hereinafter called the Company, and shall have a common seal.

Corporate name.

Capital stock and shares and power to increase. 2. The capital stock of the Company shall be one million dollars, divided into ten thousand shares of one hundred dollars each, with power, at any general meeting of the Company, to increase the same from time to time to any amount in one hundred dollar shares up to two millions of dollars.

Business of the company. 3. The Company shall have power to own, build, buy, sell and charter steamships, ships and vessels of all kinds, and to employ them in any lawful business whatever and where-soever.

Real estate and power/s respecting it. 4. It shall be lawful for the Company to purchase, rent, take, hold and enjoy, for them and their successors, as well in Canada as elsewhere, when it shall be deemed expedient for the purposes of the Company to do so, either in the name of the Company or in the name of trustees for the Company, such lands or real estate, wharves, docks, warehouses, offices and other buildings as they may find necessary and convenient for the purposes of the Company, and to sell, lease, mortgage or dispose of the same, and others to purchase or acquire in lieu thereof,—not to exceed the sum of two hundred thousand dollars in value at any one point.

Value limited.

Certain charges authorized for services. 5. The Company may charge on all property placed with them or in their custody a fair remuneration as may be fixed upon by the Directors, for storage, warehousing, wharfage, dockage, cooperage, or any other care and labor in and about such property on the part of the Company, over and above the regular freight and primage of the said property, which may have been carried or may be carried by them.

Recovery of such charges. 6. The Company shall have power to recover all charges, subject to which goods or commodities may come into their possession, and on payment of such back charges, and without any formal transfer shall have the same lien for the amount thereof upon such goods or commodities as the persons to whom such charges were originally due had upon such goods or commodities while in their possession; and the Company shall be subrogated by such payment in the rights and remedies of such persons for such charges.

7. The Company, in the event of non-payment of freight, advances and other charges when due, upon goods or effects in their possession or under their control, may sell at public auction the goods whereon such advances and other charges have been made, and retain the proceeds, or so much thereof as shall be equal to the amount due to the Company, with charges and costs, returning the surplus, if any, to the owner thereof; but no sale of any goods or effects shall take place under this Act until or unless, prior to the sale thereof, thirty days' notice of the time and place of such sale has been given by registered letter transmitted through the post office to the last known post office address of the owner of such goods or effects, excepting in the case of perishable goods or effects, which may be sold as aforesaid after the expiration of one week, or sooner if necessary.

Lien for charges. =
Sale of goods for non-payment.

Perishable goods.

8. The Directors of the Company may call in the capital stock of the same as follows: first call, ten per cent., one month's notice being first given; second call, ten per cent., one month's notice being first given; third call, twenty per cent., one month's notice being first given; fourth call, twenty per cent., two months' notice being first given; fifth call, twenty per cent., two months' notice being first given; sixth call, twenty per cent., two months' notice being first given: notice of each call must bear date after the date at which the previous call falls due and be in writing; and such notice may be given by a registered letter prepaid and mailed to the last known address of each shareholder; and more than one call may be made at the same meeting of the Board.

Calls on stock.

Notice thereof.

9. The business and affairs of the Company shall be conducted and managed and its powers exercised by nine Directors (five of whom shall form a quorum), elected by the shareholders.

Directors; number and quorum.

10. The Provisional Directors of the Company shall consist of Thomas Reynolds, of London, England, Esquire. J. F. Maynard, of Utica, in the State of New York, railway manager, A. B. Jewett, of St. Johnsbury, in the State of Vermont, the Honorable Peter Mitchell, of the City of Montreal, William Cassils, of Montreal, merchant, Albert Becher, of Montreal, contractor, and Anthony Force, of Montreal, merchant; and the Provisional Directors, after the passing of this Act, shall have power to organize, to open subscription books for the subscription of stock, to receive the first payment thereon, and to call a general meeting of the subscribers of stock as hereinafter provided.

Provisional directors.

Their powers and duties.

11. So soon as two hundred thousand dollars of the said capital stock shall have been subscribed as aforesaid, and ten

First general meeting of shareholders.

ten per centum *bonâ fide* paid thereon and deposited in one or more of the chartered banks of Canada, for the purposes of the Company, the provisional Directors, or a majority of them, shall call a meeting of the shareholders of the Company at such time and place as they may think proper, giving at least two weeks' notice in the *Canada Gazette*, and and in one newspaper in the City of Montreal, published in English, and in one newspaper in the said city published in French,—at which meeting the shareholders shall elect nine Directors from the shareholders, which Directors shall hold office until the next annual meeting of the shareholders, as hereinafter provided; and any provisional Director may vote by proxy and shall be eligible as a Director; and five shall be the quorum of the Board of Directors.

Election of directors.

Quorum.

By-laws may be made for certain purposes.

12. It shall be lawful for the Board of Directors to make and pass such resolutions, and make such regulations and by-laws as shall appear to them proper and necessary to regulate the qualification and election of Directors and the period during which they shall hold office, the allotment of stock and making of calls thereon, the payment thereof, the issue and registration of certificates of stock, the forfeiture of stock for non-payment, the disposal of forfeited stock and of the proceeds thereof, the transfer of stock, the declaration and payment of dividends, the appointment, functions, duties and removal of all agents, officers and servants of the Company, the security to be given by them to the Company, their remuneration and that of the Directors, the time and place at which meetings of the shareholders may be called, the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct in all other particulars of the affairs of the Company; and from time to time to repeal, amend or re-enact the same: but every by-law and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Company duly called for that purpose, shall only have force and effect until the next meeting of the Company, and in default of confirmation thereat, shall, from that time only, cease to have force: and a register of all such by-laws shall be kept by the Company, which shall be open to the inspection of the public during regular office hours.

Subject to confirmation by shareholders.

Certificates of shares may be issued.

13. The Directors of the Company shall, from time to time, issue to each of the shareholders respectively, certificates under the seal of the Company, of the number of the shares to which he is entitled; and he shall then be legal owner of such shares, and invested with all the rights and subject to all the liabilities of a shareholder in respect of such shares: and each person to whom any share or shares shall be assigned shall sign an acknowledgment of his having taken such share or shares, which acknowledgment shall be kept by the Directors, and shall be conclusive evidence of such

Effect of acknowledgment thereof.

acceptance,

acceptance, and that the person signing it has taken upon himself the liability aforesaid.

14. Should the said Directors deem it more expedient, in any case, to enforce the payment of any unpaid instalments than to declare forfeited or sell the share, in respect whereof the said call is due, it shall and may be lawful for the Company to sue for and recover the same from such shareholder, with interest thereon, in an action in any Court having civil jurisdiction to the amount claimed: Provided, that nothing herein contained shall in any way affect the right of the Company to declare forfeited the shares of any shareholder for non-payment of calls or subscriptions, whether after or before such judgment for recovery thereof.

Recovery of calls by suit.

Proviso: as to forfeiture.

15. The capital stock and increase thereof of the Company is hereby directed and appointed to be laid out and applied, in the first place, to the preliminary expenses attending the establishment of the Company; and all the rest, residue and remainder of such money for and towards carrying out the objects of the undertaking and the other purposes of the Company, and to no other use, intent or purpose whatsoever.

Application of funds of Company.

16. The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, to which any of the shares of their capital stock may be subject, and the receipt of the party in whose name any such share shall stand in the books of the Company, shall, from time to time, be a discharge to the Company for any dividend or other sum of money payable in respect of such share, notwithstanding any trust to which such share may then be subject, and whether or not the Company have had notice of such trust, and the Company shall not be bound to see to the application of the money paid upon such receipt.

Company not bound to see to trusts.

17. Any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any shareholder, or in consequence of the marriage of any female shareholder, may be registered as a shareholder upon such evidence being produced as shall, from time to time, be required by the Directors, and on production of a declaration and request in writing in that behalf,—which declaration shall distinctly state the manner in which, and the party to whom such shares shall have been transmitted, and shall be, by such party, made and signed; and the signature thereto shall be attested by at least one witness, whom the Company may require to be sworn before a judge of a court of record, or the mayor, provost or chief magistrate of a city, town or borough or municipality, or a public notary, or, if from a foreign country, by the British Consul or Vice-Consul, or other accredited representative of the British Government in the country where the declaration shall be made, which

Transmission of shares otherwise than by transfer.

Proof thereof.

shall be conclusive evidence of such party having agreed to become a shareholder.

Annual general meetings.

