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ACTS
OF THE
PARLIAMENT
OF THE
DOMINION OF CANADA,

PASSED IN THE
FORTY-THIRD YEAR OF THE REIGN OF HER MAJESTY
QUEEN VICTORIA,

AND IN THE
SECOND SESSION OF THE FOURTH PARLIAMENT,

*Began and holden at Ottawa, on the twelfth day of February, and closed
by Prorogation on the seventh day of May, 1880.*



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, 1880.



43 VICTORIA.

CHAP. 44.

An Act to authorize the Corporation of the Town of Emerson to construct a Free Passenger and Traffic Bridge over the Red River in the Province of Manitoba

[Assented to 7th May, 1880.]

WHEREAS the construction of a free bridge over the Red River, a navigable river, at the Town of Emerson in the Province of Manitoba, will greatly tend to promote the welfare and intercourse of the inhabitants of the said Town and the country to the west thereof, and will provide a market easy of access to such inhabitants west of the said Town, and tend to the convenience of the public generally; and whereas the Municipal Council of the said Town of Emerson has, by a petition under its corporate seal presented by the said Council for that object, prayed to be authorized to construct a free bridge over the said Red River at the place above mentioned: 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 municipal corporation of the said Town of Emerson is hereby authorized to erect and construct, maintain and manage, at its own cost and expense, a solid and sufficient free bridge for ordinary carriage and passenger traffic over the Red River at such point in the said Town of Emerson as the municipal council thereof shall deem proper, together with all necessary dependencies and approaches, as well as to do all such other matters and things, as shall be necessary, useful or advantageous, for erecting, constructing, keeping up, maintaining and managing the said intended bridge and other dependencies, according to the true intent and meaning of this Act.

Bridge may be built at Emerson over the Red River.

Site and plans to be approved by Governor in Council before commencing.

2. The said corporation shall not commence the erection of the said bridge, nor of any work thereto appertaining, until it shall have submitted to the Governor in Council plans of the said bridge and of all intended works thereunto appertaining, nor until such plans and the site of the said bridge shall have been approved by the Governor in Council, and such conditions as the Governor in Council shall have thought fit to impose for the public good touching the said bridge and works, shall have been complied with; nor shall any such plan be altered, nor any deviation therefrom be allowed, except by the permission of the Governor in Council, and upon such conditions as the Governor in Council may impose.

Powers of company to take real property.

Compensation to be made.

Arbitration and arbitrators.

Proviso in case of failure to appoint an arbitrator.

3. For the purpose of erecting, building, maintaining and supporting the said bridge, the said corporation shall, from time to time, have full power and authority to purchase, acquire, hold and take all land, land covered with water, beaches and other property, on either side of the said river, as may be necessary to build, construct and maintain the said bridge,—first, however, making reasonable compensation for the lands so to be taken or occupied,—such compensation to be settled by arbitrators named, one by each party interested and a third one by the two arbitrators so chosen, or in the event of their failing to agree within one week upon a third arbitrator, then such arbitrator may be appointed by a Judge of the Court of Queen's Bench of the Province of Manitoba; Provided that, if in any case, the said corporation, or any owner or occupier of property, required for the purposes of the said bridge, shall fail to appoint an arbitrator after one week's notice in writing to that effect from the other party, a judge of the said court shall, on application, supported by affidavit, appoint an arbitrator on behalf of the party so failing to appoint; and the decision of any two arbitrators shall be final.

Navigation not to be impeded. Swing or draw bridge to be constructed.

Lights.

Proviso: precautions as to navigation during construction.

4. The said bridge shall be so constructed as not materially to obstruct the navigation of the Red River; and the said bridge shall have a swing or draw in the main channel of the said river, which said swing or draw shall be of the width of at least forty feet, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river: and during the season of navigation suitable lights shall be maintained, if necessary, upon the said bridge to guide vessels approaching the said swing or draw during the night; and the use of the said bridge shall be subject to such regulations as shall be, from time to time, approved of by the Governor in Council; Provided always, that during the construction of the said bridge the navigation of the said river shall not be unnecessarily obstructed by the work, and that proper precautions shall be taken to guide vessels approaching the said works during the night.

5. The said bridge shall be commenced within two years and completed within four years from the passing of this Act. Limitation
of time.

CHAP. 45.

An Act respecting "The President, Directors and Company of the Bank of New Brunswick."

[Assented to 29th April, 1880.]

WHEREAS the President, Directors and Company of the Bank of New Brunswick have by petition prayed for the passing of an Act to extend and amend the Act of Incorporation of the said Bank, and to change the corporate name of the Bank, 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 Act of the legislature of the Province of New Brunswick, passed in the sixtieth year of the reign of His late Majesty King George the Third, chapter thirteen, and intituled "*An Act to incorporate sundry persons by the name of 'The President, Directors and Company of the Bank of New Brunswick,'*" and the several Acts subsequently made relating thereto, except as altered or amended by this or any previous Act, and also the provisions of this Act and so much of the provisions of an Act passed by the Parliament of Canada in the thirty-fourth year of the reign of Her Majesty, chapter five, and intituled "*An Act relating to Banks and Banking,*" as applies to the said Bank (the said Bank having come under the provisions of the said "*Act relating to Banks and Banking*" by virtue of the provisions contained in the seventy-third section thereof), shall further continue and be in force until the first day of July, which will be in the year of Our Lord, one thousand eight hundred and eighty-one, and from thence to the end of the then next session of Parliament. Certain Acts
of Legislature
N. B., relating
to the Bank
continued in
force.

Until what
time.

2. So much of the third section of the said Act passed in the sixtieth year of the reign of His late Majesty King George the Third, chapter thirteen, as limits the amount of real estate to be held by the said corporation in fee simple is hereby repealed; and the said corporation may acquire and hold real estate according to the provisions of the said Act relating to Banks and Banking. Part of s. 3 of
Act of New
Brunswick
60 Geo. 3, c
13, repealed

Corporate name of the said bank changed.

3. The corporate name and designation of "The President, Directors and Company of the Bank of New Brunswick" shall be "The Bank of New Brunswick," as the same is designated in an Act passed by the Parliament of Canada in the session thereof held in the thirty-second and thirty-third years of the reign of Her present Majesty, chapter fifty-seven, intituled "*An Act to authorize an addition to the capital stock of the Bank of New Brunswick and for other purposes connected with the said Bank.*"

The bank under its new name not to be a new corporation.

4. The said Bank under its new name shall not be deemed to be a new corporation, and such change of name shall not be construed in any way to abrogate or affect any of the rights which the said corporation had or has, nor in any way to affect the liabilities of the said corporation or that of its shareholders, or any suit, action or proceeding pending at the time when this Act shall come into force; but the same shall continue as if this Act had not been passed: but any new proceeding which may hereafter be adopted by or against the said corporation shall be had by the name of "The Bank of New Brunswick."

CHAP. 46.

An Act to authorize and provide for the winding up of the Consolidated Bank of Canada.

[Assented to 7th May, 1880.]

Preamble.

WHEREAS the Consolidated Bank of Canada by its petition has represented that, owing to having met with large and unexpected losses, it has been obliged to suspend payment, and it appears that the said Bank has made arrangements for the immediate payment of the amount due certain of its creditors, and of that required to redeem its circulation, and that its head office at Montreal is now open for that purpose only; and whereas it is for the best interest of the remaining creditors and the shareholders of the said Bank, that it should be wound up, and it has prayed for authority so to do; 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:—

Appointment of liquidators and their powers.

1. Three persons shall be appointed as liquidators to realize and wind up the assets and affairs of the said Bank, one of whom shall be appointed by the Government of Canada, one by the shareholders of the said Bank at the next annual

nual general meeting of the said shareholders, and one by the creditors unpaid at the time of such meeting; and upon the appointment of such liquidators, the duties of the present Board of Directors shall cease; and such liquidators shall have all the administrative powers of directors, and shall have authority and it shall be their duty to make calls upon the shareholders, in accordance with the fifty-eighth section of the Act thirty-fourth Victoria, chapter five. They shall appoint one of their number to be chairman, and a majority of them shall form a quorum; but no business shall be transacted by the said Bank other than such as shall be requisite for the winding up of its affairs in the manner herein provided.

Calls under 34 V., c. 5, s. 56.

Chairman and quorum.

2. The liquidators shall proceed according to their discretion with the realization of the assets of the Bank, as speedily as possible without undue sacrifice; and for that purpose may make arrangements with any other bank for the collection of debts now due to the said Bank upon such terms and conditions as they may deem reasonable; and from and out of the proceeds of such assets, they shall pay all the liabilities of the Bank, and after so doing, and providing for the payment of any of such liabilities that shall not have been claimed, they shall proceed to divide the balance of the proceeds of the said assets among the shareholders of the said Bank.

Proceedings in liquidation.

Division of surplus after paying liabilities.

3. If any portion of the liabilities of the Bank, consisting of either ordinary indebtedness, or of unredeemed circulation, shall remain unpaid when the last dividend payable to the shareholders of the Bank is declared, the amounts which have been reserved as provision for such liabilities, shall be retained on deposit at interest in some chartered bank by the liquidators in their names as such, until five years shall have elapsed from the incurring of ordinary liabilities; and thereupon after one month's notice in the *Canada Gazette*, and in one newspaper published in French and another in English in the City of Montreal, of the intention of the liquidators to distribute the amount reserved as a provision for ordinary liabilities, among the shareholders, any balance remaining unclaimed in respect of such provision shall be distributed accordingly with all the interest accrued thereon; and the amount reserved as a provision for unredeemed circulation and for unpaid dividends shall be so retained on deposit for ten years after the passing of this Act, and thereupon, on such notice as aforesaid, shall be distributed as aforesaid.

Final distribution of assets reserved for ordinary liabilities.

Notice of distribution.

And of reserve for outstanding circulation.

4. The liquidators shall be responsible each for his own acts and deeds only, and otherwise in like manner as the Directors of the said Bank would be. They shall be indemnified out of the assets of the Bank for all reasonable expenses incurred in the winding up thereof, and shall receive such remuneration

Responsibility and remuneration of liquidators.

Removal
and filling
vacancies.

Final meet-
ing of share-
holders, its
powers and
proceedings.

Offer for 1
purchase *en*
bloc may be
entertained.

Liability of
shareholders
not impaired.

Term of office
of the several
liquidators.

Election of;
liquidators
to fill certain
vacancies.

remuneration as shall be voted by the shareholders at the meeting by which the said three liquidators shall be appointed by them as aforesaid. And they shall be subject to removal and replacement from time to time by the same authority by which they were respectively appointed; but if a vacancy occurs from any cause the remaining liquidators or liquidator shall continue the winding up of the Bank, with all the powers herein conferred upon all of them, until such vacancy is filled. And upon the final winding up of the Bank, the liquidators shall report to a final meeting of shareholders called for the purpose, which meeting shall have then the power to dissolve the said Bank and to abandon the charter thereof,—which charter shall thereupon lapse and become and be extinguished; and at such final meeting the shareholders may make such order respecting the disposition or custody of the books, muniments and documents of the Bank as they may deem fit.

5. If, pending the realization of the assets of the Bank, an offer should be made for the purchase of the whole of the remaining assets *en bloc*, the liquidators may submit such offer to a special general meeting of the shareholders called for the purpose, and if authorized so to do by such meeting, may accept the same with or without modification as they may be instructed to do by such meeting; and thereupon may execute a valid conveyance thereof to the purchaser thereof.

6. Nothing in this Act shall be held to affect, modify or impair the liability of any shareholder of the said Bank, under the provisions of the Act intituled "*An Act relating to Banks and Banking*," and such liabilities shall continue to subsist as if this Act had never been passed.

7. As soon as the claims of the Governments of Canada and of Ontario shall have been paid in full, the liquidator appointed by the Government of Canada, as herein provided, shall cease to act as such, and in like manner so soon as all claims made upon the said Bank have been paid, leaving only those debts unpaid which have not been demanded and for which provision has been made, the liquidator appointed by the creditors shall cease to act as such; and on either of the liquidators appointed by the Government, or by the creditors, ceasing to act, the vacancy shall be filled by a liquidator appointed by the shareholders, as hereinafter provided.

8. The shareholders at their next annual meeting shall appoint two liquidators to take the place of the Government liquidator and creditors' liquidator when they shall cease to act, as hereinbefore provided, in addition to the liquidator to be appointed by them under the first section of this Act; and

and they shall declare by resolution at such meeting in what order the said two liquidators shall assume and hold office on the occurrence of any vacancy.

9. The proper officer of the Bank, charged with the keeping of the books thereof, shall make a list of the creditors, including the said Governments, remaining unpaid at the date of the next annual general meeting of shareholders, stating the amount of the claim of each creditor; and a meeting of such creditors shall be called in the same manner as such shareholders' meeting is called, to be held on the same day at the Bank in Montreal, or at such other place in Montreal as the board of directors shall appoint; and at such meeting the creditors present, in person or by proxy, shall elect a chairman and secretary, and shall vote on the appointment of a liquidator according to their claims as stated in such list; and if there be a division among such creditors the majority in amount shall govern, and an instrument executed by the chairman and secretary of such meeting before a Public Notary, shall establish the appointment of a liquidator on behalf of such creditors.

Election of liquidator by the creditors.

Meeting for election.

Majority to prevail.

10. On a vacancy occurring among the liquidators, requiring to be filled, it shall be the duty of the remaining liquidators to call a meeting of the shareholders or of the creditors as the case may require, to elect a liquidator to fill such vacancy.

Election to fill vacancy.

11. The transfer books of the Bank shall be closed until all claims upon the Bank shall be paid or provided for as herein provided.

Close of transfer books.

CHAP. 47.

An Act to provide for the winding up of "*La Banque Ville Marie.*"

[Assented to 7th May, 1880.]

WHEREAS "*La Banque Ville Marie,*" has by its petition represented that it has met with great losses, after which it had to suspend its regular banking business, particularly the discounting of bills and notes, although not in a state of insolvency, and that it is the wish of a great number of its shareholders that its affairs should be wound up; and whereas the said Bank has, by its petition, prayed to be authorized to that effect; and whereas it may be for the interest of the said Bank, in order the better to effect the

Preamble.

the

the said winding up and subserve the interests of its shareholders, to name special liquidators: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Liquidators may be appointed at a special general meeting.

Their duties and powers.

Payment of liabilities.

Division of surplus.

Provision for doing away with inequalities between shareholders who have paid up their shares in full and those who paid for them in part only.

