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No. 96.

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2nd Session, 7th Parliament, 26 Victoria, 1863.

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**BILL.**

**An Act to Incorporate the St. Lawrence  
Tow-Boat Company.**

*(Private Bill.)*

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Received and read, first time, Thursday,  
5th March, 1863.

Second reading, Monday, 9th March, 1863.

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Hon. Mr. ALLEYN.

Mr. HENRY GRIST,  
Parliamentary Agent.

PRINTED FOR THE CONTRACTORS BY HUNTER,  
ROSE & LEMIEUX, ST. URSULE STREET.

An Act to incorporate the "St. Lawrence Tow Boat Company."

**W**HEREAS the persons hereinafter mentioned, members of a partnership formed under the name of "The St. Lawrence Tow Tow Boat Company," have prayed to be incorporated, and it is expedient to grant their prayer: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada enacts as follows:

Preamble.

1. Jean Baptiste Beaulieu, William Dinning, John Wilson, Matthew Dickey, Allison Davie, Theodule Foisy, François Samson, Julien Chabot the elder, Pierre Bourget, and all other members of the said partnership, together with all who may hereafter become shareholders with them under the provisions of the present Act, are hereby constituted a body politic and corporate, under the name of the "St. Lawrence Tow Boat Company," for the purpose of towing rafts, ships and other vessels, and for carrying freight and passengers on all the navigable waters of this Province and elsewhere, with power to construct, acquire charter, maintain, sell and otherwise dispose of steam and other vessels, and to make contracts or agreements with any person or corporation whatsoever, for any purposes connected with such business.

Incorporation of Company.

Corporate name & general business powers.

2. The capital stock of the Company shall be four hundred thousand dollars, divided into four thousand shares of one hundred dollars each; provided always that the persons who shall have transferred steamboats to the Company shall receive as many shares as will amount to the value thereof, which shall be considered paid up stock of the Company. The capital stock may be increased to six hundred thousand dollars by a vote of majority of the shareholders present at any annual or special meeting to be called for that purpose.

Capital of Company and shares.

Value of ~~the~~ steam boats transferred to be paid up stock.

Capital may be increased.

3. All steamboats or other things which the said Company may possess at the time of the passing of this Act, either in its own name or in the name of any person on its behalf, shall belong to it without the passing of new contracts or deeds.

Property of existing association transferred.

4. The Company shall have the right to purchase wharves, beaches, docks, warehouses and other real estate, necessary for the carrying on their business, with power to lease, mortgage or sell the same, and other to purchase and acquire in stead; but the whole value of such real estate at any one time held shall not exceed one hundred thousand dollars.

Real property of the company.

Its amount limited.

5. The superintendence control and administration of the affairs of the Company shall be conducted by nine directors, five of whom shall be a quorum, who shall be elected at the annual meeting to take place between the first and twelfth day of January, on the day and at the hour and place

Number and election of directors

to be named by the directors; and no person shall be eligible to become a director unless he holds twenty or more shares in the Company. At all meetings of directors each director shall have one vote only. The directors shall elect from among themselves a president and vice-president, and all vacancies occurring among them shall be filled up from 5  
 Annual meet- among the shareholders as the remaining directors shall choose; and it ing. shall be lawful by a majority of votes of shareholders at a special meeting to be called for that purpose, to displace all or any of the directors, and to elect others in their stead.

Shareholders 6. At all special and annual meetings of the shareholders, each share- 50  
 votes. holder shall have a vote for every ten shares registered in his name in the books of the Company at least one month previous to the date of such meeting; but no shareholder shall have a greater number of votes than ten, even though he may hold more than one hundred shares.— Shareholders may vote by proxy, proxies being of the form mentioned 25 in the Schedule A, annexed to the present Act. The voting shall be by ballot, or open, as the By-laws may direct.

Power to 7. The Directors shall have the right to make By-laws for the con-  
 make by-laws duct and management of the affairs of the Company, provided they are not contrary to the laws of the Province and to the provisions of this 30 Act, and to alter, amend, repeal and re-enact the same whenever they think fit.