18. The annual general meeting of the Company shall be held at the City of Montreal, in the office of the Company, at such time as may be fixed by by-law, for the purpose of electing Directors and for transacting the general business of the Company; at such meeting the President of the Company, or in his absence, the Vice-President, or in the absence of both, the Managing Director or any other of the Directors, shall take the chair; and shareholders may appear in person or be represented by proxy, as hereinafter provided.

Election of officers.

19. The Directors elected at the annual meeting, or by a meeting convened for the purpose, shall elect from amongst themselves, by a majority of votes of those then present, a President, and a Vice-President, and a Managing Director (who may be either the President or the Vice-President), who shall hold office for one year, or until their successors are elected and enter upon the duties of their offices: any of these officers may call meetings of the Directors as often as occasion may require.

Calling of meetings.

Votes on shares.

20. At all meetings of the shareholders held in pursuance of this Act, whether the same be annual or special, every shareholder shall be entitled to as many votes as he has shares in the said stock, and such vote or votes may be given in person or by proxy; and all questions proposed or submitted for the consideration of the said meetings shall be finally determined by the majority of the votes of the shareholders, present or voting by proxy, except in any case or cases otherwise provided for by this Act: Provided always, that no person shall be entitled to vote as proxy at any meeting unless he shall be a shareholder in the Company, and produce written authority as such proxy.

Proviso: as to proxies.

Time and manner of voting at meetings.
Notice.

21. At all elections of Directors or in the transaction of other business of the Company, the voting shall be by ballot, and between the hours of ten o'clock in the forenoon and four o'clock in the afternoon; and thirty days' notice of any meeting of shareholders must be given in at least one newspaper published in the City of Montreal, in the Province of Quebec, and by special notices mailed to the addresses of the shareholders, who shall have made known such address to the Company, stating whether the meeting is annual or special, and, if special, the principal object for which it is called.

Local boards and agents.

22. The Directors of the Company may appoint local boards of management, or agents, in Canada or elsewhere, and for such time and on such terms as to them shall seem expedient.

23. The Directors shall cause an exact statement of the affairs, debts and assets of the Company to be made up on a certain day in each and every year,—such day to be fixed by the Directors; which statement shall be submitted to the shareholders.

Yearly statement of affairs.

24. The Company shall cause a book or books to be kept by the Secretary, or by some other officer specially charged with that duty, wherein shall be recorded the names of all persons who are or have been shareholders, the address and calling of every such person while such shareholder; the number of shares of stock held by each shareholder; the amounts paid in and remaining unpaid, respectively, on the stock of each shareholder; all transfers of stock in their order as presented to the Company for entry, with the date and other particulars of each transfer, and the date of the entry thereof; the names, addresses and callings of all persons who are or have been Directors of the Company, with the several dates at which each became or ceased to be such Director.

Certain books to be kept by the company.

Lists of shareholders.

25. No transfer of shares whereof the whole amount has not been paid in shall be made without the consent of the Directors; and whenever any transfer of shares not fully paid in has been made with such consent, to a person being apparently of insufficient means to fully pay up such shares, the Directors, jointly and severally, shall be liable to the creditors of the Company, in the same manner and to the same extent as the transferring shareholder, but for such transfer, would have been; but if any Director present when any such transfer is allowed, do forthwith, or if any Director then absent, do within twenty-four hours after he shall have become aware thereof and able so to do, enter on the minute book of the Board of Directors his protest against the same, and do within eight days thereafter, publish such protest in at least one newspaper published at, or as near as may be possible to, the office or chief place of business of the Company, such Director may thereby, and not otherwise, exonerate himself from such liability.

Conditions as to transfer of shares; liability of directors for contravention.

How a director may avoid such liability.

26. Every shareholder shall be permitted to examine the books of the Company on making application, in writing, to the Directors, stating the reasons and objects of such examination: Provided always, that the business of the Company be not interrupted thereby.

Shareholders may examine books.

Proviso.

27. No shareholder shall, as such, be held liable for any claim, engagement, loss or payment, or for any injury, transaction, matter or thing relating to or connected with the Company, or the liabilities, acts or defaults of the Company beyond the sum, if any, remaining due and unpaid on the shares subscribed for or held by him in the stock of the Company.

Liability of shareholders limited.

Shares, personal estate.

28. The shares in the capital stock of the Company shall be deemed personal estate, and shall be transferable as such.

Certain contracts, &c., binding on the company.

29. Every contract, agreement or bargain by the Company, or by any one or more of the Directors on behalf of the Company, or by any agent or agents of the Company, and every promissory note made or endorsed, and every bill of exchange drawn, accepted or endorsed by such Director or Directors on behalf of the Company, or by any such agent or agents, in general accordance with the powers to be devolved to and conferred upon them respectively under the by-laws, shall be binding upon the Company; and in no case shall it be necessary to have the seal of the Company affixed to any such contract, agreement, engagement, bargain, promissory note or bill of exchange, or to prove that the same was entered into, made or done in strict pursuance of the by-laws; nor shall the party entering into, making or doing the same as Director or agent be thereby subjected individually to any liability whatsoever: Provided always, that no such note or bill shall be for any sum of less than one hundred dollars, or be payable to bearer, or intended to be circulated as money, or as the note or bill of a bank.

Proviso: notes not to be payable to bearer.

Borrowing powers of the company.

30. The Directors, when thereto authorized by the shareholders, may, from time to time, resolve at any meeting specially called for such purpose, to borrow money on behalf of the Company at such rates of interest and upon such terms as they may, by such resolution, determine; and to effect such loan the Directors may authorize the Managing Director of the Company, the President, or any two of the Directors, to make and execute mortgages, issue, grant and consent to bottomry or other bonds or other instruments which may be necessary, and to that end charge such property of the Company as they may by such resolution be authorized to so charge, by way of pledge, mortgage or hypothec, and may assign, transfer or deposit any of the documents, title deeds, muniments, securities or property of the Company, and either with or without power of sale or other special provisions, as the Directors at such meeting may deem expedient: Provided, that the aggregate of the sum or sums borrowed or bonds issued shall not, at any time, exceed half the amount of the paid up capital stock of the Company; and no lender or purchaser of bonds so issued by the Company shall be bound to enquire into the occasion for any such loan or into the validity of any resolution authorizing the same, or the purpose for which such loan is wanted.

Power to pledge property as security.

Proviso: amount limited.

Equal rights of shareholders.

31. Aliens shall have the same right as British subjects to take and hold stock or shares in the Company, and to vote either as principals or proxies, and shall be eligible to office in the Company.

32. No share shall be transferable until all overdue calls thereon have been fully paid in, or until declared forfeited for non-payment of calls thereon, or sold under an execution. Transfer restricted.

33. If at any time an election of Directors be not made, or do not take effect at the proper time, the Company shall not be held to be thereby dissolved, but such election may take place at any general meeting of the Company duly called for that purpose. Provision in case of failure of election of directors.

34. Every share which shall be forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed of upon such terms, in such manner and to such person or persons as the Company may think fit. Forfeited shares. •

35. The Directors shall have power to issue paid up stock in the Company in payment of the price of steamers and vessels or real estate; and such paid up stock shall be free from all calls whatsoever, and from all claims and demands on the part of the Company or the creditors thereof, to the same extent as if the amount of the same had been regularly called in by the Company, and paid by the holder thereof in full. Paid up stock may be issued in payment of claims.

36. Every Director of the Company and his heirs, executors and administrators, shall, from time to time, be indemnified and saved harmless out of the funds of the Company from and against all costs, charges and expenses whatsoever, which he or they shall or may sustain or incur in or about any action, suit or proceeding which shall be brought, commenced or prosecuted against him or them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and also from and against all other costs, charges and expenses which he shall sustain or incur in or about, or in relation to the affairs thereof, except such costs, charges or expenses as shall be occasioned by his own wilful neglect or default. Directors indemnified, except for wilful neglect or default.

37. No person holding stock in the Company, as an executor, administrator, curator, guardian or trustee, shall be personally subject to liability as a shareholder, but the estates and funds in the hands of such person shall be liable in like manner and to the same extent as the testator, or intestate, or the minor, or ward, or interdicted person, or the person interested in such trust fund would be, if living and competent to act; and no person holding such stock as collateral security shall be personally subject to such liability, but the person pledging such stock shall be considered as holding the same, and shall be liable as a shareholder accordingly. Trustees holding stock not personally liable, &c.

Offices of the company.

List of places where service of process on company may be made, to be kept posted up.

Provision in default of such notice.