1. The shareholders of *La Banque Ville Marie* may, at any special general meeting called for that purpose, appoint three persons as liquidators to realize the assets and wind up the affairs of the said Bank, who shall give such security for the due discharge of their duties as the shareholders at such meeting may determine. These liquidators shall appoint one of their number to be their chairman, and shall have all the administrative powers of directors; but no business shall be transacted by the said Bank other than such as shall be requisite for the winding up of its affairs in the manner directed by this Act. These liquidators shall proceed, according to their discretion, with the realization of the assets of the bank as speedily as possible, without undue sacrifices. For that purpose they may make such arrangements with any other bank for the collection of debts due to the said *La Banque Ville Marie*, upon such terms and conditions as they may deem reasonable. From and out of the proceeds of such assets they shall pay all the ordinary liabilities of the bank, after having first discharged all the privileged claims against it. And, after having paid in full all such privileged and ordinary liabilities, and provided for the payment of any of such liabilities that shall not have been claimed, they shall divide the balance of all sums of money and of the proceeds of the collection of the debts due to the Bank, and of the sale or realization of all other assets whatsoever belonging to the said *La Banque Ville Marie*, among the shareholders of the said Bank, in manner and form as hereinafter provided.

2. Immediately after entering into office the liquidators shall proceed to do away with the existing inequality between those shareholders of the said Bank who have paid up their shares in full and those of them who have only partly paid up theirs. They shall first calculate, the interest accrued on the instalments of subscriptions for shares remaining unpaid, place the amount of such interest to the debit of the shareholders by whom it is due, and exact the immediate payment of it in full, unless it shall be evident, from the state of the affairs of the Bank, that its assets will produce more than the amount required for the reimbursement of the other shareholders, so that default in the payment of such interest will not be at all injurious to them. Then the sums of money successively arising from the sale of the assets of the Bank shall be, from time to time, distributed in the form of dividends among the shareholders. But those who have not paid in full for their shares shall be excluded from participating in these dividends, so long as those

those who have paid in full for theirs have not been reimbursed in full for the excess of instalments paid by them. And if at any time in the course of their operations in liquidation, the said liquidators ascertain (as it shall be their duty to do as speedily as possible), in a satisfactory manner, from a general statement of the affairs of the Bank, that the payments on account made on any number of shares of the capital stock of the said Bank are so small that it is probable that the assets of the Bank will not produce enough to make good to the other shareholders the difference which exists between the proportion of the payments made by them and that of the payments made by the shareholders in arrears, then it shall be the duty of the said liquidators to prepare at once a statement showing what amount per share the shareholders in arrears will have to pay, allowing for cost of collection, for contributions for making good the amounts due by insolvent shareholders, and for an amount sufficient to cover unforeseen cases, in order to make things equal between shareholders in arrears and shareholders who have paid more than they. The said liquidators shall send a copy of such statement, by mail, to each of the said shareholders in arrears, with a demand of the sum which such shareholder will have to pay. This demand of payment shall, for all legal purposes, be equivalent to a call ; and one month after the mailing and registering thereof in the Post Office at Montreal, the liquidators shall have a right to sue in the name of the Bank for the said sum, without its being necessary that they should prove, nor even allege, the making of any other call. And a copy of the said statement, with the ordinary certificate of the cashier of the said Bank, or the certificate of the said liquidators, to the effect that, according to the books of the said Bank, the defendant is the owner of so many shares in the capital stock of *La Banque Ville Marie*, and that he has only paid so many instalments on the said shares, shall be *prima facie* evidence of the said claim : Provided always, that nothing herein contained shall affect any pending case or be in any way prejudicial to the rights which the said Bank already has against its shareholders for the recovery of the amounts of calls already made on their shares.

Statement to be sent to shareholders by mail, demanding payments which they have respectively to make. Effect thereof.

Certificate of unpaid calls.

Proviso as to pending cases.

3. If any portion of the liabilities of the Bank, either in the shape of ordinary debts or in that of notes in circulation not redeemed, shall remain unpaid when the last dividend payable to the shareholders is declared, the amount which shall have been reserved as a provision for such liabilities shall be retained on deposit at interest by the liquidators in the name of the said *La Banque Ville Marie*, in the hands of the Provincial Treasurer of the Province of Quebec, until more than five years shall have elapsed from the incurring of ordinary liabilities, or from the passing of this Act in the

Provision with respect to liabilities in suspense.

Deposit to be made for the purpose of securing the payment of these debts during a limited time.

case

case of notes in circulation not redeemed; and thereupon, after one month's notice in the *Canada Gazette* and in one newspaper published in French and another in English, in the City of Montreal, of the intention of the liquidators to distribute such reserve among the shareholders, any balance then remaining unclaimed shall be distributed accordingly, with all the interest received thereon.

Notice of the lapse of that time.

Distribution of the balance among the shareholders.

Responsibility and remuneration of liquidators.

4. The liquidators shall be responsible each for his own acts and deeds only, and otherwise in like manner as the Directors of the said Bank would be. They shall be indemnified out of the assets of the Bank for all reasonable expenses incurred in the winding up thereof, and shall receive such remuneration as shall be voted them by the shareholders at the meeting at which they shall have been appointed, or at the last meeting of the shareholders, and they shall be subject to instructions from the shareholders, and to be removed and replaced by others from time to time by the shareholders at any special general meeting called for that purpose, in the mode provided by the charter of the Bank. But if a vacancy occurs from any cause, the remaining liquidators or liquidator shall continue the winding up of the Bank, with all the powers conferred upon all of them, until such vacancy is filled. The majority of the liquidators, if there are more than two of them, shall form a quorum.

They shall be subject to instructions from the shareholders.

In case of vacancy the remaining liquidators or liquidator shall continue to act.

Mode of replacement of liquidators dying, refusing to act, or becoming incapacitated.

Meeting for election how called.

5. In the event of the death, resignation, refusal to act, or incapacity of any kind, of one or more of the liquidators, it shall be the duty of the other liquidator or liquidators at once to call, in the manner prescribed by law, a meeting of shareholders for the purpose of proceeding to the appointment of a new liquidator, or new liquidators. And in case such liquidator or liquidators refuse or neglect to call such meeting within fifteen days from the date of the death, resignation, ceasing to act or becoming incapable of acting of any of the liquidators, or in case all the liquidators have died, resigned, or refused to act, the president of the said Bank, or any member of the board of directors thereof will have a right to call such meeting.

Where the liquidators shall keep their office.

6. The liquidators shall keep their office as such in the present offices of the said Bank, or in any place which the shareholders may assign to them or authorize them to select, which office shall be the seat of business of the said Bank and of its board of directors.

Liquidators shall be put in possession of the books, &c., by the directors.

Proviso.

7. The directors shall immediately deliver up to the liquidators, when appointed, all the books, title deeds, documents and papers, as well as the keys of the safes and all sums of moneys in their possession, at the time of the entering into office of the liquidators: Provided always, that during all the time the liquidation lasts, the directors shall always have

have access to the books, during the usual office hours, and may refer thereto, but without impeding the work of the liquidators.

8. It shall be the duty of the liquidators to call, at least semi annually, in the mode prescribed by law, a special general meeting of the shareholders of the said Bank, and to submit to such meeting a statement of the affairs of the said Bank, and of the progress made in the work of liquidation. If the said liquidators refuse or neglect to call such a meeting of the shareholders, at least semi-annually, or to submit to such meeting such a statement of affairs as is above mentioned, or if the directors see fit, such directors may at any time themselves call a special general meeting of the shareholders, in the usual way, to take into consideration the conduct of the liquidators.

The liquidators shall render an account of their doings yearly to a meeting of the shareholders called by them.

In certain cases such meeting may be called by the directors.

9. It shall, at all times, be lawful for the shareholders, or a majority of them, present or duly represented at such a special general meeting of the said shareholders called according to law, to dismiss any liquidator or liquidators and appoint another or others in his or their place or places.

Shareholders may dismiss liquidators and appoint others in their stead, &c.

10. If, pending the realization of the assets of the Bank, an offer should be made for the purchase of the whole of the remaining assets *en bloc*, the liquidators may submit such offer to a special general meeting of the shareholders called for the purpose, and if authorized so to do by such meeting, may accept the same with or without modification as they may be instructed to do by such meeting; and thereupon may execute a valid conveyance thereof to the purchaser thereof. And the shareholders may, at their discretion, by a vote of the shareholders, suspend the sale of the real estate in part, or whole, as they may deem best for the interest of the corporation.

Assets may be sold *en bloc* by authority of shareholders.

They may suspend sale of real estate.

11. The final dividend for the distribution of the balance of the proceeds of the winding up of the affairs of the Bank shall be disposed of in such a way as to do away with all inequality between the shareholders, according to the proportion paid by each of them on the instalments on his shares, and the proportion returned to each of them in previous dividends.

Final dividend, how to be made.

12. After having finally wound up the affairs of the said Bank, the liquidators shall make a final report to a general meeting of the shareholders called for that purpose; and upon the adoption of the said report the powers of the said liquidators shall cease and determine. At the same meeting, the shareholders shall surrender the charter of the said Bank, which shall thereupon become null and void. At such final meeting the shareholders may make such orders

Final report of liquidators and end of their powers.

Breaking up of the bank, and surrender of charter, &c.

as

as they may think fit on the subject of the disposal and custody of the books, records and documents of the Bank.

Charter of bank to remain in force until surrendered.

13. Nothing in this Act contained shall affect the rights and privileges or the organization of the said *La Banque Ville Marie*, as they now exist, in virtue of the law and of the charter of the said Bank, but the same shall remain in full force and virtue for the purposes of this Act until the shareholders of the said Bank have surrendered their said charter, as provided for in the next preceding section.

CHAP. 48.

An Act to authorize and provide for the winding up of the Stadacona Bank.

[Assented to 29th April, 1880.]

Preamble.

WHEREAS the Stadacona Bank by its petition has represented that the affairs of the Bank have not been sufficiently prosperous, and that its shareholders have determined that it is for their interest that the said Bank should be wound up, and has prayed for authority so to do, 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:—

Liquidators may be appointed by shareholders.

1. The shareholders of the Stadacona Bank are empowered, at any special general meeting of the said shareholders called for the purpose according to its charter, to appoint not over three shareholders, each of whom must hold at least thirty shares of the paid-up capital stock of the Bank, to be liquidators to realize and wind up the assets and affairs of the Bank; and such liquidators shall appoint one of their number to be chairman: the said liquidators shall have all the administrative powers of directors save and except that no business shall be transacted by the said Bank other than such as shall be requisite for the winding up of its affairs, in such manner as they the said liquidators shall, according to their discretion, adopt in the realizing of the assets of the Bank as speedily as possible without undue sacrifice; and for that purpose they may make arrangements for the collection of debts now due and to become due to the said Bank, on such terms and conditions as they may think reasonable; and out of the proceeds of such assets they shall pay all the liabilities of the Bank,—first discharging all privileged

Their powers and duties.

Payment of liabilities.

vileged claims thereon ; and after paying in full all such privileged claims and liabilities and providing for the payment of any such liabilities that shall not have been claimed, they shall proceed to divide the balance of the proceeds of the said assets among the shareholders of the said Bank in manner and form hereinafter set forth.

Division of surplus.

2. If any portion of the liabilities of the Bank, either consisting of ordinary indebtedness, or of unredeemed circulation, shall remain unpaid when the last dividend payable to the shareholders of the Bank is declared, the amounts which have been reserved as provision for such liabilities shall be retained on deposit at interest in some chartered Bank by the liquidators in their names as such until five years shall have elapsed from the incurring of ordinary liabilities ; and thereupon after one month's notice in the *Canada Gazette* and in one newspaper published in French and another in English in the city of Quebec, of the intention of the liquidators to distribute the amount reserved as a provision for ordinary liabilities among the shareholders, any balance remaining unclaimed in respect of such provision shall be distributed accordingly with all the interest accrued thereon ; and the amount reserved as a provision for unredeemed circulation and for unpaid dividends shall be so retained on deposit for ten years after the passing of this Act, and thereupon on such notice as aforesaid shall be distributed as aforesaid.

Amount of any unpaid ordinary liabilities to be retained for five years.

Notice after lapse of five years.

Further reservation for unredeemed circulation.

3. Such liquidators shall be responsible each for his own acts and deeds only and otherwise in like manner as the Directors of the said Bank would be. They shall be indemnified out of the assets of the Bank for all reasonable expenses incurred in the winding up thereof, and shall receive such remuneration as shall be voted by the shareholders from time to time ; and they shall be subject to the directions of such shareholders and to removal and replacement from time to time by any special general meeting of such shareholders called for the purpose in the manner required by the charter ; but if a vacancy occurs from any cause the remaining liquidators or liquidator shall continue the winding up of the Bank with all the powers herein conferred upon any of them until the shareholders shall have filled such vacancy. And the majority of such liquidators, if there be more than two, shall form a quorum, and upon the final winding up of the Bank the liquidators shall report to a final meeting of shareholders called for the purpose, which meeting shall have then the power to dissolve the said Bank and to abandon the charter thereof, which charter shall thereupon lapse and become and be extinguished ; and at such final meeting the shareholders may make such order respecting the disposition or custody of the books, muniments and documents of the Bank as they may deem fit.

Responsibility and remuneration of liquidators.

Vacancies.

Quorum.

Final meeting of shareholders and its powers.

Offer for purchase *en bloc* may be entertained.

4. If pending the realization of the assets of the Bank, an offer should be made for the purchase of the whole of the remaining assets *en bloc*, the liquidators may submit such offer to a special general meeting of the shareholders called for the purpose, and if authorized by the shareholders present in person or represented by proxy, holding at least three-fourths of the whole of the shares voted upon at such meeting, may accept the same with or without modification as they may be instructed to do by such meeting, and thereupon may execute a valid conveyance thereof to the purchaser thereof.

CHAP. 49.

An Act to authorize the establishment of Superannuation, Provident and Insurance Funds by the Great Western Railway Company.

[Assented to 29th April, 1880.]

Preamble.

WHEREAS the Great Western Railway Company has by its petition prayed that it may be authorized to establish superannuation, provident and insurance funds, or one or more of such funds, for its officers and servants, and that it may be empowered to assist and encourage such fund or funds by contributing thereto, and that the said fund or funds shall be managed and admission thereto regulated according to the rules and regulations to be prepared by the Company, subject to amendment from time to time; 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:—

Short title.

1. This Act may, for all purposes, be cited as "*The Great Western Superannuation and Provident Fund Act, 1880.*"

Interpretation.

2. In this Act the words "the Company" mean "The Great Western Railway Company."

Superannuation fund may be established.

3. It shall be lawful for the Company to establish a fund to be called "The Great Western Railway Superannuation and Provident Fund," for the payment of superannuation allowances to the officers and servants of the Company, or such of them as shall become and continue contributing members of the fund, or for the payment of allowances to such officers and servants in case of sickness or injury, or to their widows or children or other representatives in case of their death, or for the providing of suitable medical or surgical attendance, or for all or any of such purposes.

4. It shall also be lawful for the Company to make either separately or in connection with the aforesaid superannuation and provident fund, provision for insurance against accident to its officers and servants, or such of them as may become and continue contributors to such insurance, which may include insurance against death, the payment of allowances during any period when they may be unable from accident or sickness to follow their ordinary calling, and the providing of suitable medical and surgical attendance.

Accident and life insurance allowance in case of sickness.

5. The fund or funds aforesaid shall be formed, invested, managed and distributed in accordance with the rules and regulations contained in a scheme or schemes to be prepared by the Company, and sealed with their common seal, within twelve months after the passing of this Act, until altered from time to time, in accordance with the powers which for that purpose may be inserted in and contained in such rules and regulations,—and afterwards in accordance with the rules and regulations that shall be for the time being in force under the provisions of the said scheme or schemes.

