

No. 195.

2nd Session, 6th Parliament, 22 Victoria, 1859.

(PRIVATE BILL.)

BILL.

An Act to incorporate the People's Forwarding Company of Ottawa.

Received and read, first time, Wednesday, 23rd
March, 1859.

Second reading, Monday, 28th March, 1859

HON. MR. CAYLEY.

TORONTO :

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An Act to incorporate The People's Forwarding Company of Ottawa.

WHEREAS Robert Conroy, Joshua Smith, Walton Smith, John Supple, Preamble.
 J. B. Lewis, George E. White, William Morris, Samuel Huntingdon, Allan Gilmour, Frederick Marett, Robert Lyon, Levi Young, S. H. Macpherson, C. O'Kelly, Anthony Friel, James Mead, George Bryan, D.
 5 Maclachlin, H. O. Burritt, Hugh Torney, Joseph Bell Forsyth, Alexander Fraser, E. McGillivray, James Walker, and Samuel McDonnell have petitioned the Legislature of this Province, for an Act of Incorporation, as a Company for the purpose of Steam Navigation on the Ottawa River, above the City of Ottawa: And it is expedient to grant the prayer of
 10 the said petitioners, as hereinafter provided; Therefore Her Majesty, &c. enacts as follows:

I. The said Robert Conroy, Joshua Smith, Walton Smith, John Supple Company in-
 J. B. Lewis, George E. White, William Morris, Samuel Huntingdon, corporated.
 Allan Gilmour, Frederick Marett, Robert Lyon, Levi Young, S. H. Mac-
 15 pherson, C. O'Kelly, Anthony Friel, James S. Mead, George Bryson, D. Maclachlin, H. O. Burritt, Hugh Torney, Joseph Bell Forsyth, Alexander Fraser, E. McGillivray, James Walker, and Samuel McDonnell, together with such person or persons as shall under the provisions of this Act become shareholders in such Company as is hereinafter mentioned, in their
 20 respective heirs, executors, curators and assigns, shall be a body politic and corporate by the name of "The People's Forwarding Company," with all and every the incidents and privileges belonging to Corporations by the Interpretation Act, or specially conferred by this Act.

II. It shall be lawful for the Company to construct, acquire, charter, Purpose of the
 25 navigate, and maintain steam and other vessels and boats for the carrying Company:—
 and conveyance of goods and passengers, and other traffic, on the River Vessels.
 Ottawa and its tributaries above the City of Ottawa, and to carry on and transact all such business, and to do all such matters as may be incidental to the carrying out the object of the Company, or necessary or expedient
 30 in order to the more effectual or profitable prosecution thereof, with power to sell or dispose of the said vessels or any of them, or to mortgage the same, or any of them, or the goods of the Company, or any part thereof, when and as they may deem expedient; and to make contracts with any person or corporation whatsoever for the purpose aforesaid, or
 35 otherwise for the benefit of said Company: And also with full power Roads.
 and authority to such Company to construct in and along or over any land a plank, macadamized, or gravelled road or roads wherever the same shall be necessary and required to be made in consequence of the obstruction of the navigation of the said River, and to be used by such Com-
 40 pany in connection with the said steam vessels and other boats for the

conveyance of such goods, passengers, and other traffic for the benefit of said Company.