38. The head office of the Company shall be in the City of Montreal, but the Directors may have offices and transact business wherever they may see fit; and the Company shall make and keep posted up in a conspicuous place in its head office a declaration fixing and describing a place in each Province wherein service of process may be made upon it in respect of any business transacted by it within such Province; and shall grant on demand, to any applicant, a copy of such declaration certified by its Secretary which shall be conclusive evidence thereof; and thereafter, service of process may be validly made upon the Company at the place in each Province so fixed and described, in any suit or proceeding wherein the cause of action originated in such Province; and in default of such declaration being duly posted and kept posted as aforesaid, or of the granting of a certified copy thereof on demand as aforesaid, such service of process may be made in any such suit, at any office or place of business of the Company within the Province wherein the cause of action originated.

CHAP. 89.

An Act to incorporate a Company under the name of
“The Rathbun Company.”

[Assented to 25th May, 1883.]

Preamble

WHEREAS Hugo B. Rathbun, Edward Wilkes Rathbun and Frederick S. Rathbun have, by their petition, represented that they are now carrying on business as lumber manufacturers, lumber, timber and general merchants, millers, common carriers, ship and vessel owners, ship and vessel builders, also as general manufacturers and general dealers; and whereas the said Hugo B. Rathbun and Edward Wilkes Rathbun are the principal partners in the said business; and whereas the death of either the said Hugo B. Rathbun or Edward Wilkes Rathbun would cause great embarrassment to the said business, and therefore the said parties desire to become incorporated, with power to extend the said business and to increase the capital invested therein; and whereas they have prayed that an Act may be passed for that purpose, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. Hugo B. Rathbun, Edward W. Rathbun, Frederick Sherwood, Rathbun, Herbert Burt Rathbun, Louise Rathbun,

bun, and such other persons as may hereafter become shareholders in the Company to be hereby constituted, are hereby incorporated under the name of "The Rathbun Company," hereinafter called the Company.

Corporate name.

2. The capital stock of the Company shall be one million of dollars, divided into one thousand shares of one thousand dollars each, with power, by resolution of the shareholders, to increase the said capital stock to two millions five hundred thousand dollars, the shares in all cases to be one thousand dollars each; but no such increase of the capital stock shall be made without a two-thirds vote of the shareholders of the Company given at a meeting of shareholders specially called for the purpose of increasing the capital stock.

Capital stock and shares.

Proviso; as to increase.

3. The Company shall have power to carry on the business of general merchants (including the purchase and sale of timber and lumber), general manufacturers, millers, common carriers, wharfingers, warehousemen, ship and vessel builders and owners; also to hold shares in any navigation company, railway company or other corporation, and to sell or dispose thereof in the usual course of business; also to own and run steam and other vessels between any part or place in Canada and any other part or place in Canada, or the United States of America, or elsewhere; also to hold licenses from the Crown to cut timber and to acquire and sell any such licenses as they, in the course of their business, may think expedient; also to buy, hold or sell lands or any interest therein, as may be requisite for the carrying on of their business and for the purposes of the Company; and generally shall have all the powers of general merchants and dealers, general manufacturers, carriers, warehousemen, and ship and vessel builders and owners, and such as are necessary to enable them properly and conveniently to carry on their said business.

Powers and business of the Company

Owning and running ships.

General powers for business.

4. The Company shall be managed by a board of not less than three nor more than five directors; and the first directors of the Company shall be Hugo B. Rathbun, Edward W. Rathbun and Frederick S. Rathbun.

Board of Directors.

5. The Company may purchase and take over all the business of the co-partnership carried on under the name of "H. B. Rathbun and Sons," in all its branches, and may pay therefor, in paid up shares in the capital stock of the Company, such price as they may deem best; and they may purchase and take over the whole of the estate, real and personal, stock, plant and property whatsoever and wheresoever situate, of the said firm and subject to all the rights and obligations now upon or pertaining thereto, and may pay the members of the said firm therefor in paid up shares

A certain business and property may be purchased by the Company.

Effect of such purchase. shares in the capital stock of the Company; and on so acquiring the said business and property, the Company shall have all the rights and remedies and be subject to all the obligations in respect thereof, that the said firm have or are liable to in respect of the said business and property at the time of the said purchase and the transfer to the Company.

Head office of the Company.
 Proviso: every office of the Company to be a domicile thereof.

6. The principal place of business of the Company shall be at Deseronto, in the Province of Ontario; but every office in Canada at or in which the Company transacts its business, or any portion thereof, shall be deemed to be a domicile of the Company; so that if any cause of action or suit shall arise against the Company within the Province or Territory in which such domicile is situate, service of any writ or process in such action or suit may be validly made upon the Company at such domicile by delivering the same to the person then in charge of such place of business: Provided that the domicile of the Company in the Province of Ontario shall be at Deseronto.

Proviso: as to domicile in Ontario.

General business powers.

7. The Company may, in the course of buying and selling, take or give mortgages for purchase money, or take mortgages on real or personal property in the course of their business and as circumstances may require, and generally may do all things requisite for the proper and efficient management of the said business, as if their business was carried on by private individuals.

Application of 32, 33 V., c. 12, to the Company.

8. "*The Canada Joint Stock Companies Clauses Act, 1869*," shall, except so far as inconsistent with the express provisions of this Act, be incorporated herewith.

CHAP. 90.

An Act to incorporate the Davis and Lawrence Company.

[Assented to 25th May, 1883.]

Preamble.

WHEREAS William Van Duzen Lawrence, John Stephen Bates, Jonathan Newton Harris, John Wyeth, F. H. Wyeth, E. T. Dobbins and Horace Seymour Bloodgood have, by their petition, represented that they intend to establish in the Dominion a manufactory, on a large scale, of various articles, to trade therein throughout the Dominion and to establish an export trade therein with South America, and have prayed to be incorporated for those purposes under the name of the Davis and Lawrence Company upon the conditions provided for in the "*Canada Joint Stock Companies*

panies Clauses Act, 1869," save and except as to the residence and nationality of the Directors of such Company; and whereas it is expedient to grant the prayer of such petition; Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The said persons, and such other persons as shall hereafter be associated with them, are hereby incorporated under the name of the "Davis and Lawrence Company." Incorporation and corporate name.

2. The capital of the said Company shall be five hundred thousand dollars in shares of one hundred dollars each. Capital and shares.

3. The said Company shall have power to manufacture throughout the Dominion of Canada pharmaceutical, proprietary and chemical preparations, soaps, and toilet and other fancy articles, and to deal therein throughout the Dominion of Canada, and to establish an export trade therein. Business of the company.

4. The persons named in the preamble of this Act shall be the provisional Directors of the Company, with power to open stock books and receive subscriptions of stock therein; and as soon as one-half of the stock of the Company shall have been subscribed, and ten per centum thereof paid up and deposited to the credit of the Company in some chartered bank in Canada, the provisional Directors shall call a meeting of the subscribers for the election of five Directors who shall be the first Directors of the Company; and, provided that the chief executive officer of the Company be a British subject resident in the Dominion of Canada, it shall not be necessary that the majority of the Directors shall be British subjects, or that they shall reside within the Dominion of Canada. Provisional directors.
First general meeting for election of directors.
Except chief officer, directors need not be British subjects.

5. The chief place of business of the Company shall be at the City of Montreal, in the Province of Quebec, but the Company may establish other offices and places of business in other Provinces of the Dominion and elsewhere; but every office in Canada at or in which the Company transacts its business or any portion thereof, shall be deemed to be a domicile of the Company, so that, if any cause of action or suit shall arise against the Company within the Province or Territory in which such domicile is situate, service of any writ or process in such action or suit may be validly made upon the Company at such domicile by delivering the same to the person then in charge of such place of business. Head office and agencies.
Domicile of company.

6. Except as hereinbefore expressly otherwise provided, the "*Canada Joint Stock Companies Clauses Act, 1869*" shall apply to the Company hereby incorporated. 32, 33 V., c. 12 to apply.

CHAP. 91

An Act to incorporate the Dominion Phosphate and Mining Company.

[Assented to 25th May, 1883.]

Preamble.

WHEREAS the several persons hereinafter mentioned have, by their petition, represented that they have associated themselves, together with divers others, for the purpose of mining, smelting, manufacturing, warehousing and forwarding ores, metals, minerals and apatite or phosphate of lime in its various forms, and of manufacturing sulphuric acid, at various points within the Dominion of Canada, and have prayed for the passing of an Act to incorporate them for that purpose; and whereas it is expedient that the mineral resources of Canada should be developed, and the introduction of foreign capital for such purpose encouraged, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated.