Management of funds :— rules and regulations respecting.

6. The Company shall contribute semi-annually to the said fund or funds such sum or sums as shall be provided by the said rules and regulations for the time being in force, being not less than fifty per cent., nor more than one hundred and fifty per cent. of the amount contributed during the half year by the officers and servants of the Company, in accordance with such rules and regulations ; and all sums so contributed by the Company, shall be considered as part of the working expenses of the Company.

Contribution by the Company.

7. The said fund or funds shall be vested in and belong to the committee or committees, or societies, for the time being, having the management of the same under the provisions of this Act, and of the said rules and regulations for the time being in force as aforesaid ; and such committee or respective committees, or societies, shall invest, manage and distribute the same in accordance with the provisions of this Act and the said rules and regulations, and may sue and be sued in the name of their secretary or otherwise, as by the said rules and regulations may be provided.

In whom funds shall be vested.

8. The powers by this Act conferred upon the Company shall not be exercised unless consent shall be given thereto by the vote of two-thirds of the shareholders, in terms of the sixth section of "*The Great Western Railway Act, 1875*," at any ordinary or special general meeting of the Company.

Consent of Shareholders to be obtained.

CHAP. 50.

An Act respecting the Great Western and Lake Ontario Shore Junction Railway Company.

[Assented to 29th April, 1880.]

Preamble.

WHEREAS the Great Western and Lake Ontario Shore Junction Railway Company have, by their petition, prayed for an extension of the time for the commencement and completion of their railway, and that the Acts relating to the Company may be otherwise amended, and 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:—

Time for commencement and completion extended.

1. The first section of the Act passed in the thirty-ninth year of Her Majesty's reign, chaptered forty-eight, is hereby repealed, and the railway shall be commenced within three years and be completed within four years from the passing of this Act.

Acts amended as to persons incorporated, 36 V., c. 88, ss. 5, 6, amended.

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 said Act passed in the thirty-ninth year of Her Majesty's reign, are hereby further amended by substituting the name of Nicholas J. Power for that of William McGiverin, and the name of William S. Champ for that of Charles Percy, therein.

CHAP. 51.

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

[Assented to 29th April, 1880.]

Preamble.

37 V., c. 74.

WHEREAS the Ontario and Pacific Junction Railway Company have, by their petition, prayed that the amount of mortgage bonds which may be issued under their Act of incorporation may be limited to the sum of twenty thousand dollars per mile, and that the route of their proposed line of railway may be further limited and defined, and it is expedient to grant the prayer of the said petition and otherwise to amend the Act incorporating 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:—

1. The fourteenth section of the Act of incorporation of the said Company, passed in the thirty-seventh year of the reign of Her Majesty, chaptered seventy-four, is hereby amended by substituting for the words "thirty thousand dollars per mile" the words "twenty thousand dollars per mile";

Section 14 amended.

And by adding at the end of the said fourteenth section the following:—

"And the said Company may provide for the payment annually of a sum, by way of sinking fund, towards the payment of the principal of the said bonds, and such sinking fund may be invested in the re-purchase or redemption of the bonds of the said Company; and it shall be lawful for any other railway company or companies whose line or lines can connect with the railway hereby authorized, either directly or by means of running powers, to agree for the loan of its or their credit either by direct guarantee or traffic contract, or otherwise, to secure the payment of the interest or the sinking fund, or any part of the interest or sinking fund of such bonds."

Provision for sinking fund on bonds; other Railway Companies may lend their credit.

2. The third section of the said Act is hereby repealed, and the following is substituted in lieu thereof:—

Section 3 repealed.

"3. The said 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 any point at or near Gravenhurst to any point at or near Lake Nipissing, so as to connect with the Canadian Pacific Railway or any railway to be built to reach the Ste. Marie River or Lake Superior."

New section. Power to make branch line.

3. There is hereby created, and the Ontario and Pacific Junction Railway Company may issue, preferential stock to the amount of one-million dollars to rank after the bonds of the Company; and the holders of such preferential stock, or of so much thereof as may, from time to time, be issued under the provisions hereinafter contained, shall be entitled to rank for dividend out of the net profits of the said Company to an amount not exceeding six per cent. per annum upon such preferential stock, before any dividends shall become payable out of the profits of the said Company upon the ordinary share capital; and if at any time any surplus revenue applicable to dividend shall remain after the said ordinary stock has received six per cent. dividend, then such surplus shall be divided rateably between the holders of such preferential and ordinary stock.

Preferential stock may be issued.

Rights of holders.

As to surplus.

4. It shall be lawful for the Directors of the said Company to issue for the benefit of the said Company the preferential stock hereby created at such prices as shall be from time to

How such stock shall be issued.

time obtainable for the same, and in such amounts as the Directors may think proper, and to apply the proceeds of such issue to the general purposes of the said Company properly chargeable to capital account: Provided that no preferential stock shall be issued without the previous sanction of a special general meeting of the said Company.

Transfer of such shares and votes thereon.

5. The said preferential stock shall be, and shall have all the incidents of personal estate, and shall be transmissible and transferable in any quantities, as nearly as may be in the same manner and subject to the same regulations as the share capital of the said Company, and every hundred dollars thereof shall entitle the holder to one vote at general meetings, and two thousand dollars thereof shall qualify the holder thereof to be elected a Director of the said Company.

Payment for certain services in stock.

6. It shall be competent for the Directors of the said Company to issue as paid-up stock any ordinary stock, and, after sanction by the shareholders, any preferential stock and mortgage bonds of the Company, and allot and pay the same for right of way, plant, rolling-stock or material of any kind, and also for the services of contractors, engineers and other persons, whether Directors of the Company or otherwise, who may have been, are, or may be engaged in and about the prosecution of the proposed undertaking: Provided that no such stock or bonds shall be allotted to any Director or Directors of the said Company until the resolution authorizing the same shall have been made or confirmed at a meeting of the shareholders of the said Company.

Proviso.

CHAP. 52.

An Act to amend the Acts respecting the Canada Central Railway Company.

[Assented to 7th May, 1880.]

Preamble.

WHEREAS the Canada Central Railway Company has by its petition prayed for an extension of the time fixed for the completion of its railway, for power to construct a bridge over the St. Mary River at or near the Sault Ste. Marie, and for other privileges, 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 time limited for the deposit of maps, plans and books of reference of the Canada Central Railway, in so far as the line thereof has not been heretofore located and established, is hereby extended for one year, and the time limited for the completion thereof for four years, from the first day of September next, and from thence until the end of the session of Parliament next thereafter.

Extension of time.

2. The said Company may extend its main line to Goulais Bay or to any other convenient point on the navigable water at the easterly end of Lake Superior; and may also lay out, construct, maintain and work a railway bridge over the River St. Mary, at or near the Sault Ste. Marie, to connect with railways in the State of Michigan, one of the United States of America; and for that purpose shall have power to unite with any other Company incorporated or which may be incorporated under the laws of the said State of Michigan; and to enter into any contract or agreement with such Company respecting the construction and maintenance thereof: and it may be made a condition of such contract or agreement that the net revenue derivable from such bridge shall be used exclusively in the payment of the principal and interest of any bond, security or debt contracted for the construction thereof, or that the interest on such bond, security or debt, shall form a part of the running expenses of the railway.

Main line may be extended and bridge built over River St. Mary.

Agreement with companies in Michigan.

3. Until such bridge has been constructed, the said Company shall have power to construct, charter and navigate scows, boats and steam and other vessels for the purpose of crossing the said St. Mary River, and of carrying passengers and goods over the said river: and the Company shall also have power to construct, purchase, charter and navigate steam vessels and other water craft on any lake, river or stream near to or touched by the said railway, or any of its branches, for the purposes of traffic in connection with the railway or any of its branches.

Vessels and water craft may be held and used.

4. The said railway shall henceforth be divided into two sections, which shall be known as the Ottawa section and Lake Superior section respectively: the Ottawa section shall consist of the portion of the said railway lying between the Town of Brockville and the Village of Carleton Place, including the Perth Branch, and between the City of Ottawa and the point on the said railway fixed by the Government of Canada, as the point to which the portion of the said railway now subsidized shall be constructed, to wit a point about one hundred and thirty miles from the Town of Pembroke known as Callander Station: and the Lake Superior section shall consist of that portion of the said railway lying between Callander Station to the eastward and the termini thereof at the Sault Ste. Marie, and on Lake Superior,

Railway divided into sections.

Ottawa Section.

Lake Superior Section.

Superior, respectively, to the westward, including the bridge over the St. Mary River, or such portion thereof as shall be the property of the said Company.

Separate rolling stock and plant for each section.

5. The rolling stock and plant of each section shall be distinctly marked and identified by painting and maintaining in a conspicuous place on every car, waggon, truck, locomotive and tender, forming part of such rolling stock and plant, the name of such section: all of the rolling stock and plant belonging to the said Company at the time of the passing of this Act, shall be held to appertain to the Ottawa section, for the purposes only of the mortgages created thereon, and shall be marked and identified accordingly: and all rolling stock and plant subsequently acquired by the Company, shall be so divided between the two sections, that one-half as nearly as may be of the entire rolling stock and plant of the Company shall always appertain for the purposes of the mortgages created thereon to each of the said sections; but all debts and obligations of the Company shall be executory against all of such rolling stock, plant, and assets alike, subject to the mortgages thereon.

Tolls, &c., to be kept separate.

6. The tolls and revenues of each section of the said railway shall be kept separate from each other; and as respects all traffic passing over both sections or parts of both sections, or over one section and part of the other, the gross receipts from such traffic shall be divided between the sections, according to the proportion of the distance on each section traversed by such traffic.

First mortgage bonds on Lake Superior section may be issued.

7. The said Company may issue first mortgage bonds to the extent of twenty thousand dollars per mile upon the said Lake Superior section, and such bonds shall constitute a first mortgage and privilege upon the said Lake Superior section, and upon the appurtenances thereof and upon the rolling stock, plant, tolls and revenues thereof, after deduction from such tolls and revenues, of the working expenses thereof, as defined by the Acts relating to the said Company; such rolling stock, plant, tolls and revenues being such as shall be indicated and set apart as appertaining to or earned by the said Lake Superior section in the manner herein provided: but such issue shall not be made except under the authority of a special general meeting of the shareholders called for the purpose of considering it: and such bonds shall not attach upon or affect the Ottawa section of the said railway, nor shall any of the bonds issued or to be issued under the provisions of the said Acts attach upon or affect the Lake Superior section of the said railway.

With consent of general meeting.

Not to affect Ottawa section.

Also second mortgage bonds.

8. The said Company, with the authority of the shareholders of the Company granted at a special general meeting thereof

thereof called for the purpose, may issue second mortgage bonds upon the Lake Superior section in aid of the construction and equipment thereof,—which second mortgage bonds shall attach exclusively upon the Lake Superior section, and shall not attach upon or affect the Ottawa section.

9. The provisions of the ninth and fourteenth sections of the Act forty-first Victoria, chapter thirty-six, which confer upon the Company power to secure the bonds thereby authorized to be issued by a deed or deeds of mortgage, and to insert in such deed or deeds the conditions, matters and things in the said sections described respectively, shall apply to the issue of first mortgage bonds made under the authority of this Act ; and the same may be secured in like manner to the first mortgage bonds issued under the Act in this section firstly mentioned : and the second mortgage bonds to be issued hereunder may also be secured by a mortgage deed or deeds, in respect of which the Company shall have similar powers to those which are conferred upon it in respect of the deed or deeds securing the first mortgage bonds thereof.

Sections 9 and 14 of 41 Vic., c. 36, to apply to such bonds.

10. If the Company makes arrangements with the persons entitled to the second mortgage bonds, which may be issued under the said Acts or under this Act upon the said sections of the said railway respectively, or upon either of them, for the exchange of such second mortgage bonds for paid-up preference stock of like amount, the Company is hereby authorized to issue such preference stock with the same voting power as ordinary stock, but with the dividend thereon limited to six per cent. per annum ; and such preference stock shall thereafter rank for dividend upon the net revenues of the said railway next after all mortgages thereon, and before the ordinary stock thereof: but no dividend shall be declared or paid thereon exceeding three per centum for any half year, or six per centum for any year,—any sum available for dividend above or beyond such semi-annual or annual percentage to be distributed as dividend upon the ordinary stock of the Company.

Issue of preference stock in lieu of second mortgage bonds authorized.

Limitation as to dividend.

11. The ordinary stock of the Company may be increased as provided by the sixth section of the Act forty-first Victoria, chapter thirty-six, to such amount as will allow of the issue of six thousand five hundred dollars per mile of the Lake Superior section.

Increase of ordinary stock.

12. The Government of Canada shall have running powers for its traffic and trains over the entire line of the Canada Central Railway, upon such terms and conditions as shall be agreed upon, or in case of disagreement, as shall be decided by arbitrators to be chosen as hereinafter provided in the thirteenth section hereof; except that any third arbitrator or any arbitrator required to be appointed on the default of either

Government of Canada to have running powers.

Terms how settled.

H. M. may assume said railway.

Compensation.

either party, shall be appointed by a Judge of the Supreme Court of Canada, instead of by the Minister of Railways and Canals. And Her Majesty, Her heirs and successors, may at any time assume the possession and property of the said railway and works, or any part thereof, and of all the rights of the Company (all which shall after such assumption be vested in Her Majesty, Her heirs and successors), on giving to the said Company one week's notice thereof, and on paying to the said Company such sum of money for the same as shall be determined and fixed by the Parliament of Canada, either for the absolute purchase thereof or for the leasing thereof, or for the making of running arrangements therewith, in respect of any railway appertaining to the Dominion of Canada; but no claim shall be made by the said Company for any exclusive right of way.

Ontario and Pacific Junction Railway Company may have running powers.

Terms and conditions to be settled by arbitrators, if not agreed on.

13. Upon the completion of the Ontario and Pacific Junction Railway to a point of junction with the Lake Superior section, and on condition that the Ontario and Pacific Junction Railway Company agree to grant running powers to the Canada Central Railway Company over its line of railway, the said Ontario and Pacific Junction Railway Company shall have running powers over the Lake Superior section; such running powers to be exercised over the Ontario and Pacific Junction Railway under the control of the Ontario and Pacific Junction Railway Company and over the Lake Superior section under the control of the Canada Central Railway Company,—the extent and nature of such running powers, and the terms and conditions on which they shall be exercised, not being inconsistent with the law or with this Act, to be such as shall be agreed upon by the Companies, or, failing such agreement, then as shall be decided by arbitration,—one arbitrator to be appointed by each Company and the two so named to choose a third; and the decision of any two of them shall be final; and if either Company neglects or refuses to choose an arbitrator within ten days after notice in writing from the other Company, or if the two arbitrators when chosen disagree in the choice of a third arbitrator, it shall be lawful for the Minister of Railways and Canals of Canada, to nominate such arbitrator or such third arbitrator, as the case may be, who shall possess the same powers as if chosen in the manner first hereinbefore provided.