- Real property. III. It shall be lawful for the said Company to acquire, hold, rent, and enjoy such real property, lands, tenements, docks, wharves, and buildings, as shall be necessary or convenient for the purposes of the Company, and to sell, mortgage or dispose of the same when not wanted for the purposes of the Company, and others to acquire in their stead, provided the yearly rental thereof, at the time of the entry into possession thereof shall not exceed in the whole per annum. 5
- Capital. IV. The capital stock of the Company shall, in the first instance, be not less than twelve thousand pounds currency, with power to increase the same from time to time, to a sum not exceeding fifty thousand pounds currency, which capital stock shall be raised by the parties or persons above named, or some of them, together with such other persons as may become subscribers towards said Stock, the said capital to be applied towards the purposes of the said Company, and the expenses for its establishment and incorporation, and for no other use or purpose whatsoever, and to be divided into shares of five pounds each : Provided always, that the said Company shall have paid up the sum of eight thousand pounds currency, before receiving any passengers or freights. 10
- Purposes. 15
- Proviso. 20
- Calls. V. The payment of the said stock shall be made by calls on each shareholder for such sums and at such times as the Directors of the Company may determine, until the entire payment of the said stock : Provided that one month's notice shall be given of every call in such manner as the Directors shall appoint. 25
- Directors. VI. The business of the Company shall be conducted and its powers exercised by seven Directors, who shall be severally shareholders of *four hundred dollars* of the stock, and who shall in the first instance and until the first annual meeting in the year of our Lord one thousand eight hundred and sixty, be the said John Supple, Robert Conroy, James Skead, Walton Smith, George Bryson, Christopher O'Kelly, and George E. White : All the Directors shall annually retire at the general annual meeting, but may be re-elected by the stockholders ; Provided always, that in case of the death, removal, resignation, or otherwise as the case may be, of any Director, at any time previous to the then next annual general meeting, the remaining Directors shall have power to fill the vacancy until the said next annual meeting, by appointing a qualified stockholder thereto. 30
- First Directors. 35
- Proviso. 35
- Stock Books, &c. VII. The said Directors or a majority of them shall have full power to open stock books, and make a call or calls on the shares subscribed in such books, and call a meeting of subscribers for the election of Directors, and generally for the transaction of the business of the Company. 40
- Certificates of stock. VIII. Certificates of stock shall be from time to time issued by the Directors to the stockholders, for the number of shares held or taken by each ; and the rights and liabilities of a stockholder shall attach in respect of such shares immediately upon the subscription therefor in any stock book of the Company opened by the Directors. 45

IX. The said shares may not be assigned to any one without the approval of the Directors until such shares shall be paid in full, and no assignment shall be valid or binding upon the Company until an acknowledgement of the acceptance of the shares shall have been signed
 5 by the party accepting, and deposited with the Directors; and thereupon such party shall be held entitled to the rights and subject to the liabilities of a stockholder. Transfer of shares.

X. It shall be lawful to the Directors either to enforce payment of calls or any unpaid part thereof by suit at law, with interest on the sum
 10 due from the time of the call, or to forfeit and sell the said shares or a sufficiency of them for the payment of the amount due, and interest and acts, if any, either before or after judgment; and in any such suit it shall be sufficient to allege the defendant to be the holder of one or more shares, as the case may be, and to be indebted to the Company
 15 in the amount in arrear thereon; and a certificate with the signature of any five of the trustees that the defendant is a stockholder, and that the calls in arrear have been made and not paid shall be sufficient evidence thereof, and of the amount due or unpaid. Recovery of calls.

XI. The Company shall not be bound to see to the execution of any
 20 trust, whether express, implied, or constructive, in respect of any shares; and the receipt of the stockholder in whose name the shares shall stand in the book of registration of the Company, shall be a valid and binding discharge to the Company for any dividend or money payable in respect of such shares, and whether or not notice of such trust shall
 25 have been given to the Company, and the Company shall not be bound to see to the application of the money paid upon such receipt. Company need not see to trusts.

XII. The assignees of a bankrupt or insolvent stockholder, and the husband of a female stockholder, and the executor, administrator, tutor or curator of a stockholder, as the case may be, shall not, except as
 30 may be otherwise provided by the By-laws, be entitled to receive any of the profits of the Company, or to vote in respect of the shares transmitted by effect of the bankruptcy or insolvency, or of the death or marriage of any stockholder; but nevertheless, after production and deposit with the Directors of a declaration or other satisfactory evidence
 35 as may be required by them of such transmission, the shares so transmitted may thereupon be assigned by the representatives aforesaid, in the same manner and subject to the same regulations as are provided for any other transfer of shares. Assignees, &c., holding stock.