1. George Henry Nicholls, of the City and State of New York, in the United States of America, manufacturing chemist, Charles Kyte, of the same place, Esquire, Alexander Fowler Riddell, of Montreal, accountant, William A. Allan, of Ottawa, merchant, and John H. Haycock, of the same place, engineer, together with all such other person or persons as shall become shareholders in the Company to be hereby incorporated, and their successors and assigns, shall be, and they are hereby created a body corporate and politic by the name of "The Dominion Phosphate and Mining Company," and the words "the Company" when used in this Act, signify the Company hereby incorporated.

Corporate name.

Capital and shares.

2. The capital stock of the Company shall be seventy-five thousand dollars, divided into seven hundred and fifty shares of one hundred dollars each.

Powers.

3 The Company shall have power and authority,—

Increase of capital.

1. At any special general meeting of the Company called for such purpose, to increase the capital stock thereof, from time to time as the wants of the Company may require, by a vote of not less than three-fourths of the value of the stock of the shareholders present in person, or represented by proxy, to an amount not exceeding one million dollars: Provided, that the Company shall not so increase the capital stock thereof until the whole of the original capital stock, or the capital stock existing at the date of such proposed increase,

Proviso.

crease, shall have been *bonâ fide* subscribed, and, at the least, ten per cent. thereof paid up,—saving, nevertheless, from the operation of this proviso such stock as may be issued under the provisions of sub-section two of the eighth section of this Act, and the powers thereby created; anything in this Act contained to the contrary notwithstanding;

2. To carry on the business in the Dominion of Canada **Mining, &c.** of exploring for and mining gold, silver, coal, copper, lead, apatite or phosphate of lime, and all other precious and baser minerals, metals and ores;

3 To manufacture and smelt any of the aforesaid products, to ship, forward and sell the same, either in a crude or manufactured form, to manufacture sulphuric acid and to acidulate phosphate of lime and otherwise utilize the same for the purpose of reducing and smelting ores, within the said Dominion or elsewhere, and for such purposes to establish works and factories; **Manufacturing and smelting.**

4. To charter vessels of a suitable kind, and employ the same for the transport and carriage of the minerals and products, either in a crude or manufactured form, of the Company or of any other person or persons, between such points in the Dominion, in the United States and in Europe, as the Directors of the Company shall deem expedient, and to own, lease or hire all kinds of railway rolling stock and employ the same as aforesaid at and between such points in the Dominion and United States as the Directors shall see fit; **Vessels.**

5. To acquire, purchase, lease and own such wharves, docks, warehouses and storage ground as may be necessary for its purposes, and to charge and collect on all minerals and products aforesaid, placed in the custody of the Company by any other person or persons for the purpose of storage or carriage, a fair remuneration, and to have a lien thereon for the same; **Wharves and warehouses.**

6. To purchase, lease, take, own and hold under any legal title, either in the name of the Company or in the name of a trustee or trustees for the Company, for them, their successors or assigns, such lands, premises, mining locations, limits and rights as shall be necessary for the purposes of the Company and to work and develop such mines and mineral deposits as may be thereon; **Real estate.**

7. To purchase, import and keep in store and on sale at the Company's said mines or works all necessary merchandise and supplies suitable to the requirements of the workmen and employees of the Company, and to sell the same. **Purchase and sale of goods.**

Directors and their powers duties and qualification.

4. The affairs of the Company shall be administered by a Board of not less than three nor more than nine Directors, as the Company may, by by-law, appoint,—such Directors being severally the holders, throughout their term of office, of not less than twenty shares of stock, and not in arrear in respect of any call thereon,—whereof at least one Director shall, at all times, be a person resident in Canada and a British subject; and the three persons, whose names are firstly herein mentioned, shall be the first or provisional Directors of the Company, and shall have power to open stock books, receive subscriptions of stock, and deposit in any chartered bank all moneys received by them on the Company's behalf, and to call a meeting of the shareholders, as hereinafter provided, for the election of Directors, pursuant to the provisions of this Act, in the place and stead of the said provisional Directors.

Provisional directors.

Head office.

5. The head office of the Company, at which the meetings of the Company may be held, shall be at any place in the Dominion of Canada which may be fixed by by-law of the Company; but every office in Canada in which the Company transacts business shall, for all purposes, be deemed to be a domicile of the Company.

Domicile.

First general meeting of shareholders and proceedings thereat.

6. When and so soon as the capital stock shall have been subscribed and at least ten per cent. paid up thereon, the provisional Directors shall call a general meeting of the subscribers to such capital stock at the City of Montreal, (notice of such meeting and of the time and place thereof to be given by advertisement in the *Canada Gazette* and in some newspaper published in the City of Montreal, for at least two weeks); and at such meeting the shareholders may pass by-laws and rules for the government of the Company and its affairs, and shall proceed to the election of Directors, who, upon election, shall take the place of the provisional Directors.

By-laws.

Equal rights of shareholders.

7. Aliens as well as British subjects, and whether resident in the Dominion of Canada, or elsewhere, may be shareholders of the Company, and hold office therein.

Special powers of directors.

8. The Directors of the Company after obtaining the sanction of at least three-fourths in number, and a majority in value of the stock of the shareholders, at a special general meeting to be called for such purposes, whenever it may be deemed advisable by the Directors, shall have power, from time to time,—

To borrow money and issue bonds.

1. To borrow for the purposes of the Company, either in the Dominion of Canada or elsewhere, such sums of money, not exceeding in all the amount of the paid up capital stock of the Company, as may be necessary for the carrying out of the objects of the Company, and at such rates of interest as they may deem

deem proper, and to issue bonds, debentures and other securities for the sums so borrowed, and to make the same payable either in Canada or elsewhere, as may be thought advisable, and to sell the same at such prices as may be deemed expedient, and to hypothecate, mortgage or pledge all or any of the property, real or personal, and the revenues of the Company, for the payment of the said sums and interest thereon: Provided, that no such issue and hypothecation, mortgage or pledge as aforesaid, shall be allowable or effected until such time as the amount of the capital stock of the Company, existing and assessable at the date of such proposed issue, shall have been fully allotted and paid up ;

Proviso.

2. To purchase such mines or other property, real or personal, as may be requisite for the purposes and business of the Company and to issue paid up stock in the Company in whole or in part payment therefor ; and such paid up stock shall be free from all calls whatsoever and from all claims and demands on the part of the Company, or of the creditors thereof, to the same extent as though the amount of such stock had been regularly called in by the Company and paid in full by the holder thereof ; and the certificates issued by the Company for such stock shall have legibly stamped upon the face thereof the words "issued for property purchased;" and in all published statements or reports of or respecting the Company, such stock shall be reported and referred to as paid up stock issued for property purchased, and not as ordinary assessable stock.

To buy mines and real estate and pay in stock.

Form of certificates of such stock.

9. The provisions of the "*Canada Joint Stock Companies' Clauses Act, 1869*," except in so far as they are inconsistent with those of this Act, and except the provisions contained in sections seven, eight, nine and eighteen, respectively, of the said Act (which sections shall not be incorporated with this Act), shall apply to the Company hereby incorporated.

32, 33 V., c. 12 to apply.

CHAP. 92.

An Act to incorporate the Quinze Pier, Boom and Improvement Company.

[Assented to 25th May, 1883.]

WHEREAS Allan Grant, George Taggart, W. G. Mc-Vicar, Fred. Fraser and James Tackle have, by their petition, prayed for the passing of an Act to incorporate a Company under the name of the "Quinze Pier, Boom and Improvement Company," for the purpose of saving drifted

Preamble.

or

or escaped timber, logs and lumber, and to secure the same for the rightful owners, and of constructing commodious and secure booms, piers and other works which will be beneficial to the timber and lumber trade on the River Ottawa and its tributaries above Lake Temiscamingue, and for granting the powers necessary to carry out the undertaking, and it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated.

1. Allan Grant, George Taggart, W. G. McVicar, Fred. Fraser, James Tackle, and all such other person or persons as shall, from time to time, subscribe for and be possessed of any share or shares in its capital stock, are hereby constituted a body corporate by the name of the "Quinze Pier, Boom and Improvement Company," hereinafter called the Company, with power to purchase, acquire and hold such real estate as may be necessary for the purposes of this Act, and the same to sell, convey or exchange, as they shall see fit; and to acquire and hold all such piers, booms, vessels, boats, matters and things as may be deemed by them necessary to use and employ in and about the said River Ottawa and the tributaries thereof, in and about the prosecution of their undertakings.

Corporate name and general powers.

Power to attach booms to the shore of river Ottawa.