Government of Province of Quebec may have and grant reciprocal running powers.

14. The Government of the Province of Quebec shall also have running powers for their traffic and trains over the entire length of the Canada Central Railway, upon condition of allowing similar and reciprocal running powers over its own railway to the Canada Central Railway Company, upon terms and conditions to be agreed upon or adjusted as hereinbefore provided with regard to the Ontario and Pacific Junction Railway Company, such running powers to

to be under the control of the Government of Quebec, and of the Canada Central Railway Company each in respect of its own railway: and the running powers hereby conferred upon the Government of Quebec shall include the power of delegating the same to any other railway company that may be authorized to connect its western terminus with any point on the Canada Central Railway; in which case the running powers of the Quebec Government over the portion of the Canada Central Railway lying east of such point shall cease and determine, and the said Canada Central Railway Company shall have running powers over the railway of the Company to which running powers are so delegated, as well as over the Quebec Government Railway as herein provided; but the Quebec Government may at any time cancel such delegation, and resume its running powers over the said portion of the Canada Central Railway, and again make such delegation and abandon the same: and if from any cause at any time such connecting railway shall not have the right to exercise such running powers over the Canada Central Railway, the Company owning it shall hold and enjoy in respect thereof similar powers, rights and privileges to those hereinafter conferred upon the Kingston and Pembroke Railway Company, and upon similar conditions.

And may delegate the same, to another company.

15. Upon delivery of any freight or passengers by or for the Kingston and Pembroke Railway Company, at any point of the Canada Central Railway, the Company shall forward such freight or passengers to their destination or towards their destination, if such destination cannot be reached by the line of the Canada Central Railway, with the same diligence, despatch and care as freight or passengers being carried or travelling on their own railway, the Kingston and Pembroke Railway Company entering into a similar undertaking towards the Canada Central Railway Company: and if the terms and conditions of such interchange of traffic are not agreed upon by the Companies, they shall be adjusted by arbitrators to be appointed in the manner hereinbefore provided.

Freight or passengers of the K. & P. R. Co. to be forwarded without delay.

And so reciprocally.

Arbitration in case of non-agreement as to terms.

CHAP. 53.

An Act to extend the powers of the Manitoba South-Western Colonization Railway Company and to further amend the Act incorporating the said Company.

[Assented to 7th May, 1880.]

Preamble.

WHEREAS The Manitoba South-Western Colonization Railway Company have, by their petition, prayed that the powers of the Company may be extended, with a view among other things of extending the line of the railway and of constructing branches thereto, and that their Act of incorporation, forty-second Victoria, chapter sixty-six, may be amended, and 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:—

42 V., c. 66.

Short title.

1 This Act may be cited for all purposes as "*The Manitoba South-Western Colonization Railway Company Amendment Act of 1880.*"

Interpretation.

2. In this Act the term "The Company" means "The Manitoba South-Western Colonization Railway Company."

Extensions of Railway authorized.

3. The Company shall have full power and authority to lay out, make, construct, work and maintain a railway as an extension of the line of railway the said Company are at present empowered to lay out, construct and complete,—the said extension to commence at some point at or near Rock Lake in the North-West Territories, and to run thence in a westerly direction to the Souris coal fields, on a line parallel or nearly so to the boundary line of the Dominion of Canada, and also from a point at or near the City of Winnipeg and running thence to the point where the Canadian Pacific Railway will cross the Red River, all such lines or extensions to be approved of by the Governor in Council.

Subject to approval of Governor in Council.

And branch lines, subject to like approval.

4. The Company are also empowered, whenever and as soon as additional facilities for transit and traffic are required, to lay out, construct and complete one or more branch lines of railway, at or from any point or points on the line of the Company, or on the said extension running westerly from or near Rock Lake to contiguous points on the main line of the Canadian Pacific Railway,—all such branch lines to be approved of by the Governor in Council.

Further powers as to acquiring and holding lands.

5. The Company shall have the power under the provisions of "*The Consolidated Railway Act, 1879,*" to acquire and hold lands for the purposes of the line of the Company, of

of the extension thereof and of the branches thereto authorized by this Act; and with the powers thereby conferred may also acquire and hold such breadth of land on the sides of the railway, the extension thereof and the said branches at any point of the line as may be needed for the purpose of establishing screens and dumps on each side thereof, and for the erection of snow drift fences or barriers at a sufficient distance from the track to prevent the obstruction of the line by drifting snow.

6. The Company, acting by its Directors, authorized in that behalf by a resolution of the shareholders to be passed at a meeting thereof specially called for the purpose—which resolution must be concurred in by shareholders holding an actual majority of the stock of the Company—may amalgamate with the Souris and Rocky Mountain Railway Company, and for that purpose may execute with the said last-mentioned company a deed of amalgamation providing for the amalgamation of the Company with the said last-mentioned Company, and upon the execution of such deed of amalgamation and after the publication of a notice thereof in the *Canada Gazette*, the franchises and privileges, assets, rights and property of the Company shall vest in the amalgamated Company, and its obligations and liabilities shall become the obligations and liabilities of the amalgamated Company,—the whole upon such terms and conditions as shall be contained in the said deed of amalgamation, not contrary to law or the provisions of this Act; and all the powers, franchises, rights and privileges possessed by both companies shall vest in the amalgamated Company, under the name of either of the said companies as shall be agreed upon in the deed of amalgamation.

Company may amalgamate with another company by consent of shareholders.

Effect of amalgamation.

CHAP. 54.

An Act respecting the Credit Valley Railway Company.

[Assented to 7th May, 1880.]

WHEREAS the Credit Valley Railway Company have, by their petition, prayed that an Act may be passed to facilitate their entrance into the City of Toronto, and to secure to them access from the line of the said railway at Queen street to the water lots between Simcoe and John streets in the said City, acquired by the said Credit Valley Railway

Preamble.

Railway

Railway Company for the purposes of a terminal station for the same, and to enable them to operate their traffic thereto ;

And whereas it is agreed to establish the line of the said railway from Queen street in the said City, along the vacant land south of and adjoining the strip of land one hundred feet wide, now occupied by the Grand Trunk and Northern Railway Companies, eastward to a point at or near Bathurst street in the said City ; and whereas the Northern Railway Company have agreed to allow the Credit Valley Railway Company, for the purposes aforesaid, to acquire and exercise through running powers from the said point at or near Bathurst street over the main track now or to be hereafter laid upon and over the property now occupied by the Northern Railway Company between Bathurst and Brock streets, to a point on the northerly part of Esplanade street, at or near its intersection with the east side of Brock street ; 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 :—

C.V. Railway Company may occupy certain lands in Toronto.

1. It shall be lawful for the said the Credit Valley Railway Company to enter upon and occupy so much of a strip of land thirty feet wide as is subject to the control of the Parliament of Canada, and extending from Queen street, in the City of Toronto, and lying to the south of and adjoining the strip of land one hundred feet wide now occupied by the Grand Trunk and Northern Railway Companies, eastward to a point at or near the crossing of the main lines of the Northern and Great Western Railways, near Bathurst street in the said city, being the point of junction hereinafter mentioned : Provided, compensation shall be made under the provisions of “ *The Consolidated Railway Act, 1879.*”

Compensation to be made.

May connect with line of Northern Railway.

2. It shall be lawful for the Credit Valley Railway Company, and they are hereby authorized and empowered to join and unite their main line with the main line of the Northern Railway Company, at a point not exceeding seventy-five yards west of the said crossing of the main lines of the Northern and Great Western Railways near Bathurst street.

Arrangements as to running powers, over part of Northern Railway.

3. When and so soon as the Credit Valley Railway Company shall have constructed their railway from Queen street to the said point of junction with the Northern Railway near Bathurst street, then the Credit Valley Railway Company shall acquire and have the right to exercise, for the purposes of their traffic and construction, through running powers from the said point of junction near Bathurst street

street over the main line of the Northern Railway now or to be hereafter laid upon and over the property occupied by the said Company between Bathurst and Brock streets to a point on the northerly part of Esplanade street at or near its intersection with the east side of Brock street, such running powers to include the right, privilege and power of running the trains, locomotives and cars of every description engaged in the traffic and construction of the Credit Valley Railway Company between the said points: Provided always, that the exercise of all such running powers shall be subject to the control of the Northern Railway Company, and under such running regulations of the Northern Railway Company as may, from time to time, be in force and operation, with regard to the movement of their own trains; and provided further, that the exercise of the said running powers shall also be subject to payment for the same by the Credit Valley Railway Company to the Northern Railway Company of such tolls, rents or compensations as shall be mutually agreed upon, or in the event of disagreement, as shall be settled by arbitrators to be appointed as hereinafter provided,—regard being had, in settling such tolls, rents or compensations, to any special expenditure necessarily incurred by the Northern Railway Company in making such alterations and re-arrangements of the tracks and track service of their yard, to ensure the safe and proper working of the running powers hereby granted; and further that in settling such tolls, rents, or compensations the arbitrators shall award an annual fixed specified amount to be paid by the Credit Valley Railway Company, for the right to exercise such running powers in addition to any tolls or compensations that may be awarded for actual user of such powers; and the tolls, rents or compensations thus settled shall continue in force for five years, and may then, at the request of either party, be renewed or re-settled for such further period as may be agreed upon, and so on, from time to time, by agreement, or in case of dispute, by arbitration, as hereinafter provided.

Proviso: how regulated.

Proviso: as to compensation by agreement or arbitration.

Duration and renewal of agreement.

4 It is hereby declared that the running powers hereby granted are exclusively granted to the Credit Valley Railway Company, and that in the event of the said the Credit Valley Railway Company being amalgamated, or uniting with any other railway company, or in the event of the Credit Valley Railway being leased or sold to or coming under the control of any other railway company, or in the event of the Credit Valley Railway Company acquiring or leasing any other railway, or in the event of the said Credit Valley Railway Company entering into joint working arrangements with any other railway company, then and in any such case the running powers hereby granted shall wholly cease and be determined, unless the said the Credit Valley Railway Company and the Northern Railway Company

Such running powers granted to C.V. Railway Company only.

pany agree to such amalgamation, union, lease, sale or joint working arrangements.

Appointment of arbitrators in case of disagreement.

Provision in default of appointment by either company.

Enforcing award.

Provision in case of failure by C. V. Railway Company to pay compensation awarded.

5. In case the said Companies shall fail to agree upon the extent or manner of working the running powers hereby granted, or upon the tolls, rents or compensations to be paid for the same, or upon any other matters arising out of the powers conferred by this Act, then the same shall be settled by three arbitrators appointed from time to time, one to be appointed by each of the said railway companies, and the third by the Chief Justice, or one of the Judges of the Court of Appeal of the Province of Ontario; and in the event of either of the said Companies refusing or neglecting to appoint such arbitrator for the space of ten days after being requested or notified so to do by the other Company, then the said chief justice or judge shall appoint such arbitrator for the Company so neglecting or refusing; and the award of the said arbitrators or of the majority of them may be enforced by a judge of any one of the superior courts of law or equity in Ontario; and it is hereby declared that if the said The Credit Valley Railway Company shall neglect or refuse for the period of three months to pay such tolls, rents, or compensations as may, at any time, be due by them to the said the Northern Railway Company under any award which may be made under the provisions of this Act, then the said The Northern Railway Company may give the said The Credit Valley Railway Company, notice in writing to pay the same within one month, and in the event of the said The Credit Valley Railway Company at the expiry of the said month neglecting to pay the said sum so due and demanded, the running powers hereby granted shall at once cease and be determined.

CHAP. 55.

An Act to incorporate the Pontiac Pacific Junction Railway Company.

[Assented to 7th May, 1880.]

Preamble.

WHEREAS the persons hereinafter named have, by their petition, prayed to be incorporated as a Company for constructing, equipping and managing a railway, from a point on the line of the Quebec, Montreal, Ottawa and Occidental Railway, at or near the City of Hull or the Village of Aylmer, to such point in the County of Pontiac as may be found most suitable for crossing the Ottawa River, and thence through the Province of Ontario to some point

point at or near the Town of Pembroke, which may be selected to connect the railway with the Canada Central Railway, either to the east or west of the said Town of Pembroke, with power to construct a bridge over the Ottawa River at the point where such line would cross the said Ottawa River, and to make such bridge suitable for railway traffic and for the use of ordinary vehicles; 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. Alexander Walker Ogilvie, Honorable L. Ruggles Church, John Poupore, Peter White, William J. Conroy, Hector Mayne McLean, and J. T. Pattison, Esquires, 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 Pontiac Pacific Junction Railway Company," and shall have all the powers appertaining to railway corporations in general, and the powers and privileges conferred on such corporations, by "*The Consolidated Railway Act, 1879*," subject to the provisions hereinafter mentioned.

Certain persons incorporated.

Corporate name.

2. The said Company, and their agents and servants, may lay out, construct and finish a line of railway, of a gauge of four feet eight and one-half inches, from a point on the line of the Quebec, Montreal, Ottawa and Occidental Railway, at or near the City of Hull or the Village of Aylmer, to such point in the County of Pontiac as may be found most suitable for crossing the Ottawa River, and thence through the Province of Ontario to some point at or near the Town of Pembroke, which may be selected to connect the railway with the Canada Central Railway either to the east or west of the said Town of Pembroke, with power to construct a bridge over the Ottawa River, and to make such bridge suitable for railway traffic and for the use of ordinary vehicles, the whole as hereinafter set forth.

Object and powers of the company and line of railway.

Bridge over River Ottawa.

3. The capital stock of the said Company shall be three millions of dollars, with power to increase the same, as provided by "*The Consolidated Railway Act, 1879*," to be divided into thirty thousand shares of one hundred dollars each, which amount shall be raised by the persons hereinafter named, and such other persons and corporations as may become shareholders in the said Company; and the money so raised shall be applied, in the first place, to the payment of all expenses and disbursements for procuring the passing of this Act, and for making the surveys, plans and estimates connected with the road; and the remainder of such money shall be applied towards making and completing and maintaining the said railway and bridge and other purposes of this Act.

Capital stock and shares.

Application of capital.

Company
may receive
grants in aid.

4. It shall be lawful for the said Company to receive by grant, either from the Government of Canada or of any Province thereof, or from any individuals or corporations, municipal or otherwise, either in Canada or elsewhere, as aid in the construction of the said railway, any vacant lots in the vicinity thereof or elsewhere, or any other real or any personal property, or any sums of money, either as gifts or by way of bonus, or in payment of stock, and legally to dispose of the same.

May dispose
of land so
granted.

Provisional
directors and
their powers.

5. Alexander Walker Ogilvie, the Honorable L. Ruggles Church, John Poupore, Peter White, William J. Conroy, Hector Mayne McLean, and J. T. Pattison, Esquires, shall be and are hereby constituted a board of provisional Directors of the Company, (four of whom shall form a quorum), and shall hold office as such, until other Directors shall be elected under the provisions of this Act, by the shareholders, and shall have power and authority to fill vacancies occurring therein, to open stock books and procure subscriptions for the undertaking, to receive payment on account of stock subscribed, and generally to do all such other acts as such board, under "*The Consolidated Railway Act, 1879*," may lawfully do.