Directors, 8. The stipulations contained in the deed of co-partnership herein  
 By-laws, con- above mentioned, as well as all By-laws made in virtue of the same, tracts, &c., of shall have full force and value until altered or amended in the manner 35 existing Com- prescribed by this Act; and the present officers and directors, to wit: pany, contin- Jean Baptiste Beaulieu, as President; William Dinning, as Vice Presi- ued. dent, and John Wilson, Matthew Dickey, Theodule Foisy, Allison Davie, Francois Samson and Pierre Bourget as Directors, shall continue in office until their successors are elected at the next annual meeting of 40 the shareholders after the passing of this Act, and shall have the same power and shall be bound to fulfil all the obligations which may have been contracted in conformity with the said deed of copartnership, and shall have legal power to oblige those who may have contracted obligations towards them, either directly or indirectly, to fulfil the same, as 45 fully as if the Company had been incorporated at the date thereof.

Corporation 9. The Corporation shall not be dissolved by a failure to elect Direc-  
 not dissolv'd tors at the time prescribed by this Act, but it shall be lawful to make by failure to such election on any subsequent day, in the manner provided for the elect. annual election, and in that case any three of the shareholders shall 50 have the right to call a special meeting for that purpose.

Liability lim- 10. The shareholders of the company shall not be held responsible  
 ited. for any claim beyond the amount of their respective shares.

Annual bal- 11. It shall be the duty of the directors to cause to be made out  
 ance sheet, each year, a correct balance sheet of all the affairs of the company, and 55 to establish and declare any annual dividends out of the profits of the company, as shall deem to them expedient, which balance sheet shall be signed by the President, or in his absence by the Vice-President and two Directors: a general meeting of shareholders shall be called during the month of December in each year, to whom the balance sheet, together 60 with a detailed report of all the operations of the company during the past year shall be submitted, and the meeting shall have the right to and Report. approve of the same, or to appoint auditors to examine and report

thereon at an adjourned meeting, and as soon as the said balance sheet and report shall be approved, every shareholder may claim the dividend due to him.

12. General or special meetings of the shareholders shall be called 5 by an advertisement in two newspapers published in Quebec, one of which newspapers shall be in the English, and the other in the French language, or by letter mailed or otherwise sent to each shareholder, at least ten days before the day appointed for such meeting; and the President or Vice-President, or five Directors shall have power to call such 10 meetings, and the shareholders present at such meetings, shall have the right to adjourn to any subsequent day they may think proper. At all meetings, either of the shareholders or of the Directors, the President, or in his absence the Vice-President, or in the absence of both, then some one appointed by the meeting shall preside, and the person presiding shall 15 only vote in case of an equal division. Journals shall be kept, in which shall be entered correctly the deliberations and decisions of the meetings, whether of Directors or of shareholders; the minutes of each meeting shall be signed by the person presiding at the same, and the journals, as well as all other books of the Company shall be accessible 20 to every shareholder during office hours.

General and special meetings, & meetings of Directors;  
How called;  
How organized.  
Person presiding to have casting vote only.  
Record of meetings to be kept.

13. It shall not be lawful at any meeting of the shareholders to transact any business unless the holders of two-thirds of the stock shall be present or duly represented.

Two-thirds of the stock must be represented at all meetings.

14. No shareholder in the stock of the Company shall have the right 25 to possess, charter, or navigate, directly or indirectly, either in whole or in part, any steamboat used or intended to be used for the same objects as those of the Company, under the penalty of all costs, damages, and interest.

Shareholders not to do the same business as Company.

15. A book shall be kept in which shall be entered the name, calling, 30 and residence of every shareholder, also the number of shares held by each of them, and every shareholder shall have the right to obtain a certificate, in the form of schedule C, annexed to this Act, signed by the President and two directors, showing the number of shares held by him.

Registration of shareholders.  
Certificate to be given.