2. The Company shall have power at such separate and distinct points on the River Ottawa at which it may be necessary to attach the said booms to the shore of or islands in the said river, between Lake Temiscamingue and the foot of Lake Des Quinze on the said river (first having obtained a formal approval by the Governor in Council of their selection of such points), to acquire at each of such points a parcel of land extending for a distance not exceeding five hundred feet along the margin of the river, and extending back from the said river for a distance not exceeding fifty feet from high-water mark; and in case the owner or owners of any of the said parcels of land and the Company shall be unable to agree upon the price or consideration to be paid or given therefor, then all questions between the parties touching compensation or damages shall be settled or determined by arbitration in the manner provided by "The Consolidated Railway Act, 1879," for the appropriation of lands by railway companies; and the powers and provisions contained in the clauses of the said Railway Act relating to lands and their valuation, shall, so far as applicable, extend to the Company, in order to enable them to acquire, in a compulsory manner, such parcels of land as aforesaid: Provided always, that the compulsory powers herein granted shall be exercised within three years from the passing of this Act, and not after.

And acquire real estate for that purpose.

Arbitration in case of non-agreement with owners.

42 V., c. 9.

Provide: limitation of time as to exercise of powers.

Plans to be submitted to

3. Before the Company shall proceed with the construction of their booms, piers and works, and of any alteration or enlargement

enlargement thereof, plans and specifications of the same, and of any proposed amendments thereof, shall be made and submitted to and approved of by the Minister of Public Works for the time being; and all such booms, piers and works shall be subject to be removed by the Company immediately after notice from the Department of Public Works that such removal is ordered by the Minister.

Minister of
Public Works

Powers re-
served to him.

4. The capital stock of the Company shall be fifty thousand dollars, divided into five hundred shares of one hundred dollars each, and after one month's notice in the *Canada Gazette*, a book shall be opened at the chief place of business of the Company, in which any person may subscribe for shares of the said capital stock; and in case a larger number than five hundred shares shall be subscribed for, then there shall be an allotment of shares among the subscribers, so that no subscriber shall be excluded. Ten per cent. shall be paid up before the Company shall go into operation; and in default of payment of any call duly made, the unpaid stock in respect of which a shareholder is in default shall be recoverable by the Company in an action of debt against such defaulting shareholder.

Capital stock
and shares,
and allotment
thereof.

Payment of
stock.

5. The business and affairs of the Company shall be managed by a Board of five Directors, who shall choose one of their number to be President of the Company, who, as chairman, shall have the casting vote at all meetings of the Board, in case of an equality of votes, in addition to his individual vote as a Director.

Board of
directors.

Casting vote.

6. The said Allan Grant, George Taggart, W. G. McVicar, Fred. Fraser, and James Tackle shall be the first Directors of the Company, and they shall hold office until their successors are appointed in accordance with the by-laws to be passed by the shareholders.

Provisional
directors.

7. The shareholders shall have power, at a general meeting, to enact by-laws to provide for and regulate the payment of calls on the capital stock, the election of the Directors, the transfer of shares in the capital stock, the forfeiture or sale of the same in case of non-payment of calls, and for regulating the affairs and business of the Company, as they may deem proper, and to alter, amend and repeal such by-laws as they may see fit.

By-laws may
be made for
certain pur-
poses.

8. The chief office of the Company shall be in the City of Ottawa.

Head office.

9. The Company shall have power so long as the said works are maintained in an efficient state, to levy and collect tolls, dues and charges on all saw-logs, timber and lumber, which may have come into their possession by reason of the existence

Tolls may be
collected.

Approval by Governor in Council required for tariff.

Proviso: as to rafts driven into the company's works by stress of weather.

existence of the Company's works, or the exercise of any of the powers under this Act, upon such tolls, dues and charges being first approved by the Governor in Council, and upon publication thereof in the *Canada Gazette*; and the Governor in Council may, from time to time, alter and amend such tariff of dues, tolls and charges; and the Company shall hold a lien for such tolls, dues and charges on the timber, lumber and saw-logs in respect of which the same are chargeable: Provided always, that in case of rafts or cribs of timber, by storm or stress of weather, or other unavoidable cause, lodging in the booms or works of the Company, the owners of such rafts or cribs shall be at liberty to remove the same from the said works without charge, save and except for wilful and unnecessary damages to the Company's works; but the owners of such rafts or cribs shall be bound to move such cribs or rafts with due diligence, within the working season, after such lodging, failing which the said timber shall be subject to the tolls, dues and charges authorized by the said Order in Council.

Works open to public.

10. The said works shall be open to the use of the public at all reasonable times on equal terms.

Time for commencement and completion.

11. The Company shall commence the said works within two years and complete the same within five years from the date of the coming into force of this Act.

Power to Government to assume the works.

12. If it should be found expedient in the public interest, the Governor in Council may assume the works or any portion of the works of the Company upon payment to the Company of the then actual value thereof, as ascertained (in case of disagreement) by the official arbitrators of the Dominion.

CHAP. 93.

An Act to amend and continue in force the Act incorporating the Grafton Harbor Company and for other purposes.

[Assented to 25th May, 1883.]

Preamble.

WHEREAS the Grafton Harbor Company have, by petition, represented that for some years past Charles Eldon Ewing, Esquire, the President of the said Company, has been sole owner and assignee of the capital stock of the said Company and has recently sold and assigned to Josias Gillard, J. J. Johnson, William Hargraft and Alexander R. Hargraft sufficient shares of the said capital stock to enable and

and qualify them to be elected and act as Directors of the said Company, and that it is intended to acquire and use with the said Harbor additional lands and to extend the operations of the said Company; and whereas it has been further represented by the said petition that doubts have arisen as to the existence of the said corporation, and the petitioners have prayed that the said doubts may be removed, and that the Company may be empowered to acquire such additional lands and extend the operations of the said Company; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Company shall hereafter be known as, and called **Corporate name.** "The Grafton Harbor Company;" and the Act incorporating the said Company is declared to be in full force and effect.
2. The said Charles Eldon Ewing, Josias Gillard, J. J. Johnson, William Hargraft, and Alexander W. Hargraft, are hereby declared to be the Directors of the said Company until others are chosen and elected in their stead, pursuant to the provisions of the said Act. **Provisional directors.**
3. The said Company shall be and they are hereby authorized to acquire and hold such additional land as may be required for the business of the Company. **Additional land may be acquired.**
4. The capital stock of the Company shall, for that purpose and to enable the Company to extend its operations, be increased by the sum of ten thousand dollars. **Capital may be increased.**
5. The number of directors shall hereafter consist of not less than three nor more than five. **Number of directors.**

CHAP. 94.

An Act to grant certain powers to the Acadia Powder Company,

[Assented to 25th May, 1883]

WHEREAS the Acadia Powder Company, (limited), a **Preamble.** body corporate and politic, incorporated by special Acts of the Province of Nova Scotia, thirty-second Victoria, chapter sixty-three, and forty-third Victoria, chapter fifty-one, is desirous of extending its operations and of carrying on business in different parts of the Dominion of Canada, **32 V., (N.S.), c. 63. 43 V., (N.S.), c. 51.**

and has by petition prayed for the passing of an Act of the Parliament of Canada for that purpose ; and whereas it is advisable and expedient to grant the prayer of the said petition : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

Certain business may be carried on throughout Canada.

1. It shall be lawful for the said Acadia Powder Company to carry on the business of manufacturing, making, selling and otherwise dealing in blasting powder, gunpowder, nitroglycerine, dynamite and any and all other explosive substances and materials, in whatsoever form or shape the same shall be put up and manufactured, and to do all things necessary or incidental thereto in any and all parts and places within the limits of the Dominion of Canada, as the said Company may, by by-law, determine.

Head office.

2. The head office and principal place of business of the said Company shall be at such place within the Dominion of Canada as may be from time to time established by by-law.

Every office of the company to be deemed a domicile thereof.

3. Every office in Canada at or in which the said Company transacts its business or any portion thereof, shall be deemed to be a domicile of the Company ; so that if any cause of action or suit shall arise against the Company within the Province or Territory in which such domicile is situate, service of any writ or process in such action or suit may be validly made upon the Company at such domicile, by delivering the same to the person then in charge of such place of business

CHAP. 95.

An Act to amend "An Act to incorporate the Missionary Society of the Wesleyan Methodist Church in Canada."

[Assented to 25th May, 1883.]

Preamble.