XIII. On the Monday in the month of _____, in the year of
 40 our Lord one thousand eight hundred and sixty, the first annual meeting of the shareholders of the Company shall be held at such place as the Directors shall appoint, of which due notice shall be given, for the election of Directors, who shall be elected by ballot, and generally for the transaction of the business of the Company; And it shall be lawful
 45 for such meeting to be adjourned to any other time for such purpose: Provided always, that if the said annual meeting shall not take place on the day above mentioned, any two of the Directors for the time being shall call such annual meeting for any subsequent day, after public notice thereof of not less than fifteen days. First general meeting.

Proviso.

Majority to decide.

XIV. Except in so far as herein otherwise provided, all matters and things to be determined at any general meeting of the Company, shall be determined by the majority of the votes of the shareholders, either in person or by proxy, present and assisting at such meeting, and in case of an equality of votes at such meeting, the chairman of such meeting shall have a casting vote, each share to represent a vote; Provided always, that no shareholder shall be entitled to vote in person or by proxy in respect of any share, the calls whereon have not been paid, until such call or calls have been paid, and that proxies shall only be held by stockholders; and at any meeting of Directors four to be a quorum, and in case of equality of votes the chairman to have the casting vote.

Proviso as to proxies.

Quorum of Directors.

Special general meetings.

XV. Any number of stockholders, for themselves, or as proxies for others, representing not less than *one thousand pounds* of the said stock, may at any time require the Directors to call a special general meeting of the Company for the purposes only, and no other set out in their requisition to that effect; and on the refusal or delay of the Directors so to do within three days after notice thereof left at the office of the Company, the said stockholders shall have authority to call such meeting, which shall have power to take the said purposes into consideration, and transact and conclude the same, and no other, as fully to all intents as if the same had been so transacted and concluded at a regular meeting of the Company, called under the provisions hereof: Provided that no general or special meeting of the said Company shall be held until after advertisement thereof of at least ten days in one or more public newspapers published at Ottawa, and after a written notice thereof under the hand of one of the Directors, or of any officer of the Company appointed to such duty, sent by post to each stockholder or his representative holding his proxy, resident in this Province, one week at least previous to the meeting.

Proviso.

Proxies to be registered.

XVI. No proxy shall be counted as a vote in any matter or thing under this Act, until after and unless the appointment therefor shall have been duly registered in the book of registration of proxies of the Company twenty-four hours previous to the tendering of such vote.

Agents of the Company.

XVII. The Directors may appoint agents, and for such time, and on such terms, and with such powers as to them shall seem expedient, and remove and discharge such agents as they may deem proper, and may by any By-law to be made for such purpose, empower and authorize such agents to do and perform any act or thing, or to exercise any powers, which the Directors themselves or any of them may lawfully do, perform, and exercise, except the power of making By-laws; and all things done by any such agent by virtue of the powers in him vested by such By-law, shall be valid and effectual to all intents and purposes, as if done by such Directors themselves; any thing in this Act to the contrary thereof, in any wise notwithstanding.

Defects in elections, &c.

XVIII. All acts done by any person acting as Director, shall, notwithstanding there may have been some defect in his appointment, or that he was or is disqualified, be as valid as if every such person had been duly appointed, and was qualified to be a Director.

Power to explore.