35 16. When any shareholder shall hold shares arising from the transfer to the company of the whole or part of a steamboat, the certificate shall mention the same, and no person shall have the right to such certificate unless he lawfully proves that there are no mortgages or privileged debts on the property so transferred; and no person shall have 40 power to transfer such stock unless he produces such certificate.

Certificates to specify why issued.  
Certificates must be produced before transferring shares.

17. No shareholder shall have the right to transfer his shares unless he shall have previously paid the whole amount he may be indebted to the Company; and should any shareholder refuse or neglect to pay such indebtedness, the Directors shall have the right to cause a sufficient 45 number of the shares of such proprietor to be sold by public auction, within one month after he shall have been notified to pay the same. Public notice of such sale shall be given, at least fifteen days before such sale, by advertisement in two newspapers published in Quebec, one of which newspapers shall be printed in English and the other in the 50 French language; and after deducting the amount of such debt with interest and costs, the balance shall be paid over to such shareholder.

Indebtedness to Company must be paid before transferring shares

Shares issued to be cancelled in certain cases. **18.** If by reason of any debt or mortgage upon any of the steamboats transferred to the Company, in whole or in part, by one or more shareholders, the Company should be dispossessed of such steamboat, those who shall have made such transfer shall cease to hold shares in the capital stock arising from the value of such transfer. 5

Suits by members against the Company and vice versa. **19.** Suits at Law or in Equity may be prosecuted and maintained by any member against the said Company; and any member of the Company, not being in his individual capacity a party to such suit, shall be competent as a witness in suits and legal proceedings, by or against the Company. 10

Transfer of shares. **20.** No transfer of shares in the stock of the Company shall be valid or effectual unless such transfer be made in the form of the schedule B, annexed to this Act, and until such transfer shall have been accepted by the Directors and entered in the book kept for that purpose.

Shares to be deemed personal estate. **21.** Shares in the capital stock of the Company shall be deemed personal estate, and be transferable as such. 15

**22.** This Act shall be a public Act.

Public Act.

*Schedules mentioned in the foregoing Act.*

**SCHEDULE A.**

**ST. LAWRENCE TOW-BOAT COMPANY.**

I, A. B., of \_\_\_\_\_, one of the shareholders of the St. Lawrence Steam Tow-Boat Company, hereby appoint C. D., of \_\_\_\_\_ to be my attorney, for me and in my absence to vote on all matters whatsoever, which may be moved at the meeting of the shareholders of the said Company, to be holden on the \_\_\_\_\_ day of \_\_\_\_\_ next, in such manner as the said C. D. may think it expedient to vote.

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

Witnesses:

**SCHEDULE B.**

**ST. LAWRENCE TOW-BOAT COMPANY.**

I, [or we] A. B., in consideration of the sum of \_\_\_\_\_; paid to me [or us] by C. D.; of \_\_\_\_\_, hereby make over and transfer to the said C. D., \_\_\_\_\_ shares in the St. Lawrence Tow-Boat Company, to be enjoyed by the said C. D., his [or their] heirs and assigns, subject to the same conditions on which I [or we] held them; and I, [or we] the said C. D., do hereby agree to accept and receive the said shares, subject to the same conditions.

In witness whereof we have signed this present Act of transfer, at \_\_\_\_\_, the \_\_\_\_\_ day of \_\_\_\_\_

Witnesses:

**SCHEDULE C.**

**ST. LAWRENCE TOW-BOAT COMPANY.**

Number.....

These are to certify that A. B., of \_\_\_\_\_, is [or are] proprietor [or proprietors] of \_\_\_\_\_ shares in the St. Lawrence Tow-boat Company, subject to the rules, orders and regulations of the said Company; and that the said A. B., his [or their] heirs and assigns, are entitled to the profits and advantages of the said shares.

Given under the common seal of the said Company, on the \_\_\_\_\_ day of \_\_\_\_\_ in the year of Our Lord one thousand eight hundred and \_\_\_\_\_