25 V., c. 117 ½

WHEREAS the Missionary Society of the Wesleyan Methodist Church in Canada have prayed that the Act of the Dominion of Canada, passed in the Session held in the thirty-fifth year of the reign of Her Majesty Queen Victoria, chapter one hundred and seventeen, intituled "An Act to incorporate the Missionary Society of the Wesleyan Methodist Church in Canada," may be amended so as to change the corporate name to "The Missionary Society of the

the Methodist Church of Canada," and to repeal section three of the Act of incorporation of the said Society, and enact in lieu thereof that the said Society may receive by voluntary conveyance, and purchase and hold and convey such real estate as the purposes of the said Society shall require, so that, however, the annual value of the said real estate shall not, at any time, exceed the sum of one hundred thousand dollars; and to repeal section six of the said Act, and enact in lieu thereof that the said Society shall be capable of taking, holding, or receiving any real or personal estate by virtue of any devise, so that, however, the annual value of such real estate shall not exceed the sum of fifty thousand dollars; and to empower the said Society to loan money on mortgage, for the erection or maintenance of colleges, schools, churches and parsonages, or otherwise, as the Board may direct; and it is expedient to grant the prayer of the said petitioners: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. From and after the passing of this Act the name of the said Society shall be "The Missionary Society of the Methodist Church of Canada," instead of "The Missionary Society of the Wesleyan Methodist Church in Canada," and section one of the said Act of incorporation is hereby amended accordingly: Provided however, that the said alteration of name shall not affect the rights or obligations of the said Society, and all proceedings may be continued or commenced by or against the said Society in its new name.

Name of society changed.

Proviso: rights and obligations not affected.

2. Section three of the said Act of incorporation is hereby repealed, and the following substituted in lieu thereof:—

Section 3 of Act repealed.

3. The said Society may receive voluntary conveyances of, and may purchase, hold, and convey such real estate, as the purposes of the said Society shall require, but the clear annual value of the said real estate shall not, at any time, exceed the sum of one hundred thousand dollars."

New section as to real estate.

3. Section six of the said Act of incorporation is hereby repealed, and the following substituted in lieu thereof:—

Section 6 of Act repealed.

6. The said Society shall be capable of taking, holding, and receiving any real or personal estate by virtue of any devise contained in any last will or testament of any person whatsoever, but the clear annual value of such real estate shall not exceed the sum of fifty thousand dollars: Provided always, that such devise of real estate shall be subject to the laws respecting devises of real estate to religious corporations which are in force at the time of such devise in the Province or Territory in which such real estate is situate."

New section as to devises.

Proviso.

Disposal of real estate not required for use.

4. The Society shall, within ten years after acquisition of any real estate, dispose of such real estate as is not required for the use and occupation, or other like purposes, of the Society.

Investment of funds of the society.

5. The said Society shall have power to make advances, by way of loan or otherwise, out of any of its funds not required to meet ordinary expenses and disbursements, to assist in the erection or maintenance of colleges, schools, churches, parsonages or otherwise, as the General Committee or other governing body of such Society may direct; and may take or hold any real or personal estate, or securities thereon, mortgaged or assigned to it to secure payment of such loan, or to secure payment of any debts or demands due to the said Society, and may proceed on such mortgages, assignments, or other securities, for the recovery of the money thereby secured, either at law or in equity, or otherwise; and generally may pursue the same course, exercise the same powers, and take and use the same remedies to enforce the payment of any debt or demand due to the Society as any individual or body corporate may, by law, take or use for a like purpose.

General powers.

Society may purchase and sell certain securities.

6. The said Society may, for the purpose of investment, purchase mortgages upon real estate, debentures of municipal or public school corporations, or Dominion or Provincial stock or securities; may re-sell any such securities as to it may seem advisable, and for that purpose may execute such assignments or other instruments as may be necessary for carrying the same into effect; and for such purposes of investment, may make advances to any person or persons or body corporate upon any of the above-mentioned securities, at such rate of interest, not exceeding eight per centum per annum, as may be agreed upon: Provided however, that nothing in this Act contained shall be construed to limit the power of such Society to make such investments of its capital or surplus income which it would otherwise have by virtue of its corporate existence.

Proviso: as to other investments.

Borrowing powers of society.

7. The said Society shall have power to borrow any sum or sums of money from banks or other corporations, or from private persons, as, in the opinion of the General Committee or other governing body of the said Society, may be required for the purposes thereof; and may, under the direction of the said General Committee or other governing body, hypothecate, mortgage, or pledge so much of the real or personal property of the said Society as may be necessary to secure any sum or sums of money so borrowed.

Interpretation and repeal.

8. The said Act of incorporation and this Act shall be read together as one Act, and any provisions in the said Act of incorporation inconsistent with the provisions of this Act are hereby repealed.

CHAP. 96.

An Act to incorporate "Les Révérends Pères Oblats de Marie Immaculée des Territoires du Nord-Ouest."

[Assented to 25th May, 1883.]

WHEREAS the Right Reverend Vital Grandin, Roman Catholic Bishop of the Diocese of St. Albert, in the North West Territories, on behalf of the Association of Ecclesiastics known as "Les Révérends Pères Oblats de Marie Immaculée des Territoires du Nord-Ouest," has by his petition represented that the said Association, of which he is a member, has existed for several years in the said North-West Territories, having for its object the establishing and carrying on of missions, the erection and conduct of schools, colleges, churches, orphanages and hospitals for the benefit of Indians and others, and that the said Association now has in operation in the said North-West Territories several schools, missions, colleges, churches, orphanages and hospitals, and proposes to establish and carry on others; and whereas the members of the said Association have, by the said petition, presented in their name, prayed that their said Association may be invested with corporate powers, and it is expedient to grant their prayer: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. The said Right Reverend Vital Grandin, Roman Catholic Bishop of St. Albert, Albert Lacombe, Joseph Jean Lestang, Hypolyte Leduc and such other persons as now are members of the said Association of Ecclesiastics in the North West Territories, or shall hereafter become members thereof, shall be and they are hereby constituted and declared to be a body politic and corporate by the style and title of "Les Révérends Pères Oblats de Marie Immaculée des Territoires du Nord-Ouest," hereinafter called the Corporation.

Certain persons incorporated.

Corporate name.

2. All lands, tenements and hereditaments and property, real and personal, and all schools, colleges, churches, orphanages and hospitals, now belonging to and used, held, occupied and possessed or enjoyed by the said Association, shall be and the same are hereby declared to be vested in the Corporation for the purposes thereof.

Certain property vested in the corporation.

3. The Corporation may, from time to time, and at all times hereafter, acquire and hold as purchasers, for the general purposes of the Corporation, any lands, tenements or hereditaments and personal property in the North-West Territories, and the same or any part thereof from time to time may sell or exchange, mortgage, lease, let, or otherwise dispose of, and with

Provisions as to real estate.

with the proceeds arising therefrom from time to time acquire other lands, tenements and hereditaments and other property, real or personal, for the use and purposes of the Corporation :
Proviso. Provided, that the annual revenue of the real estate held by the Corporation shall not at any one time exceed fifty thousand dollars calculated at four per cent per annum upon the value of the said immovable property : And provided also,
Proviso : for disposal of estate not required for use. that the corporation shall, within ten years after its acquisition of any such real estate, sell or otherwise dispose of and alienate so much of such real estate as is not required for the use and occupation or other like purposes of the corporation.

Application of revenue.

4. The revenues, issues and profits of all property, real or personal, held by the Corporation shall be appropriated and applied solely to the maintenance of the members of the Corporation and of the institutions carried on by the Corporation, and the construction and repair of buildings and the acquisition of property, real and personal, requisite for the purposes of the Corporation, and for the advancement of education and religion, and for the purposes of charity and benevolence.

By-laws may be made and amended.

5. It shall be lawful for the Corporation to make by-laws, rules, orders and regulations, not contrary to the laws of Canada, for the government and proper administration of the affairs and property of the Corporation, and to repeal and amend the same from time to time.

Head office and domicile.

6. The domicile and head office of the Corporation shall be at St. Albert or such other place in the North-West Territories as may, from time to time, be determined by the by-laws of the Corporation.

Officers and agents.

7. The Corporation shall have power to appoint such officers, agents, attorneys and administrators of the Corporation as may, from time to time, be deemed necessary, and also to remove such officers, agents, attorneys and administrators at pleasure : Provided, that until others shall be elected, the present officers of the Association aforesaid shall be those of the Corporation constituted by this Act.

Proviso : as to present officers.

Non-liability of members.