Quorum.

Subscription
for shares.

6. The said Directors are hereby empowered to take all necessary steps for opening stock books for the subscriptions of parties desirous of becoming shareholders in the said Company, and all parties subscribing to the capital stock of the said Company shall be considered proprietors and partners in the same, and the said Directors or a majority of them may, in their discretion, allocate and apportion the stock so subscribed among the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking.

First meeting
of share-
holders and
proceedings
thereat.

7. When and so soon as one-tenth part of the capital stock shall have been subscribed as aforesaid, either in municipal debentures granted by way of bonus, or otherwise, or in ordinary subscriptions by individuals to the capital stock, or partly in such subscriptions, and one-tenth of the amount so subscribed paid in, the said Directors, or a quorum of them, may call a meeting of shareholders, at such time and place as they think proper,—giving at least two weeks' notice in one or more papers in English and French, published in the District of Ottawa; at which said general meeting, and at the annual general meetings in the following sections mentioned, the shareholders present in person or represented by proxy, shall elect not less than five, nor more than nine Directors, in the manner and qualified as hereinafter provided, which said Directors shall constitute a Board of Directors and shall hold office until the second day of January in the year following their election.

Election of
directors.

8. On the second Wednesday of January next after the passing of this Act, and on the second Wednesday of January in each year thereafter, at the principal office of the said Company, there shall be held a general meeting of the shareholders of the Company, at which meeting the said shareholders shall elect a like number of not less than five, nor more than nine Directors, as shall have been previously fixed by by-law, for the then ensuing year, in the manner and qualified as hereinafter provided; and public notice of such annual meeting and election shall be published for one month before the day of election, in one or more newspapers in French and English, if such there be, in the district of Ottawa; and the election of Directors shall be by ballot, and the persons so elected shall form the Board of Directors.

Annual
general
meeting.

Notice.

Ballot.

9. A majority of the Directors shall form a quorum for the transaction of business, and the said Board of Directors, as well as the provisional Board of Directors, may employ one or more of their members as paid Director or Directors: Provided however, that no person shall be elected a Director unless he shall be the owner and holder of at least ten shares of the stock of the said Company, and shall not be in arrear in respect of any call thereon.

Quorum.

Qualification
of director.

10. Any municipal council of a municipality which has given a bonus in aid of the said railway or its branches, amounting to not less than ten thousand dollars, shall be entitled during the construction of the railway, but not afterwards, to appoint a person annually to be a Director of the Company; and such person shall be a Director of the Company in addition to all the other directors authorized by this Act, or by "*The Consolidated Railway Act, 1879*," or by any other Act; but such municipality shall incur no liability by the appointment of such Director.

Appointment
of director
by municipal
council giving
bonus.

11. Any municipal council of any municipality holding stock in the said railway, to an amount of not less than ten thousand dollars, shall be entitled to appoint one person annually to be a Director of the Company; and any municipal council of any municipality holding not less than one hundred thousand dollars stock in the said railway, shall be entitled to appoint annually, two persons to be Directors of the said Company; and such person or persons shall be a Director or Directors of the said Company, in addition to all the other directors authorized by this Act.

And by
municipality
holding
stock.

12. The said 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 made or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary

Company
may become
party to
promissory
notes.

Secretary and Treasurer of the Company, and under the authority of a majority of a quorum of the Directors, shall be binding on the said Company; and every such promissory note or bill of exchange so made 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 said Company affixed to such promissory note or bill of exchange, nor shall the said President or Vice-President, or the Secretary and Treasurer, 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 and enacted: Provided however, that nothing in this section shall be construed to authorize the said 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: as to bank notes.

Bonds may be issued to be a first charge without registration.

Payment for lands under section 4.

Application of proceeds of sale of lands.

Form of bonds.

Proviso: amount of issue limited.

13. The Directors of the said Company are hereby authorized and empowered to issue bonds or debentures, which shall be and form a first charge on the undertaking, lands, buildings, tolls and income of the Company or any, either, or all of them, as may be expressed by the said bonds or debentures, without the necessity for any enregistration thereof; and such bonds or debentures shall be in such form, and for such amount, and payable at such time and places as the Directors, from time to time, may appoint and direct; and the payment to the Treasurer of the Company, or to any other person appointed for the purpose, by any *bonâ fide* purchaser of any of the lands in the fourth section of this Act mentioned, of the purchase money thereof, and the acquittance of such Treasurer, or other person so appointed, of such purchase money, shall operate as a discharge of such charge in respect of the lands so paid for; and until other provisions be made therefor, the Treasurer of such Company, or other person so authorized, shall keep all moneys so received separate and apart from the ordinary funds of the Company, and the money so received shall be invested, from time to time, in Government securities or in the stock of some solvent and well-established chartered bank in Canada, for the formation of a fund for the payment of the interest on such debentures as it becomes due, and for their redemption at maturity. The said bonds or debentures shall be signed by the President or Vice-President, and shall have the corporate seal of the Company affixed thereto: Provided, that the amount of such bonds or debentures shall not exceed fifteen thousand dollars per mile, to be issued in proportion to the length of the railway under contract, or to be constructed under and by virtue of this Act; but no such debentures shall be for a less sum than one hundred dollars.

14. The Directors of the said Company, elected by the shareholders in accordance with the provisions of this Act, shall have power and authority to enter into and conclude any arrangements with any other chartered railway company, for the purpose of making any branch or branches to facilitate a connection between the Company hereby incorporated and any other chartered railway company.

Agreements with other companies as to branch lines.

15. The Company may enter into an agreement with any other chartered railway company, for leasing to such company the said railway or any part or branch thereof, or the use thereof, at any time or times, and for any period, or for leasing or hiring as lessor or lessee, any locomotives, tenders, cars or other rolling stock or movable property, under such sanction as hereinafter mentioned, and generally to make any agreement or agreements with any such other company touching the use by one or other, or by both companies, of the railway or rolling stock or movable property of either or both or any part thereof, or touching any service to be rendered by the one company to the other and the compensation therefor; and such leases, agreements and arrangements shall be valid and binding, and shall be enforced by all courts of law, according to the tenor and effect thereof: Provided, the said leases, agreements and arrangements have been first respectively sanctioned by the majority of votes, at special general meetings of the shareholders, called for the purpose of considering the same respectively, on due notice given as of annual general meetings for the election of Directors.

Running arrangements with other companies.

Proviso: to be sanctioned by general meeting of shareholders.

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

Election of President and officers.

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

Directors may procure subscriptions for stock.

18. Any deed of conveyance of land to the said Company may be in the form of schedule A to this Act annexed, and may be enregistered at full length upon the affidavit of one of the witnesses to the execution thereof, made before one of the officers usually authorized to receive the same; and a deed in such form or in words of like import shall be a legal and valid conveyance of the land and immovables therein mentioned to all intents and purposes, and the registration thereof

Form of conveyance of land to company.

thereof shall be of the same effect as if such deed were executed before a notary.

Limitation of time for making railway.

19. The powers given by this Act shall be exercised by the commencement of the said railway within two years after the passing of this Act, and its completion within six years therefrom.

Government of Quebec may take the portion of the work in Quebec within a certain time and on certain conditions.

20. The portion of the railway and works the construction of which is by this Act authorized, situate within the Province of Quebec, may, at any time within two years from and after the passing of this Act, be assumed and taken possession of by the Government of the said Province upon payment by the said Government to the Company of all sums by them expended in the construction of such portion, together with fifteen per cent. upon such sums, and upon the assumption by the said Government of all liabilities by the said Company incurred in connection with and in relation to the said portion of the railway and works; and from and after the date upon which the said portion of the railway and works shall have been so assumed and taken possession of by the said Government, the rights and powers by this Act conferred upon the Company, so far as relate to the said portion shall cease and determine, but shall be continued to the Government of the Province of Quebec.

Short title.

21. This Act may be cited as "The Pontiac Pacific Junction Railway Act."

SCHEDULE A.

Know all men, by these presents, that I, A. B. of (name also of wife, if any) in consideration of paid to me by the Pontiac Pacific Junction Railway Company, the receipt whereof is hereby acknowledged, do grant, bargain, sell and convey, unto the said Pontiac Pacific Junction Railway Company, their successors and assigns, all the 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. (Here insert the release of dower, if any.)

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

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

CHAP. 56.

An Act to incorporate the South Saskatchewan Valley Railway Company.

[Assented to 7th May, 1880.]

WHEREAS the construction of a railway with branches Preamble.
as hereinafter set forth, is desirable for the development of certain portions of the country in the territory westerly of the Province of Manitoba, between the international boundary and the fifty-first parallel of north latitude, and for the public convenience and accommodation of the inhabitants thereof by connecting the settlements and communities by railway by the most direct and practicable line with the Canadian Pacific Railway, and thereby with the older Provinces of the Dominion and the markets of the east; and whereas a petition has been presented praying for the incorporation of a Company to construct and work the same, and to construct, own, and operate lines of telegraph along the line of such railway, and 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. Andrew Robertson, Donald McInnis, John Ross, M. H. Cochrane, Duncan McIntyre, J. R. Thibaudeau, and James Turner, Esquires, together with such other persons and corporations as shall, in pursuance of this Act, become shareholders of the Company to be hereby incorporated, are hereby constituted and declared to be a body corporate and politic by the name of "The South Saskatchewan Valley Railway Company," hereinafter called the Company. Certain persons incorporated.
Corporate name.

2. The Company shall have full power under this Act to construct a railway from some point to be fixed by the Governor General in Council, on the line of the Canadian Pacific Railway, west of the Province of Manitoba, thence south-westerly in the direction of the Souris, and thence westerly between the line and parallel heretofore named to the Rocky Mountains, on a line to be approved by the Governor in Council; and to construct all necessary bridges over rivers crossing the said line between the above points, and also to build and operate such branch lines of railway from the above described line as may, from time to time, be approved of by the Governor in Council. Railway may be built.
On line approved by Governor in Council.

3. The Company may construct depots, stations, warehouses, elevators, workshops, offices, and other buildings and works at or near any one or more of the several points on the line of railway hereby authorized. Stations, &c., may be erected.

Arrange-
ments with
other com-
panies with
approval of
Governor in
Council.

4. It shall be lawful for the Company to enter into any arrangement with any other railway company for the working of the said railway, or for granting running powers thereon or for leasing the said railway, or any part thereof, or the use thereof, at any time or times, or for any period, or for hiring or leasing from such other company its railway or any part thereof, or the use thereof subject to the approval of the Governor in Council.

Form of con-
veyance of
land to the
company.

5. 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 A to this Act, or to the like effect, shall be a sufficient conveyance to the Company, their successors and assigns of the estate or interest, and sufficient bar of dower respectively of all persons executing the same ; and such conveyances shall be registered in such manner and upon such proof of execution as is required under the registry laws of the North-West Territories.

Provisional
directors.

6. The several persons named in the first section of this Act shall be the provisional Directors of the Company.

Powers of
provisional
directors and
quorum.

7. The said provisional Directors, until others shall be appointed, as hereinafter provided, shall constitute the Board of Directors of the Company, of whom a majority shall form a quorum, with power to fill vacancies occurring therein, to associate with themselves therein not more than five other persons (who, being so appointed shall become and be provisional Directors of the Company equally with themselves), to open stock books, to call a meeting of the subscribers thereto for the election of other Directors as hereinafter provided, and with all such other powers as, under "*The Consolidated Railway Act, 1879*," are vested in such boards ; and the said Directors, or a majority of them may, in their discretion, allocate and apportion the stock so subscribed among the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking.

Stock books
and subscrip-
tions.
42 V., c. 9.

Capital stock
and shares.

8. The capital stock of the Company shall be five million dollars 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 the said sum shall be raised by the persons and corporations who may and shall become shareholders in the Company : and the money so raised shall be applied in the first place to the payment and discharge of all expenses and disbursements connected with the organization of the Company and other preliminary expenses, and for making the survey, plans and estimates connected with the works hereby authorized : and all the remainder of such money shall be applied to the making, equipment and completion of the said railway, and the other purposes of this Act, and no other purposes whatsoever.

Application
thereof.

9. On the subscription for shares of the capital stock, each subscriber shall, within thirty days thereafter, pay ten per centum of the amount subscribed by him into some chartered bank to be designated by the Directors, to the credit of the Company; and no such subscription, unless the said deposit of ten per centum thereof be so made as aforesaid, and within such time, shall be binding on the Company.

Ten per cent. to be paid on subscription.

10. Hereafter calls may be made by the Directors for the time being, as they shall see fit: Provided that no call shall be made at any one time of more than ten per centum of the amount subscribed by each subscriber, nor at intervals of less than thirty days.

Calls. Proviso.

11. 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 also, when sanctioned by a vote of the shareholders, at any general meeting, 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.

Certain payments may be made in paid up stock.

12. It shall be lawful for the provisional or 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 each subscriber scrip to the full amount of such stock subscribed.

Shares may be paid up in full under order of special meeting.

13. As soon as shares to the amount of ten per centum of the capital stock of the Company shall have been subscribed and ten per centum thereof paid into some chartered bank having an office in the Dominion (which shall on no account be withdrawn therefrom unless for the purposes of the Company), the Directors shall call a general meeting of the subscribers to the said capital stock, who shall have so paid up ten per centum thereof, for the purpose of electing Directors of the Company.

First general meeting of shareholders.

14. Notice of the time and place of holding such general meeting shall be given by publication in the *Canada Gazette*, and in one newspaper published in the Province of Manitoba, and in one newspaper published in the North-West Territories once in each week for the space of at least four weeks; and such meeting shall be held at such place, and on such day as may be named by such notice:

Notice of meeting and proceedings thereat.

and

Election of directors.

and at such general meeting the subscribers for the capital stock assembled, who shall have so paid up ten per centum thereof, with such proxies as may be present, shall choose seven persons to be Directors of the Company, and may also make or pass such rules, regulations and by-laws as may be deemed expedient, provided they be not inconsistent with this Act.

Annual general meetings.

15. Thereafter the annual general meeting of the shareholders of the Company shall be held in such place, 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 four weeks previously in the *Canada Gazette*, and once a week for four weeks in some newspaper published in the Province of Manitoba, and in one other paper published in the North-West Territories.

Special general meetings.

16. Special general meetings of the shareholders of the Company may be held at such place as the Directors may determine, and at such times and in such manner and for such purposes, as may be provided by the by-laws of the Company.

Votes on shares on which all calls have been paid.

17. Every shareholder of one or more shares of the capital stock shall, at any general meeting of the shareholders, be entitled to one vote for every share held by him; and no shareholder shall be entitled to vote on any matter whatever, unless all calls due on the stock upon which such shareholder seeks to vote shall have been paid up, at least one week before the day appointed for such meeting.

Quorum of directors.