XIX. The said Company shall have full power and authority to explore

the ground or the country lying between the termini of any road, or supposed to be adapted for the site of any pier or piers, wharf or wharves, warehouse or warehouses, or of any other such work as aforesaid intended to be constructed by any such Company, and to designate and establish, take, appropriate, have, and hold, to and for the use of them and their successors, the requisite land upon the line and within the limits of any such road, or for any such other work as aforesaid, according to the provisions hereinafter contained for acquiring the same, and to dig, take, and carry away stone, gravel, sand, earth, and other like material, from any adjoining or neighboring lands; and also to cut, make, and keep in repair, upon such adjoining or neighboring lands, such ditches, drains, and water-courses as may be necessary for effectually draining or carrying off the water from any such road or other work; and whenever any such road passes through or by any wood or standing timber, to cut down the trees and underwood for one hundred feet on each side of the said road, making compensation therefor as hereinafter provided; And for the purposes aforesaid, the said Company and their agents, servants and workmen are hereby authorised and empowered to enter into and upon the lands and grounds of any person or persons, body or bodies corporate or politic, doing no unnecessary damage.

And take certain lands, &c.

XX. If the owner or owners, occupier or occupiers of any land, over, through or upon which any such Company aforesaid may be desirous of constructing any such road or other work, or from which materials are to be taken, or upon which any power given by this Act to the Company is intended to be exercised, shall, upon demand made by the Directors of any such Company, neglect or refuse to agree upon the price or amount of damages to be paid for or for passing through or over such land, and appropriating the same to and for the uses of any such Company, or for the exercise of any such power as aforesaid, it shall and may be lawful for the said Company to name one arbitrator, and for the owner or occupier of such land so required, or with regard to which such power is intended to be exercised as aforesaid, to name another arbitrator, and for the said two arbitrators to name a third, to arbitrate upon, adjudge and determine the amount which the said Company shall pay, before taking possession of such land or exercising such power as aforesaid; and upon such sum being ascertained, due attention being had by the arbitrators, in ascertaining the same, to the benefits to accrue to the party demanding compensation by the construction of the said road or other such work as aforesaid, it shall be lawful for the said Company to tender such sum to the said party claiming compensation, who shall thereupon be bound to execute a conveyance of such land to the Company, or other such document as may be requisite, and the said Company shall, after such tender, whether such conveyance or other document be executed or not, be fully authorised to enter upon and take possession of such land, to and for the uses of the said Company, and to hold the same, or to exercise such power as aforesaid, in such and the like manner as if the conveyance thereof or other document had been executed as aforesaid: Provided always, that if any such owner or occupier shall neglect to name an arbitrator for the space of twenty days after having been notified so to do by the Company, or if the said arbitrators do not, within the space of twenty days after the appointment of such second arbitrator, agree upon such third arbitrator, or if any one or more of the said arbitrators shall refuse or neglect, within the space of ten days after his or their appointment, to take upon him or them the duties

Arbitration of Company and proprietor. Cannot agree

Proviso.

thereby imposed, then, upon the application of the said Company, or of the other party, it shall be lawful for the Judge of the County Court of the County within which the land lies to nominate any disinterested competent person or persons, from any Township adjoining the Township in which such land shall be situate, to act as an arbitrator for the person so neglecting to name an arbitrator as aforesaid, or to act in the place of such arbitrator or arbitrators so refusing or neglecting as aforesaid, and that every arbitrator so appointed by the Judge of the County Court as aforesaid shall and he is hereby required to hear and determine the matter to be submitted to him with all convenient speed, after he shall have been so nominated as aforesaid; And any award made by a majority of the said arbitrators shall be as binding as if the three arbitrators had concurred in and made the same: Provided that no road or other such work as aforesaid shall be made so as to encroach upon any building, or to pass through or upon any pleasure ground, garden, yard or orchard, nor shall any materials be taken therefrom, nor shall any timber be taken from any enclosed land, without the consent of the owner; Provided also, that it shall not be competent for any owner or occupier of land through or along which such road is intended to pass, after a survey of such road is made, to erect any building, or to enclose any part of such surveyed land as a yard, or to plant fruit trees thereon so as to form an orchard, with a view to prevent such Company taking possession of such land.

Proviso.

Proviso.

When lands are possessed by parties who cannot convey them.