8. Nothing herein contained shall have the effect or be construed to have the effect of rendering all or any of the several persons hereinbefore mentioned, or all or any of the said members of the Corporation, or any other person whatsoever, individually liable or accountable for or by reason of any debt or obligation incurred or entered into for or on account of the Corporation, or for or on account or in respect of any matter or thing whatsoever relating to the Corporation.

9. Nothing herein contained shall affect or be construed to affect the rights of Her Majesty, her heirs or successors, or any other person or persons or of any body politic or corporate. Certain rights saved.

10. The Corporation shall, at all times, when required, make a full return of all property, real and personal, held by it, with such details and information as may be demanded by the Governor or either House of Parliament. Returns to Parliament

CHAP. 97.

An Act to incorporate the Board of Management of the Church and Manse Building Fund of the Presbyterian Church in Canada, for Manitoba and the North-West.

[Assented to 25th May, 1883.]

WHEREAS the persons hereinafter named at present constitute under the general regulations adopted by the General Assembly of the Presbyterian Church in Canada in June, one thousand eight hundred and eighty-two, the Board to administer the Church and Manse Building Fund for Manitoba and the North-West; and whereas the said Board find great inconvenience arising from want of corporate powers, and having been empowered by the said General Assembly of the said "The Presbyterian Church in Canada" to petition the Parliament of Canada for incorporation, have so done; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— Preamble.

1. The Reverend Charles Bruce Pitblado, of Winnipeg, the Reverend Allan Bell, of Portage la Prairie, the Reverend James Robertson, of Winnipeg, the Reverend Daniel Minor Gordon, of Winnipeg, Duncan McArthur, of Winnipeg, John Farquhar Bain, of Winnipeg, George Duncan McVicar, of Winnipeg, the Reverend William Cochrane, D.D., of Brantford, Ontario, and the Reverend Robert H. Warden, of Montreal, and their successors to be appointed in manner as hereinafter mentioned, are hereby constituted and declared to be a body corporate and politic under the name of "The Board of Management of the Church and Manse Building Fund of the Presbyterian Church in Canada for Manitoba and the North-West," hereinafter called the Corporation. Certain persons incorporated.

Corporate name.

Objects of incorporation.
Funds and their application.

2. The object of the said incorporation is to enable the said Board to hold and possess funds that may be acquired by them by subscription or otherwise for the purchasing and holding of real estate, and for the purchase and erection of churches and manses and buildings, and for the maintenance of the same, for the uses and purposes of the Presbyterian Church in Canada, in Manitoba and the North-West; and also for the purpose of loaning moneys held by them on the security of real estate or otherwise as to them may seem best; and also for the purpose of acquiring, holding and receiving property for the use or uses of any particular congregation or congregations, or mission station or stations in connection with the said church.

Property for special purposes.

Constitution of corporation may be varied.

3. The General Assembly of the Presbyterian Church in Canada shall have the power at any time to vary the constitution of the Corporation and shall have power to alter, vary, add to or repeal the provisions of its constitution, provided such alteration, variation or addition shall not be inconsistent with the limitations comprised in this Act and the laws in force in the Dominion of Canada; and a certified copy of such constitution under the seal of the Corporation, and signed by the Secretary thereof, shall be received in all courts as *prima facie* evidence of such constitution; and the said General Assembly shall further have power to appoint successors to the members of the Corporation hereby constituted, and to fill all vacancies in the Board according to its general rules and regulations.

Copy to be evidence.

Appointment of members of the corporation.

Powers of the corporation as to real and personal estate.

4. The Corporation and their successors may, by the name of the Board of Management of the Church and Manse Building Fund of the Presbyterian Church in Canada for Manitoba and the North-West, have, acquire and hold moneys, promissory notes, bank stocks and public securities, and lend the moneys now held by the Board or which may hereafter be acquired, on the security of real estate, or otherwise, as to them may seem best, and at such rate of interest as they may deem advisable, and may also purchase or erect churches, manses and buildings in the Province of Manitoba and the North-West, and may maintain the same for the uses and purposes of the Presbyterian Church in Canada; and also for the purpose of acquiring, holding and receiving property for the use or uses of any particular congregation or congregations, or mission station or stations in connection with the said church; and may make, sign, seal and deliver any deed or deeds, mortgage or mortgages under their corporate seal for the purpose of securing the titles thereto, and may sell and dispose of such land, churches, manses and buildings so acquired by them: Provided that the Corporation shall, within ten years after acquisition of any real estate, dispose of such real estate as is not required for the

Proviso:

use and occupation, or other like purposes, of the Corporation.

5. The Corporation shall have power to pass by-laws for the transaction of business, and to provide for such other matters as may be necessary or expedient in the interests of the Corporation, subject to the aforesaid limitations. By-laws may be made.

6. The ordinary place of meeting of the Corporation shall be at the City of Winnipeg, in the Province of Manitoba,— every meeting to be called by the Secretary to be appointed by the Corporation. Meetings, where held and how called.

CHAP, 98.

An Act to amalgamate the Presbyterian Ministers' Widows' and Orphans' Fund in connection with the Presbyterian Church of the Lower Provinces, and the Widows' and Orphans' Fund of the Presbyterian Church in the Maritime Provinces, in connection with the Church of Scotland, and to create a corporation to administer such funds.

[Assented to 25th May, 1883.]

WHEREAS by petition it hath been represented that by chapter fifty-seven of the Acts of the Province of Nova Scotia, passed in the twenty-eighth year of Her Majesty's reign, intituled "*An Act to incorporate the Trustees of the Presbyterian Ministers' Widows' and Orphans' Fund,*" certain persons were created a body corporate for the purposes mentioned in the said Act, which said corporation was by the said Act made subject to the control of the Synod of the Presbyterian Church of the Lower Provinces of British North America, and certain sums of money are now vested in the said Trustees for the benefit of the widows and orphans of the ministers of the said church; and that in the year of Our Lord one thousand eight hundred and seventy-four the Synod of the Presbyterian Church of the Maritime Provinces in connection with the Church of Scotland, created a fund for the benefit of the widows and orphans of the ministers of the said church, which fund was designated "*The Widows' and Orphans' Fund of the Presbyterian Church of the Maritime Provinces in connection with the Church of Scotland,*" and the said fund is now vested in and held by James J. Bremner and George Mitchell, of the City of Halifax, merchants, as trustees thereof for the purposes aforesaid; and that the said two Synods together with the Preamble.
28 V. (N.S.),
c. 57.
Synod

38 V. (N.S),
c. 100.

Synod of the Presbyterian Church of Canada in connection with the Church of Scotland and the General Assembly of the Canada Presbyterian Church, have united together and have formed one body or denomination of Christians under the name of "the Presbyterian Church in Canada;" and that by chapter one hundred of the Acts of the Province of Nova Scotia passed in the thirty-eighth year of Her Majesty's reign, intituled "*An Act concerning the Presbyterian Church of the Lower Provinces of British North America,*" it was among other things enacted that the said Presbyterian Ministers' Widows' and Orphans' Fund should bear the same relation in all respects to the General Assembly of the Presbyterian Church in Canada that it then bore to the Synod of the Presbyterian Church of the Lower Provinces, and until such General Assembly should provide or otherwise direct, the said fund should be managed by the board then having charge thereof, and that such General Assembly should have power to unite the said fund with the fund held by any other of the said uniting churches for similar objects; and that at a meeting of the Synod of the Presbyterian Church of the Maritime Provinces in connection with the Church of Scotland, held on the tenth day of June in the year of Our Lord one thousand eight hundred and seventy-five and prior to the consummation of the said Union, it was (among other things) resolved that the committee having in charge the said Ministers' Widows' and Orphans' Fund in connection with such Synod should hold such fund in charge until the consolidation should take place of such Fund with the Widows' and Orphans' Fund of the other negotiating churches, and that the relation of ministers or congregations of the Presbyterian Church in the Maritime Provinces in connection with the Church of Scotland, who might defer entering or might not enter the United Church, should be similar in all respects to that of ministers and congregations who should become members of the United Church, it being understood that such ministers and congregations should comply with the terms of the constitution of such Fund; and that a scheme has been arranged and agreed upon by and between the committees or trustees having charge of the said respective funds, by which the same may be amalgamated and hereafter managed by one board, and such scheme, having been submitted to the General Assembly of the Presbyterian Church in Canada, such General Assembly approved of such scheme and authorized all necessary steps to be taken by legislation or otherwise to carry such proposed amalgamation into effect, and nominated the persons hereinafter named as the incorporators in any Act of Parliament that might be obtained for that purpose: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Reverend Allan Pollok, Doctor in Divinity, the Reverend George Patterson, Doctor in Divinity, the Reverend Duncan B. Blair, the Reverend Alexander Maclean, the Reverend James Maclean, the Reverend Thomas Sedgwick, the Reverend Edward A. McCurdy, the Reverend Robert Laing, James J. Bremner, Esquire, George Mitchell, Esquire, Howard Primrose, Esquire, and George Murray, Doctor of Medicine, and their successors, to be appointed in the manner hereinafter provided, shall be and they are hereby declared to be a body corporate and politic in name and in deed, by the name of 'The Trustees of the Ministers' Widows' and Orphans' Fund of the Synod in the Maritime Provinces of the Presbyterian Church in Canada,' for the purpose of maintaining and administering a fund for the support of the widows and orphans of Presbyterian Ministers. and by that name shall have perpetual succession and a common seal, with power to change, alter, break or make new the same as often as they shall judge expedient; and they and their successors by the same name may sue and be sued, implead and be impleaded, answer and be answered unto, in any court of record or place of judicature in Canada; and they and their successors by the name aforesaid shall be able and capable in law to purchase, take, have, hold, receive, enjoy, possess and retain all messuages, lands, tenements, money, goods, chattels and effects which have been or shall hereafter be paid, given, granted, purchased, appropriated, devised or bequeathed in any manner or way whatsoever, to, for and in favor of the said "The Trustees of the Ministers' Widows' and Orphans' Fund of the Synod in the Maritime Provinces of the Presbyterian Church in Canada," to and for the uses and purposes of such Corporation.