18. Any meeting of the elected Directors of the Company regularly summoned, at which a majority of the Directors shall be present, shall be competent to exercise and use all and every of the powers hereby vested in the said Directors; and the said Board of Directors may employ and pay one of their number as Managing Director.

Managing paid director.

Qualification of directors.

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

Agreements as to public roads.

20. It shall and may be lawful for the Company to enter into and perform any such agreements as they may, from time to time, deem expedient, with any municipality, corporation or person for the construction or for the maintenance and repair of gravel or other public roads leading to the said railway.

Grants in aid may be received and used.

21. The Company may receive from any government or from any persons or bodies corporate, municipal or politic, who may have power to make or grant the same, aid towards the

the construction, equipment or maintenance of the said railway by way of grant of land, bonus, gift or loan in money or debentures, or other securities for money, or by way of guarantee upon such terms and conditions as may be agreed upon, and shall have power to sell or otherwise dispose of the same for the benefit of the Company.

22. The Directors of the Company, after the sanction of the shareholders shall have first been obtained at any special general meeting to be called from time to time for that 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 Treasurer, 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 be considered to be the first and preferential claims and charges upon the undertaking and the property of the Company, real and personal, then existing and at any time after acquired; and each holder of the said bonds shall be deemed to be a mortgagee and encumbrancer *pro rata* with all the other holders thereof upon the undertaking, and upon the property of the Company as aforesaid: Provided however, that the whole amount of such issue of bonds shall not exceed in all the sum of ten thousand dollars per mile of the said road, and in the computing of mileage for the issue of such bonds, all sidings shall be reckoned and included in addition to the main line and branches of the said road; and provided also, that in the event at any time of the interest upon the said bonds remaining unpaid and owing, then at the next ensuing general annual meeting of the Company, all holders of bonds shall have and possess the same rights and privileges and qualifications for Directors and for voting as are attached to shareholders, provided that the bonds and any transfers thereof shall have been first registered in the same manner as is provided for the registration of shares; and it shall be the duty of the Secretary of the Company to register the same on being required to do so by any holder thereof.

Company may issue bonds under authority of general meeting.

Registration dispensed with; rights of holders.

Proviso: amount limited.

Rights of bondholders if interest is not paid.

Transfers.

23. 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 any such, so made payable to bearer, may sue at law thereon in his own name.

Bonds may be made to bearer.

24. The bonds of the Company may be made payable, principal and interest, in Canadian currency, or in sterling in any place named in the bond.

May be in currency or sterling.

25. The Company shall have power and authority to become parties to promissory notes and bills of exchange for sums

Company may become parties to

promissory notes, &c.

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

Proviso: as to bank notes.

Land for stations, &c.

26. The Company shall have full power, for the purposes of the said railway, to purchase or lease any land for the purpose of erecting depots, stations, snow fences, screens and dumps, warehouses, workshops, offices and other buildings and works, and to sell, dispose of and convey all such lands as they may, at any time, deem superfluous, and convey such land by deed under their common seal.

Telegraph lines may be constructed.

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

C.P.R. to have running powers under agreement or arbitration.

28. The Governor in Council shall have, for and on behalf of the Canadian Pacific Railway, running powers over the said road, subject to such terms as shall be agreed upon with the Company, or on failure to agree, as shall be fixed and determined by arbitrators to be appointed by such Company and the Governor in Council respectively, and such third person as shall be appointed by a Judge of the Supreme Court of Canada, at the request of the said Company or of the Minister of Railways and Canals.

Time for commencement and completion of railway.

29. The works shall be commenced not later than the time when the Canadian Pacific Railway shall be completed from the Red River to the point of commencing the railway hereby authorized, and not less than twenty miles thereof shall be completed each year to the satisfaction of the Governor in Council: Provided that on failure to commence and carry on the work as herein provided the powers granted to the Company by this Act to extend their line of railway for any

Proviso, in case of failure.

any further distance than the length of the line then completed shall be forfeited.

SCHEDULE A.

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 South Saskatchewan Valley Railway Company, the receipt whereof is hereby acknowledged, do grant and convey, and I (or we) [*insert the name 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 purposes of the said Railway; to hold the same with the appurtenances unto the said South Saskatchewan Valley Railway 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

Signed, sealed and delivered, }
in presence of } (L.S.)

CHAP. 57.

An Act to incorporate the Nelson Valley Railway and Transportation Company.

[Assented to 7th May, 1880.]

WHEREAS the opening of a route for the transportation Preamble.
by railway and other means, of freight, passengers and mails between Manitoba and the North-West Territories and Europe, and other parts of the world, by way of Hudson Bay affording an independent route for immigrants from Europe, and further facilities for the colonization of Manitoba

Manitoba and of the North-West Territories, would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and 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. The Honorable Thomas Ryan, the Honorable John Hamilton, Peter Redpath, George A. Drummond, Alexander Murray, Duncan Macarthur, and Alexander Smith, together with such persons and corporations as shall become shareholders in the Company hereby incorporated, are hereby constituted and declared to be a body corporate and politic by the name of the "Nelson Valley Railway and Transportation Company."

Corporate name.

Object and powers of the company.

2. The said Company shall have full power and authority to lay out, construct and complete a railway of four feet eight and one-half inches in width of gauge between a point on the north shore of Lake Winnipeg, or on the navigable waters of any river flowing northward from the said Lake and a point at or near the Churchill River, at or near the shore of Hudson Bay, with power to own or charter and sail steam vessels in connection therewith, and to construct, own and operate lines of telegraph along the line of such railway, and to make a public road as a preliminary thereto, or accompanying such 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: and the said Company shall also have power to lay out, construct and complete a branch railway from any point on its main line to a point on the Pacific Railway west of Lake Winnipegosis.

Railway line. Vessels, telegraph and public road.

Line must be approved.

Branch line.

Provisional directors and their powers.

3. The persons named in the first section of this Act 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 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 withdraw the same solely for the purposes of the undertaking, and to receive on behalf of the Company any grant,
loan,

Stock books and subscriptions.

Plans and surveys.

loan, bonus or gift made to it in aid of the undertaking, and to enter into any agreement respecting the conditions or disposition of any gift or bonus in aid of the railway.

Aid by grant,
loan, bonus,
or gift.

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 for procuring the passage of this Act, and for 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.

Capital stock
and shares,
and applica-
tion thereof.

5. 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; and such five per centum shall not be withdrawn from such bank or otherwise applied, except for the purposes of such railway, or upon the dissolution of the Company from any cause whatsoever.

Five per cent.
payable on
subscription,
and deposited.

6. The said Company may receive, either from the Dominion Government, or any of the Provincial Governments, or from any persons 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, free grants of land, bonuses, loans or gifts of money, or securities for money.

Company
may receive
aid.

7. When and so soon as shares to the amount of five hundred thousand dollars in the capital stock of the said Company have been subscribed and five 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 Montreal for the purpose of electing Directors of the said Company, giving at least four weeks' previous notice by public advertisement in some newspaper published in the City of Montreal and also by circular addressed by mail to each subscriber, of the time, place and purpose of the said meeting.

First meeting
of shareholders
for election 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, 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.

Qualification
of directors.

Election of directors and passing by-laws.

9. At such general meeting the subscribers for the capital stock assembled who shall have so paid up five per centum thereof, with such proxies as may be present, shall choose seven persons to be Directors of the said Company (of whom four shall be a quorum), 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.*"

Annual general meeting.

10. Thereafter the general annual meeting of the shareholders of the said Company, for the election of Directors and other general purposes, shall be held at such place as may be appointed by by-law of the Company, on the first Wednesday of the month of February in each year, and four weeks' previous notice thereof shall be given by publication in the *Canada Gazette* and by circular sent to each subscriber to such stock.

Calls on stock.

11. No call to be made payable at any time upon the capital stock shall exceed ten per centum 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.

Bonds may be issued and disposed of by directors.

12. The Directors of the said Company, under the authority of the shareholders to them given, are hereby authorized to issue bonds under the seal of the said 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: Provided, that the amount of such bonds so issued, sold or pledged, shall not exceed twenty-five thousand dollars per mile of the said railway and branch 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 and fifty 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 encumbrances 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

Proviso: amount limited.

Proviso: as to time of issue.

May be secured and how, and subject to what conditions.

the said deed, the said 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.

13. The bonds hereby authorized to be issued shall, without registration or formal conveyance, be taken and considered to be the first preferential claims and charges upon the said Company, and the undertaking, tolls and income and real and personal property thereof, now or at any time hereafter acquired, save and except as provided for in the last preceding section; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders, and shall have priority as such.

To be a first charge on the undertaking, without registration.

14. If the said Company shall make default in paying the principal or interest of any of the bonds hereby authorized at the time when the same shall, by the terms of the bond, 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, 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 said 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 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 said 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.

Rights of bondholders if interest is not paid.

Proviso: bonds to be registered in such case.

Proviso: rights saved.

15. All bonds, 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 is made in manner provided in the next preceding section,

Transfer of bonds.

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.

Company may become parties to promissory notes.

16. The said 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 said 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 said Company; and any such promissory note or bill of exchange so made as aforesaid, 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 said 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 other than as aforesaid: Provided however, that nothing in this section shall be construed to authorize the said 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.

Seal not required.

Proviso: not to issue Bank notes.

Running arrangements with other companies.

17. It shall be lawful for the Company to enter into any agreement with any other company for amalgamation or for the use or partial use of the railway of the Company, or for leasing or for hiring from such other company any other railway or part thereof, or the use thereof, and for any period or term, or for the leasing or hiring any locomotives, cars or movable property, and generally to make any agreement with any other company touching the use of the railway, or of the railway of the other company, or of the movable property of the other company, or touching any service to be rendered by the one company to the other, and the compensation therefor: Provided that any such agreement, lease or contract in this section mentioned or referred to, shall be first approved of and authorized by the shareholders of the said Company at an annual general meeting of the same.

Proviso.

Power to hold and use vessels and elevators.

18. The Company may also build, purchase, acquire, lease, charter or possess, work and operate sea-going vessels and elevators, and if necessary may purchase grain and other freight to complete or make up the cargoes of such vessels, and the same may sell and dispose of. And it may also acquire, lease, charter or operate steam and other vessels on the Nelson River and Lake Winnipeg, and may also make any improvement or erect any work required to facilitate

facilitate the navigation of any river with which the said railway shall connect.

19. The Company may also construct an electric telegraph line in connection with the railway or water communication; and may also erect and construct across any streams, rivers or 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.

Lines of telegraph and bridges.

20. 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 shareholders at any 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 may be issued; and for what purpose.

21. The railway shall be commenced within two years, and completed within six years from the passing of this Act, and in default thereof the powers hereby conferred shall absolutely cease with respect to so much of the railway as then remains incomplete.

Limitation of time for commencement and completion.

CHAP. 58.

An Act to incorporate The Souris and Rocky Mountain Railway Company.

[Assented to 7th May, 1880.]

WHEREAS the construction of a railway from some point on the Canadian Pacific Railway, in the North-West Territories, following a direction thence westerly between the international boundary line and the fifty-first degree of north latitude to the Rocky Mountains, with a branch line of railway south-westerly to or near the coal beds on the Souris 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 along the line of the said railway; and 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:—

Preamble.

Certain persons incorporated.

1. Lewis Bentley, Alexander Gemmell, Archibald Young, Warring Kennedy, John Fiskin, Robert W. Prettie, John F. Taylor, James Cooper, John Smith, Samuel Booth, Robert Simpson, Matthew T. Hunter, Edward J. Musson, Robert George, D. MacEwan, G. M. Butchart, W. Garrett, D. L. McLaren, Hon. W. N. Kennedy, A. W. Bell, F. L. Logan, C. J. Wyatt, S. S. Sudlow, George Balkwill, J. Sibbald, Joseph Biopelle, Wm. Bannerman, Thomas Cramp and George Osborne, 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 *Souris and Rocky Mountain Railway Company*.

Corporate name.

Railway and branches may be constructed on lines in N. W. T. approved by Governor in Council.

2. The said 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, following a direction thence westerly between the international boundary line and the fifty-first degree of north latitude to the *Rocky Mountains*, with a branch line of railway southerly to or near the coal beds on the *Souris River*, and to construct all necessary bridges over rivers crossing the said line between the said points, and also to build and operate branch lines of railway from the first above described line,—all such lines and branch lines to be approved of by the Governor in Council.

Provisional directors and their powers.

3. John Fiskin, Warring Kennedy, Archibald Young, Hon. W. N. Kennedy, Wm. Bannerman, G. M. Butchart, John Smith, John F. Taylor, and D. L. McLaren, 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 by advertisement in the *Canada Gazette* of the time and place of their meeting to receive such subscription of stock; and they shall have power to deposit in any chartered bank of Canada all moneys received by them on account of stock subscribed, and also all such powers as are vested in provisional Directors by "*The Consolidated Railway Act, 1879.*"

42 V., c. 9.

Capital stock and shares, and application thereof.

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 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

money shall be applied to the making, completing, equipping and maintaining of the said railway and the other purposes of this Act and no other purpose whatsoever.

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 ; 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.
Apportioning stock.

6. The said 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.

Company may receive grants in aid

7. When and so soon as shares to the amount of five hundred thousand dollars in the capital stock of the said 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 or at the City of Toronto, as they shall deem most convenient, for the purpose of electing Directors of the said Company, giving at least four weeks' previous notice by public advertisement in the *Canada Gazette* and in some daily paper published in the City of Winnipeg and in one published in the City of Toronto, 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.

First meeting of shareholders and notice thereof.

8. 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.

Qualification 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 said Company (of whom five shall be a quorum), 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*, 42 V., c. 9. 1879."

Election of directors, number and quorum.

Annual general meetings, and notice thereof.

10. 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 as may be appointed by by-law of the Company, on the first Thursday in the month of February, 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 Province of Manitoba and in one published in the City of Toronto.

Calls on stock.

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.

Bonds may be issued, under what authority; form, and disposal thereof.

12. The Directors of the said 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 said 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 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; Provided, that the amount of bonds so issued, sold or pledged shall not exceed ten 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 five 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, binding and

Proviso: amount limited.

Proviso: as to time of issue, and conditions precedent.

Bonds may be secured by mortgage deed, subject to working expenses.

Certain powers may be granted to bondholders.

and available to the bondholders in manner and form as therein provided.

13. The bonds hereby authorized to be issued shall, without registration or formal conveyance, be the first preferential claims and charges upon the said 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 provided for in the last preceding section; 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.

Bonds to be first charge on the undertaking without registration, except as provided in s. 12.

14. If the said 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 bond, become due and payable, then at the next ensuing annual general meeting of the said Company, and 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 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 said Company; and for that purpose the said 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.

Powers of bondholders in case of non-payment.

Proviso: as to registration.

Proviso: certain rights saved.

15. All bonds, 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.

Transfers of bonds.

16. The said Company shall have power and authority to become parties to promissory notes and bills of exchange, for sums of not less than one hundred dollars, and any such note

Company may become a party to promissory notes.
OR

or bill made, accepted or endorsed by the President or Vice-President of the said Company as President or Vice-President thereof, and countersigned by the Secretary, and under the authority of a majority or quorum of the Directors, shall be binding on the said Company; and any such promissory note or bill of exchange so made as aforesaid 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 said 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 other than as aforesaid: Provided, however, that nothing in this section shall be construed to authorize the said 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.