XXI. Whenever any lands or grounds required by any such Company for the purpose of any road or other such work, or with regard to which any such power is to be exercised as aforesaid, are held or owned by any person or persons, bodies politic, corporate, or collegiate, whose residence may not be within this Province or may be unknown to the said Company, or where the titles to any such lands or grounds may be in dispute, or where such lands may be mortgaged, or when the owner or owners of such lands or grounds are unknown or unable to treat with the said Company for the sale thereof, or the exercise of any such power as aforesaid by the Company, or to appoint arbitrators as aforesaid, it shall and may be lawful for the said Company to nominate one indifferent person, and for the Judge of the County Court where such lands are situate, on the application of the said Company, to nominate and appoint one other disinterested competent person, from any Townships adjoining the Townships in which such lands are situate, who, together with one other person to be chosen by the persons so named, before proceeding to arbitrate, or, in the event of their disagreeing as to the choice of such other person, to be appointed by any such Judge as aforesaid, before the others proceed to arbitrate, shall be arbitrators to award, determine, adjudge and order the respective sums of money which the said Company shall pay to the respective parties entitled to receive the same, for the said lands or grounds, or damages as aforesaid, and the decision of a majority of such arbitrators shall be binding, which said amount so awarded the Company shall pay or cause to be paid to the several parties entitled to the same, when demanded; And also that a record shall be made and signed by the said arbitrators, or a majority of them, specifying the amount awarded and the costs of such arbitration, which may be settled by such arbitrators, or a majority of them, which record shall be deposited in the Registry Office of the County in or along which such lands or grounds are situate, and such Company shall thereupon be fully authorized to enter upon and take

possession of such lands to and for the uses of the said Company, and to proceed with the construction of their road or other work in, along or over the same; And the arbitrators shall specify in the award by which of the parties the said costs are to be paid; Provided that in any case

Proviso.

5 of arbitration under this Act, if the Company shall, before the appointment of their arbitrator, have tendered a sum equal to or greater than that awarded by the arbitrators, the costs of arbitration shall be paid by the opposite party, and may be deducted by the Company from the amount of the award, on payment thereof to the party entitled to receive the same; And provided also, that all lands or grounds which shall hereafter be taken by any such Company, for the purpose of any road or other such work, and which shall have been purchased and paid for by any such Company, in the manner hereinbefore provided, shall become and thenceforward shall continue to be the property of such Company, 15 free from all mortgages, incumbrances and other charges.

Proviso.

XXII. In every case where any lands or works in Lower Canada shall be required or purchased, or taken possession of under the provisions of this Act, and when such Company purchases or takes possession of such lands or works, and shall have cause to believe that the occupier or

Clearing off incumbrances in Lower Canada.

20 person in possession of such lands or works is not the legal owner thereof, or that such lands or works are already mortgaged or hypothecated, such Company shall not pay the amount of such purchase money or of such award to the occupier thereof, but shall have the right to deposit in the hands of the Prothonotary of the District in which such lands or works shall be situate, the purchase money of such land or works, or the amount awarded therefor by arbitration, as provided by the said Act, together with their deed of purchase or award, as the case may be, and shall and may proceed to obtain a ratification by the Supreme Court sitting in such District of such deed of purchase or award, as the case 30 may be, in the same manner as is now practised for the ratification of title deeds, and the real proprietor of such lands or works, and all others having claims in or upon the same, may intervene in such proceeding, and claim and obtain the purchase money or amount awarded for such lands or works, or their due share thereof, and such Court is hereby 35 authorized to grant such ratification, and upon such ratification such Company shall become and be the legal and indefeasible proprietor of such land or work, free and clear of all charges and incumbrances whatsoever, and the money so deposited shall stand in lieu of such land or work, and it shall be lawful for such Court to make such order as may 40 seem meet for the protection of the parties entitled to the same, in case of substitution or where minor or interdicted parties are interested.

XXIII. The word "Townships," wherever it occurs in this Act, shall be construed to mean "Townships or Parish," and all powers by this Act conferred upon Judges of County Courts in Upper Canada, are hereby 45 vested in the Judges of the Circuit Court for Lower Canada.