Certain persons incorporated.

Corporate name and general powers.

Power to hold property devised or bequeathed for the uses of the corporation.

2. At the close of the annual meeting of the General Assembly of the Presbyterian Church in Canada, all the members of the said Corporation shall retire, their places being supplied at such meeting by twelve persons who shall be then and there chosen for that purpose by such General Assembly, the retiring members being eligible for re-election: Provided however, that the General Assembly shall not appoint as a member of such Corporation, any minister who is not a contributor to the funds thereof, or any person who has not been previously nominated therefor by the Synod in the Maritime Provinces of the Presbyterian Church in Canada, or who is not a member of such Church; and if the General Assembly should, at any time, fail to appoint the members of the said Corporation, the old members shall continue to act until their successors are duly appointed.

Election of members of the corporation.

Proviso: as to qualification.

Provision in case of failure of election.

3. All the messuages, lands, tenements, moneys, goods, chattels, choses in action and effects now held, possessed or owned by, on behalf of, or in trust for the said "The Trustees of

Certain property transferred to and

of

vested in the corporation.

of the Presbyterian Ministers' Widows' and Orphans' Fund," and also all messuages, lands, tenements, moneys, goods, chattels, choses in action and effects now held, possessed, standing in the name of or owned by the said James J. Bremner and George Mitchell as trustees of "The Widows' and Orphans' Fund of the Presbyterian Church of the Maritime Provinces in connection with the Church of Scotland," or by any other person or persons for or on behalf of such Fund, are hereby transferred to and vested in the Corporation hereby created, subject however to any lien, charge, incumbrance or obligation that may exist on or in respect to the same or any part thereof; and the said Corporation are hereby declared to be entitled to ask, demand and receive from any person or persons holding the same all such property and effects as are hereby vested in or transferred to such Corporation; and the said two funds are hereby amalgamated, and shall henceforth continue to be one fund under the management and control of the Corporation created by this Act.

Funds amalgamated.

First meeting of members and election of officers.

4. Forthwith after the passing of this Act any four members of the said Corporation may call a meeting of the members thereof, at such time and place as they may see fit to appoint,—at which meeting the members of the said Corporation or the major part of such of them as shall be then and there present shall choose one chairman, one secretary and one treasurer, who shall hold their respective offices during the pleasure of the said Corporation; the same individual may be appointed to more than one office in the Corporation.

Proviso.

By-laws may be made for certain purposes.

5. The members of the said Corporation or the major part of such of them as shall be present at any general meeting duly convened shall, subject to the limitations hereinafter contained, have power and authority to frame and make by-laws, rules and orders touching and concerning the good government of the said Corporation and the income and property thereof, and the collection, administration, investment, application and management of the fund aforesaid and any other matter or thing which to them may seem fit or expedient for the effectual attainment of the objects of the said Corporation and the administration of its concerns, and for fixing, ascertaining and establishing the scales or rates of contribution to the said fund by the ministers or others entitled to contribute thereto under the provisions of this Act, and the scales or rates of annuities payable to the widows and orphans of such contributors; and also from time to time by such new by-laws, rules and orders as to them shall seem meet, to alter or repeal those so made as aforesaid; but all such by-laws, rules and orders so made shall be in force only when and after the same shall have been submitted to and approved of by the General Assembly of the Presbyterian Church

To be subject to approval of General Assembly.

Church in Canada and by the Synod of such Church in the Maritime Provinces.

6. All by-laws, rules or orders which may hereafter be made by the said Corporation in relation to persons already interested either as contributors or as annuitants in either of the two funds by this Act amalgamated, shall be subject to the following provisions, that is to say:—

By-laws to be subject to certain provisions.

1. Those ministers now contributing to the fund of the Ministers' Widows' and Orphans' Fund of the late Presbyterian Church of the Lower Provinces shall continue to pay the same amounts per annum as heretofore, that is to say: those in the first class, eight dollars, those in the second class twelve dollars, and those in the third class, sixteen dollars:

As to ministers contributing to first mentioned fund.

2. Those ministers now contributing to the said other fund who have been paying the ministerial rate of twelve dollars per annum, with a rate from their congregations, may continue to pay in the same manner, or if they prefer they may pay at the rate of sixteen dollars in lieu of both, and those who have been paying only the ministerial rate of twelve dollars may continue to pay at the same rate and shall be in the same position as those in the second class of the Presbyterian Ministers' Widows' and Orphans' Fund, but it shall be open to them, up to the first day of July next to join the higher class, paying thenceforward at the rate of sixteen dollars per annum:

And to secondly mentioned fund.

3. Widows and orphans now annuitants upon the Presbyterian Ministers' Widows' and Orphans' Fund shall (subject to such diminution as the Corporation hereby created may find it necessary hereafter to make) receive the following amounts per annum: widows in the first class, seventy-five dollars; widows in the second class, one hundred and twelve dollars and fifty cents; widows in the third class, one hundred and fifty dollars; if a widow be in the highest class she shall receive, in addition, for one child twenty dollars, for two children thirty-six dollars, for three children fifty dollars, and ten dollars for each additional child, and if she be in either of the other classes, in the same proportion. In the event of the decease of both parents, if there be one orphan the said Corporation shall pay for the benefit of such orphan two-thirds of the amount payable to widows in each class, and for the highest class, if there be two orphans, twenty-five dollars shall be added to the amount; if there be three, twenty dollars more, if there be four, seventeen dollars and fifty cents more; and twelve dollars and fifty cents for each additional orphan, and the other classes in proportion; to be continued in each case till they reach the age of eighteen years:

Amounts to be received by annuitants on first mentioned fund.

Orphans if both parents are dead.

And on
secondly
mentioned
fund.

4. Widows and orphans now annuitants upon the said other fund, receiving on account of both ministerial rates and congregational contributions, and those who may hereafter be annuitants upon the amalgamated fund entitled to receive on account of both, shall receive at the highest rate received by the widows and orphans of the other fund; and those only entitled to receive the rate allowed for ministerial contributions alone, shall hereafter receive at the same rate as widows and orphans in the second class of the said other fund :

As to other
matters.

5. In all other respects all connected with either fund shall be subject to the rules that may hereafter be adopted for the management of the amalgamated fund.

Statements to
be submitted.

7. It shall be the duty of the officers and members of the said Corporation, for the time being, to prepare annually, and to cause to be laid before the said Synod and General Assembly at their annual meetings, a full account of the receipts and disbursements of the said Corporation during the year next preceding such meetings, and also a general statement of its funds and property.

Certain rules
to be enforced
until by-laws
are made.

8. Until by-laws for the management thereof are framed and passed by the said Corporation and approved of by the said General Assembly and Synod, the proposed rules for the management of the said amalgamated fund agreed upon by the Joint Committee appointed to arrange the terms of such amalgamation, shall, so far as the same are not inconsistent with this Act, be the by-laws of such Corporation.

Inconsistent
enactments
repealed.

9. All provisions contained in any Act of the Legislature of Nova Scotia inconsistent with the provisions of this Act, relating to the said Presbyterian Ministers' Widows' and Orphans' Fund, are hereby repealed.

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