Without seal.

Proviso: as to bank notes.

Arrangements may be made with other companies.

17. It shall be lawful for the Company to enter into any agreement with any other company, for the use or partial use of the railway of the Company, or for leasing or hiring from such other company any other railway or part thereof, or the use thereof, and for any period or term, or for the leasing or hiring any locomotives, cars or movable property.

Time for commencement and completion fixed.

18. The works upon the main line of the said railway shall be commenced not later than the time when the Canadian Pacific Railway shall be completed from the Red River to the point of commencing the railway hereby authorized; and thereafter not less than twenty miles of such railway shall be completed each year to the satisfaction of the Governor in Council,—failing which the powers hereby granted to the said Company to extend their line of railway for any further distance than the length of line then completed shall be forfeited.

Company may amalgamate with another, by consent of majority of stockholders, and observing certain forms.

19. The said Company, acting by its Directors authorized in that behalf, by a resolution of the shareholders passed at a meeting thereof specially called for the purpose,—which resolution must be concurred in by shareholders holding an actual majority of the stock of the Company,—may amalgamate with the Manitoba South-Western Colonization Railway Company, and for that purpose may execute with the said last mentioned Company a deed of amalgamation providing for the amalgamation of the Company hereby incorporated with the said last mentioned Company; and upon the execution of such deed of amalgamation, and after the publication of a notice of the execution thereof in the *Canada Gazette*, the franchises, privileges, assets, rights and property of the Company hereby incorporated shall vest in the amalgamated Company by the name of either of the said Companies, as may be agreed in the deed of amalgamation,

tion, and its obligations and liabilities shall become the obligations and liabilities of the amalgamated Company, —the whole upon such terms and conditions as shall be contained in the said deed of amalgamation, not contrary to law or to the provisions of this Act; and all the powers conferred by this Act shall vest in the amalgamated Company.

20. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph in connection with and along the line of their railway and branches as may be necessary or useful for the purposes of their undertaking.

Telegraph
line may be
constructed.

21. The Governor in Council shall have, for and on behalf of the Canadian Pacific Railway, running powers over the said road subject to such terms as shall be agreed upon with the Company, or on failure to agree, as shall be fixed and determined by arbitrators to be appointed by such Company and the Governor in Council respectively, and such third person as shall be appointed by a Judge of the Supreme Court of Canada, at the request of the said Company or of the Minister of Railways and Canals.

C.P.R. to
have running
powers over
the railway
on terms to
be agreed on
or fixed by
arbitration.

CHAP. 59.

An Act to incorporate The Winnipeg and Hudson's Bay Railway and Steamship Company.

[Assented to 7th May, 1880.]

WHEREAS the construction and operation of a railway from the City of Winnipeg, in the Province of Manitoba, to Port Nelson, or some other point on the Nelson River or Hudson's Bay, at or near the Nelson River, in the District of Keewatin, 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 and own or charter vessels for the said purpose, and also to build, own, purchase or charter steamships or other vessels for the purpose of transporting freight or passengers from the northern terminus of the said railway to Europe or elsewhere, would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company 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:—

Preamble.

Certain persons incorporated.

1. Andrew Willson Bell, William Bannerman, Charles Smith, William T. McLeod, Peter Johnston Brown, John C. Schultz, Hugh Ryan, John G. Haggart, Joseph Riopelle, Hugh Sutherland, Alexander Barnet, and Edward Elliott, together with such persons and corporations as shall, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted and declared to be a body corporate and politic, by the name of "The Winnipeg and Hudson's Bay Railway and Steamship Company."

Corporate name.

Powers and business of the company.

2. The said Company shall have full power and authority to lay out, construct and complete a railway of a gauge of four feet eight and a half inches in width, from a point in or near the City of Winnipeg, in the Province of Manitoba, to Port Nelson, or some other point on the shores of Hudson's Bay, at or near the Nelson River, in the District of Keewatin, either in a continuous line, or by utilizing the navigable waters along or near the said route for the purposes of transport, and to build, purchase, lease, charter or own 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 build the railway in sections as they may deem best, under the provisions of "*The Consolidated Railway Act, 1879*;" but the said Company shall not begin the construction of the said railway until the location thereof shall have been approved by the Governor in Council.

Lines of railway and vessels.

42 V., c. 9.

Power to take and hold real estate for railway purposes.

3. The said Company may acquire land and water lot property for the purposes of their undertaking, and may acquire, under the provisions in that behalf of "*The Consolidated Railway Act, 1879*," and hold such width of land on the sides of the railway and its branches at any point as may be needed for the erection of snow-drift fences or barriers at a sufficient distance from the track to prevent the obstruction of the line by drifting snow; and the compensation to be paid to the owners for such lands and water lots, as also the powers of the said Company to take possession thereof, shall, in case of difference, be ascertained and exercised in the manner provided by the section of the said Railway Act respecting lands and their valuation.

Compensation.

Provisional directors and their powers.

4. 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 four 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, and to receive payments on account of stock subscribed, and to cause plans and surveys to be made, and to deposit in any chartered bank

Surveys and plans.

bank of Canada moneys received by them on account of stock subscribed.

5. The capital stock of the said 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 fees, expenses and disbursements for procuring the passing of this Act, and for making the surveys, plans and estimates 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.

Capital stock and shares, and application thereof.

6. No subscription of stock in the capital of the said Company shall be legal or valid unless five per cent. of the amount subscribed 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 five *per centum* shall not be withdrawn from such bank or otherwise applied, except for the purpose of such railway, or upon the dissolution of the Company, from any cause whatever: and the said Directors or a majority of them may, in their discretion, allocate and apportion the stock so subscribed among the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking.

Provision as to subscription of stock.

7. The said Company may receive from any Government or from any persons 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, bonuses in lands, or loans or gifts of money, or securities for money.

Company may receive grants in aid.

8. So soon as five hundred thousand dollars of the said capital stock shall have been subscribed as aforesaid, and five per cent. paid thereon for the purposes of the Company, the hereinbefore mentioned Directors, or a majority of them, shall call a meeting of the shareholders of the said Company at the City of Ottawa at such time and place as they may think proper, giving at least two weeks' notice in the *Canada Gazette*, and in one or more of the papers published in the City of Winnipeg; at which meeting the shareholders shall elect seven Directors from the shareholders possessing the qualifications hereinafter mentioned,—which Directors shall hold office until the next annual meeting of the shareholders, as hereinafter provided.

First meeting of shareholders for election of directors.

Notice.

9. The annual general meeting of the shareholders for the election of Directors and other general purposes shall be held

Annual general meeting.

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

Notice.

Election of directors.

10. At such general meeting the subscribers for the capital stock assembled who shall have paid up five per cent. thereof, shall choose seven persons to be Directors of the said Company (of whom four shall be a quorum), and may also pass such rules, regulations and by-laws as may be deemed expedient, provided they be not inconsistent with this Act and "*The Consolidated Railway Act, 1879.*"

Quorum.
By-laws.

Qualification of director.

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

Calls.

12. 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.

Borrowing powers of the company.

13. The Directors of the said Company, under the authority of the shareholders to them given, are hereby authorized to issue bonds under the seal of the said 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: Provided, that the amount of such bonds so issued, sold or pledged, shall not exceed twenty-five thousand dollars per mile of the said railway and branches, 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 and fifty 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 encumbrances 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

Proviso: amount limited.

Proviso: \$250,000 must have been subscribed and 10 per cent. paid.

May be secured by mortgage deed.

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 said 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.

Conditions in bonds.

14. The bonds hereby authorized to be issued shall, without registration or formal conveyance, be taken and considered to be the first preferential claims and charges upon the said Company, and the undertaking, tolls and income and real and personal property thereof, now or at any time hereafter acquired, save and except as provided for in the last preceding section; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro ratâ* with all the other bondholders, and shall have priority as such.

Bonds to be a first charge without registration.

15. If the said Company shall make default in paying the principal or interest of any of the bonds hereby authorized at the time when the same shall, by the terms of the bond, 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, 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 said 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 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 said 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.

Certain rights of bondholders if there is default.

Proviso: that bonds have been registered.

Proviso: saving other rights.

16. All bonds, debentures and other securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and shall in that

Transfer of bonds.

that case 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.

Company may become parties to promissory notes, &c.

17. The said 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, and countersigned by the Secretary, and under the authority of a quorum of the Directors, shall be binding on the Company; and any such promissory note or bill of exchange so made 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 said 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 the sanction and authority of the Board of Directors as herein enacted: 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.

Seal not required.

Proviso: no bank notes.

Powers of the Company as to navigation.

18. 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 may do all and such things as are necessary for improving the navigation between any of such lakes and others of them; 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 any of the said rivers, or may construct a canal or canals to avoid the same wherever requisite, 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, steamboats 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, and if necessary may purchase grain and other freight to complete or make up the cargoes of such vessels, and the same may sell and dispose of.

19. The Company may also construct an electric telegraph line in connection with the railway or water communication; and may also erect and construct across any streams, rivers or lakes which may be in or near the route of the railway, a bridge or bridges where the same shall be necessary for the purposes of the railway.

Power to construct a telegraph and bridges.

20. It shall be lawful for the Company to enter into any agreement with any other company for amalgamation or for the use or partial use of the railway of the Company, or for leasing or for hiring from such other company any other railway or part thereof, or the use thereof, and for any period or term, or for the leasing or hiring of any locomotives, cars or movable property, and generally for making any agreement with any other company touching the use of the railway, or of the railway of the other company, or touching any service to be rendered by the one company to the other, and the compensation therefor: Provided that any such agreement, lease or contract in this section mentioned or referred to, shall be first approved of and authorized by the shareholders of the said Company at an annual general meeting of the same.

Power to make certain agreements with other companies.

21. The Company may also build, purchase, acquire, lease, charter or possess, work and operate sea-going vessels and elevators, and, if necessary, may purchase grain and other freight to complete or make up the cargoes of such vessels, and the same may sell and dispose of; and it may also acquire, lease, charter or operate steam and other vessels on the Nelson River and Lake Winnipeg, and may also make any improvement or erect any work required to facilitate the navigation of any river with which the said railway shall connect.

Power to have and work sea-going vessels and elevators.

22. The construction of the railway shall be *bonâ fide* commenced within two years and completed within six years after the passing of this Act.

Time for commencing and completing railway.

CHAP. 60.

An Act respecting the Niagara Grand Island Bridge Company.

[Assented to 29th April, 1880.]

Preamble.

WHEREAS the Niagara Grand Island Bridge Company and its Provisional Directors have, by their petition, prayed for the passing of an Act to extend the time limited for the commencement and completion of their undertaking, 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
commencing
and complet-
ing extended.

1. The periods limited by the Act thirty-seventh Victoria, chapter seventy-seven, incorporating the Niagara Grand Island Bridge Company, as amended by the Act fortieth Victoria, chapter sixty-four, for the commencement and completion of its undertaking, are hereby extended as follows: the works authorized by the said firstly cited Act shall be commenced within three years and completed within six years from the passing of this Act.

CHAP. 61.

An Act to incorporate the Assiniboine Bridge Company.

[Assented to 7th May, 1880.]

Preamble.

WHEREAS the persons hereinafter named have petitioned for the passing of an Act to incorporate a Company, to be known as "The Red River and Assiniboine Bridge Company," with power to build a toll-bridge across the Red River, from some point within the limits of the City of Winnipeg, in the Province of Manitoba, to a point on the opposite bank of the said river, and also to build a toll bridge across the Assiniboine River from some point within the limits of the said City of Winnipeg to a point on the opposite bank of the said river Assiniboine, both of the said rivers being navigable rivers, and it is expedient to grant in part 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. C. S. Gzowski, Esquire, the Honorable D. L. Macpherson, the Honorable Alexander Morris, all of the City of Toronto

Toronto in the Province of Ontario ; Andrew Robertson, Thomas Cramp, A. W. Ogilvie and W. W. Ogilvie, Esquires, the Honorable Donald A. Smith and Charles J. Brydges, Esquire, all of the City of Montreal in the Province of Quebec ; the Right Reverend Alexander Taché, Archbishop of Saint Boniface, the Honorable Marc Amable Girard, the Honorable Joseph Royal, A. A. C. LaRivière, and W. A. Baldwin, Esquires, all of the Parish of Saint Boniface in the Province of Manitoba; and the Honorable Andrew G. B. Bannatyne and Edward W. Jarvis, Arthur F. Eden, Thomas Scott, Joseph J. Hargrave, William Hespeler, Hugh S. Donaldson, Campbell Sweeney, John H. McTavish, William F. Alloway and John Farquhar Bain, Esquires, all of the City of Winnipeg in the said Province of Manitoba, together with such other persons and corporations as shall, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted and declared to be a body politic and corporate, by the name of "The Assiniboine Bridge Company."

Corporate name.

2. The said Company are hereby authorized to build, erect, construct, work, maintain and manage, a solid and sufficient toll-bridge for ordinary traffic purposes over the said Assiniboine River, from some point within the limits of the said City of Winnipeg to a point on the opposite bank of the river, and to erect and construct toll-houses and toll-gates, with other dependencies and approaches to or upon the said bridge; and also to do and execute all such other matters and things as shall be necessary, useful or advantageous, for erecting and constructing, keeping up and maintaining the said bridge and toll-houses and gates, and other dependencies, according to the true intent and meaning of this Act.

Object and powers of company.
Toll bridge over Assiniboine River.

3. The capital stock of the said Company shall be one hundred thousand dollars, and shall be divided into one thousand shares of one hundred dollars each, to be paid at such times and in such instalments as the Directors of the Company may require and direct; and the said corporation may, if they think it necessary, increase the capital stock to a sum not to exceed two hundred thousand dollars, and may increase the number of shares accordingly.

Capital stock and shares.

Power to increase them.

4. The said C. S. Gzowski, D. L. Macpherson, Alexander Morris, Andrew Robertson, Thomas Cramp, A. W. Ogilvie, W. W. Ogilvie, Donald A. Smith, Charles J. Brydges, Right Reverend Alexander Taché, Marc Amable Girard, Joseph Royal, A. A. C. LaRivière, W. A. Baldwin, Andrew G. B. Bannatyne, Edward W. Jarvis, Arthur F. Eden, Thomas Scott, Joseph J. Hargrave, William Hespeler, Hugh S. Donaldson, Campbell Sweeney, John H. McTavish, William F. Alloway, and John Farquhar Bain are hereby constituted

Provisional directors and their powers.

a provisional board of Directors of the said Company and shall hold office as such until the first election of Directors under this Act; and shall have power and authority immediately after the passing of this Act, to open stock books and procure subscriptions of stock: and the head office of the said Company shall be in the said City of Winnipeg.

Ten per cent.
to be paid on
subscription
of stock.