Interpretation.

XXIV. Every contract, agreement, engagement or bargain by or on behalf of the Company, and every promissory note made or endorsed, and every bill of exchange drawn, accepted or endorsed by or on behalf of the Company, or by any such Agents in general accordance with the 50 powers to be devolved to and conferred on them respectively under the said 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 document,

Contracts, bills, notes, &c.

- contract, agreement, engagement, bargain, promissory note or bill of exchange, or otherwise, or to prove that the same was entered into, made or done in 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 therefor; Provided always, that nothing in this section shall be construed to authorise the Company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money or as the notes of a Bank. 5
- Proviso, not to act as Banks.**
- Liability of stockholders.** XXV. The stockholders shall not 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 their past contributions to the Company, and the sums, if any, remaining due to complete the amount of their subscriptions to the Company. 10
- Shares personally.** XXVI. The shares in the capital stock of the Company shall be deemed personal estate, and shall be transferable as such. 15
- Witnesses.** XXVII. Suits at law and in equity may be prosecuted and maintained between the said Company and any stockholders thereof, and no stockholder of the Company not being in his private capacity a party to such suit, shall be incompetent as a witness in such suit. 20
- Register of stockholders.** XXVIII. The Company shall keep a registry of their stockholders and transferees, and shall also annually prepare a list of their stockholders, and a statement of their assets and liabilities, and of all leins, charges, and encumbrances on the property and stock of the Company, attested on the oath of two of the Directors; a copy of which shall be laid before the Governor of this Province within three months after the annual meeting of the Company. 25
- By-laws for certain purposes.** XXIX. It shall be lawful for the Company at an annual meeting or special general meeting convened for the purpose, to make By-laws, rules and regulations for the conduct and management of the business affairs, real estates, vessels, stock, property and effects of the Company, and the same to amend, alter, repeal, and re-enact as shall be deemed needful and proper; but a majority of the Directors shall be present therefor and assisting at the same, and the said By-laws, rules and regulations shall, among other things, particularly apply to and affect the following matters: 30
1. Making calls and payment of the same.
 2. Issues of certificates to the shareholders of their shares of stock, and the registration of the same, with the addresses of the said stockholders. 40
 3. Forfeiture or sale of shares or stock for non-payment of calls, such forfeiture not to be conclusive against the liable stockholder until the actual sale of the forfeited shares or the enforcement of the judgment for the payment of calls in arrear, as the case may be.
 4. Transfer of shares or stock, and approval and control thereof and of the transfer, by the Directors, and remedy against them by the Direc- 45

tors, with power to set off debts due to the Company by the Stockholders against their shares or stock, and the dividends or payments arising therefrom.

5. Declaration and payment of profits and dividends in respect thereof.

5 6. The formation and maintenance of a sinking or reserve fund.

7. Removal and remuneration of Directors, appointment, removal and remuneration of all Agents, officers and servants deemed necessary for the business of the Company, together with the security and the amount thereof to be given by them for the performance of their respective
10 duties.

8. Calling general and special or other meetings of the Company and of the Directors, the quorum and business to be transacted at such meetings, and the mode of taking votes and regulating proxies of stockholders at such meetings.

15 9. Making and entering into all contracts, bonds, bills, notes and other binding engagements with and to the Company, and whether by the Directors or the Agents of the Company as may be deemed expedient.

10. Borrowing or advancing money for the interests and purposes of the Company, and regulating the securities given by or to the Company
20 for the same.

11. Keeping regular accounts of the Company and correct minutes of proceedings of the Directors and stockholders, and rendering the same conclusive and binding on the stockholders.

12. Audit of accounts and appointment of Auditors.

25 13. Giving notices by or to the Company.

14. Recovery of damages and penalties.

Provided the said By-laws, rules and regulations are not contrary to the present Act, nor to the laws of this Province.

XXX. This Act shall be deemed a public Act.

Public Act,