5. No subscription of stock in the said Company shall be legal or valid until ten per centum thereon shall have been actually and *bonâ fide* paid thereon; and the said Directors or a majority of them may, in their discretion, allocate and apportion the stock so subscribed among the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking.

Equal rights
of share-
holders.

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

First meeting
of share-
holders.

7. So soon as twenty-five thousand dollars of the said stock shall have been subscribed, and ten per centum *bonâ fide* paid thereon, the hereinbefore mentioned Directors, or a majority of them, shall call a meeting of the shareholders of the said Company, at such time and place as they may think proper, giving at least two weeks' notice thereof in the *Canada Gazette*, and in some paper published in the City of Winnipeg,—at which meeting the shareholders shall elect Directors for the ensuing year, which Directors shall hold office until their successors are appointed.

Notice to be
given.

Election of
directors.

Qualification
of directors.

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

Board of
directors.
Quorum.

9. The affairs of the Company shall be managed by a board of nine Directors, of whom five shall form a quorum.

Election of
directors
after the first.

10. After the first election of Directors they shall thereafter be appointed by the shareholders in general meeting of the Company assembled at the said City of Winnipeg, at such times, and in such wise, and for such term, not exceeding two years, as the by-laws of the Company may prescribe; and at all meetings of the shareholders each shareholder shall be entitled to cast one vote for each share of stock held by him, and to vote either in person or by proxy.

Votes.
Proxies.

Vacancies,
how filled.

11. Vacancies occurring in the Board of Directors may be filled for the unexpired remainder of the term by the Board,

Board, from among the qualified shareholders of the Company.

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 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, or to this Act, for all purposes connected with the affairs of the said Company, and may repeal, amend and re-enact the same : but every such by-law and every repeal, amendment or re-enactment thereof shall only have force until the next general meeting of the Company, unless at such general meeting the same shall be confirmed.

Powers of the directors.
Contracts, by-laws, &c.

13. The Directors, or a majority of them, shall have power to call special meetings of the shareholders at the said City of Winnipeg at any time they may decide, giving notice thereof as provided in the seventh section of this Act.

Special meetings of shareholders.

14. Each shareholder, until the whole amount of his shares has been paid up, shall be individually liable to the creditors of the Company to an amount equal to that not paid up thereon, and no more.

Liability of shareholders limited.

15. The said Company shall have full power and authority to erect, make and sink all such piers, abutments, blocks, and erections in the Assiniboine River as may be deemed necessary, not only for the construction of the said bridge, but such as may be required or thought desirable efficiently to protect it from the effects of ice and ice freshets, or for any other purposes in connection with the said bridge that the said Company may see fit, and may build the necessary approaches thereto, into and upon the lands, streets, roads and grounds, lying and being on either side of the said river ; and may cut, level, or raise the banks of the said river in such manner as may be deemed necessary or proper for building the said bridge, and may cut, remove, take and carry away all and every impediment whatsoever which may in any way tend to hinder the erecting and completing the said bridge ; and may execute all other things necessary, requisite, useful or convenient for erecting, building, working, maintaining and supporting the said bridge, toll-houses and toll-gates, and may, from time to time, enter and go in and upon the lands and grounds adjacent to the said river on either side thereof, for the purpose of making surveys, examinations or other necessary arrangements for fixing the site of the said bridge.

Powers of company for the construction of bridge.
Entry on lands for survey, &c.

16. For the purpose of erecting, building, maintaining and supporting the said bridge, the said Company shall,

Powers for taking and from

holding real property.

from time to time, have full power and authority to take and use all land reasonably required on either side of the said river, and thereon to work up or cause to be worked up the materials and other things necessary for erecting, constructing, and repairing the said bridge accordingly,—first, however, making reasonable compensation for the lands so to be taken or occupied,—such compensation to be settled by arbitrators named, one by each party interested, and a third one by the two arbitrators so chosen, or, in the event of their failing to agree within one week upon a third arbitrator, then such arbitrator may be appointed by a Judge of the Court of Queen's Bench of the Province of Manitoba; and the decision of any two arbitrators shall be final.

Compensation by agreement or arbitration.

Plan and site to be subject to approval of Governor in Council.

17. The said Company shall not commence the construction of the said bridge until they shall have submitted to the Governor General in Council, plans of the bridge proposed to be built, nor until such plans and the site shall have been approved of by the Governor General in Council.

Bridge, &c., vested in company.

18. The said bridge and the toll-houses, toll-gates and dependencies, and the ascents and approaches to the said bridge, shall be vested in the said Company, their successors and assigns forever.

Tariff of tolls.

19. When and so soon as the said bridge shall be erected, it shall be lawful for the said Company, from time to time, and at all times thereafter, to ask, demand, receive, take, sue for, and recover, to and for their own proper use, benefit and behoof, for pontage before any passage over the said bridge is permitted, tolls not to exceed the several sums following for passage over the said bridge, that is to say:—

Foot passenger, each way, two cents ;

Rider, with horse or mule, each way, six cents ;

Loose animals, per head, except sheep, pigs and spring colts following the mares, five cents ;

Sheep and pigs, per head, two cents ;

Cart, carriage, waggon, buggy, sleigh, cutter, or other vehicle drawn by one animal, each way, twelve and one-half cents ;

Cart, carriage, waggon, buggy, sleigh, cutter or other vehicle drawn by two or more animals, each way, twenty cents ;

The above rates to include the *bonâ fide* loads of each vehicle: Provided however, that no tolls shall be exacted until a tariff of tolls shall have been submitted to and sanctioned by the Governor General in Council, who may, should the public interest require it, revise the same from time to time.

Load included.

Proviso for sanction and revision.

20. If any person shall forcibly pass through any of the said toll-gates or over or upon the said bridge without first having paid the proper toll, or shall interrupt or disturb the said Company or any person or persons employed by them in building or repairing the same, such person so offending shall for every such offence forfeit a sum not exceeding ten dollars, to be recovered before any Justice of the Peace, and in default of payment may, in the discretion of such Justice, be imprisoned in the common gaol for a period not exceeding ten days.

Penalty for forcible passage without paying.

21. The said bridge shall be provided with draws or swings or some such practicable arrangement so constructed as to allow sufficient space, not less than forty feet, for the passage of steamboats, vessels, boats and rafts,—which draw, or swing, or other arrangement shall at all times be worked and moved at the expense of the said Company, their successors or assigns, so as not to hinder or delay unnecessarily the passage of any steamboats, vessels, boats or rafts.

Draw or swing bridges to be constructed.

22. The said bridge shall be commenced within two years and completed within four years from the passing of this Act.

Time for beginning and completing the work.

CHAP. 62.

An Act to amend the Act thirty-sixth Victoria, chapter one hundred and eight, intituled "An Act to grant additional powers to the Quebec and Gulf Ports Steamship Company."

[Assented to 29th April, 1880.]

WHEREAS the Quebec and Gulf Ports Steamship Company have, by their petition, represented that the name of the Company is no longer applicable, owing to the employment of their steamers in other trades than were contemplated at the organization of the Company; and that the extension of their business over a wider field renders it impossible to have a true and exact statement of the affairs of the Company ready to submit to the general meeting of the shareholders as early as the time named in the above mentioned Act, and have prayed that the name of the Company may be altered, and the time for holding the annual general

Preamble.

ral meeting in each year extended; 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:

Name
changed.

1. The name of the Quebec and Gulf Ports Steamship Company is hereby changed to the "Quebec Steamship Company."

Day for an-
nual meeting.

2. The annual general meeting of the shareholders of the Company shall be held on such legal day between the fourteenth day of February and the thirtieth day of April in each year, as the Directors by resolution at any general or special meeting may direct.

Provision
as to suits
pending.

3. All suits at law entered or pending by or against the Quebec and Gulf Ports Steamship Company before the passing of this Act shall be continued in the name of the Quebec and Gulf Ports Steamship Company.

Sect. 4 of 36
V., c. 108,
amended.

4. Section four of the said Act is hereby amended by inserting the words "and may at any subsequent meeting," after the word "Act," in the fourth line of the said section.

CHAP. 63.

An Act to incorporate the St. Clair and Lake Erie Navigation Company.

[Assented to 29th April, 1880.]

Preamble.

WHEREAS Edward Robinson, Peter D. McKellar, Hermann J. Eberts, Rufus Stephenson, and others have petitioned to be incorporated for the purposes hereinafter set forth: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain per-
sons incor-
porated.

1. Edward Robinson, Peter D. McKellar, Hermann J. Eberts, Rufus Stephenson, Augustin McDonell, John B. Pike, Caleb Wheeler, James N. Henry, T. Wesley Jackson, Francis J. McIntosh, J. C. Patterson, John Northwood, and Robert S. Woods, together with all such persons (subjects of Her Majesty or others) as shall become shareholders of the Company hereinafter mentioned, shall be and are hereby ordained, constituted and declared to be a body corporate and politic, in fact and by the name of "The St. Clair and Lake Erie Navigation Company;" and by that name they and their successors shall and may have continued succession, and by such name shall be capable of contracting and being contracted with, of suing and being sued, pleading and being impleaded, answering and being answered unto, in all courts and places whatsoever,

whatsoever, in all manner of actions, suits, complaints, matters and causes whatsoever; and they and their successors may and shall have a common seal, and may change and alter the same at their will and pleasure; and also, they and their successors by the same name of "The St. Clair and Lake Erie Navigation Company" shall be in law capable of purchasing and holding to them and their successors, any estate, real, personal or mixed, to and for the use of the said Company, and of letting, selling, conveying or otherwise departing therewith for the benefit and on the account of the said Company, from time to time, as they shall deem expedient or necessary.

Corporate name and powers.

2. The Directors of the said Company shall have full power and authority to survey and explore the country lying between the waters of Lake St. Clair and Lake Erie, and to designate and establish, and for the said Company to take, appropriate, have and hold, to and for the use of them and their successors, the line and boundaries of an intended canal, to commence at some point on the River Thames or waters of Lake St. Clair and passing southerly to connect the waters of Lake St. Clair with those of Lake Erie, at or near Two Creeks in the Township of Romney, in the County of Kent, and to build and erect the same with the necessary locks, dams, tow-paths, branches, feeders, basins and tramways, and also, to select such sites for such warehouses and other erections as may be considered expedient by the said Directors, and to purchase and dispose of the same to and for the use and profit of the said Company: Provided that nothing hereinbefore contained shall be construed to extend to compel the owners of any mill seat which shall be in existence before the construction of the said canal or any of its branches or feeders, to sell or convey the same to the said Company, unless the same shall be in the line of the said canal, or that the possession of the same shall be necessary to the construction of the said canal or any of its branches or feeders; Provided also, that the owner or owners of any mill seat or mill seats, using any additional supply of water brought thereto by the said canal or its branches or feeders, shall pay a reasonable compensation therefor to the said Company, to be determined as hereinafter provided for, deducting any damage done to property by the said Company.

Power to take and to hold lands, &c, and to construct a canal, and on what line and place.

Proviso: as to mill streams.

Proviso: as to additional water furnished to mills.

3. It shall and may be lawful for the said Company, and they are hereby authorized and empowered, from and after the passing of this Act, to supply the said canal, whilst making and when made, with water from all such brooks, springs, streams, water-courses, lakes, hollows or repositories of water as shall be found in making the said canal, or within the distance of two thousand yards of the same or any part thereof, or any reservoir or reservoirs to be made for

Company authorized to take measures to supply canal with water.

To enter upon lands and to perform certain work, &c.

for the supplying of the said canal with water; and the said Company are hereby authorized and empowered to make all such reservoirs, and such and so many feeders, branches, aqueducts, tunnels and channels in connection with and for the use of the said canal, as to them shall seem necessary and proper: and for the purposes aforesaid, the said Company, their agents, servants and workmen, are hereby authorized and empowered to enter upon and into the lands or grounds of, or belonging to the Queen's Majesty, Her heirs or successors, or to any other person or persons, bodies corporate or politic (except as hereinbefore mentioned), and to survey and take lands of the same or any part thereof, and to set out and ascertain such parts as they shall think necessary and proper for the making of the said canal and its appurtenances, and for the completion of the said water connection and navigation according to the true intent and meaning of this Act, and all such other matters and conveniences as they shall think proper and necessary for making, preserving, improving, completing and using the said intended navigation, and also to bore, dig, trench, cut, remove, take, carry away, and lay soil, clay, stone, rubbish, trees, roots and stumps of trees, beds of gravel or sand, or any other matter or thing which may be dug or got in the making of the said canal, or in deepening or improving the navigation of any river or rivers, lake or lakes, in connection with, and forming part of the intended navigation, or out of any land of any person or persons adjoining or contiguous thereto, and which may be proper or convenient for carrying on the repairing of the said canal or other the said works, or which may hinder or obstruct the making, completing and using the same, and the same to lay in or upon the boundaries of the said canal or the rivers and lakes forming portions of the said navigation, or in and upon the land of any person or persons adjoining thereto; and also to make, build, erect and set up in and upon the said canal, and at the points of entrance to the same or any part thereof or of the said intended navigation, or upon the land adjoining or near the same, such and so many wharves, quays, piers, landing-places, bridges, tunnels, aqueducts, sluices, rivers, pens for water, tanks, reservoirs, drains, bridges and other ways, roads and works as the said Company shall think requisite and convenient for the purposes of the said navigation; and also, from time to time, to alter, enlarge, amend and repair the said works or any of them, for conveying all manner of materials necessary for making, erecting, altering or repairing, widening or enlarging the said works or any parts thereof, and also to place, lay, work and manufacture the said materials, and erect such workshops, forges or other erections as they may deem necessary, upon the lands near the said works; and to make, maintain and alter any places or passages over, under or through the said canal or any of its branches or connections, or other part of the said intended

To erect wharves, &c.

Workshops, &c.

ed navigation ; and also to make, purchase, set up and appoint such tug or tow-boats, barges, vessels or rafts for the use of the said navigation, as they shall see fit ; also to erect and keep in repair any piers, arches or other works in, upon and across any rivers, brooks or lakes, for making, using maintaining and repairing the said canal, and other the rivers and navigable waters forming part of the said intended navigation, and the towing-paths and other conveniences connected therewith ; and also to construct, make and do all of the works, matters and things whatsoever which they shall think necessary and convenient for the making, effecting, preserving, improving, completing and using the said canal and the said intended navigation in pursuance of and within the true meaning of this Act, they,—the said Company, doing as little damage as may be in the execution of the powers hereby granted, and making satisfaction, in manner hereinafter mentioned, for all damages to be sustained by the owners or occupiers of such lands, hereditaments and tenements : Provided that it shall not be lawful for any other company, corporation or individual to construct or operate a canal for navigation purposes between the waters of Lakes St. Clair and Erie, within six miles of the line of the said canal hereby authorized during the continuance of this Act.

To have tow boats, &c.

Repairs to works.

General power to do all things requisite for the canal and works.

Proviso as to exclusive right of company.

4. After any land or ground shall be set out and ascertained to be necessary for the purposes of the said navigation or other purposes herein mentioned, it shall be lawful for all owners, whether individuals or bodies corporate or politic, or trustees or lessees, or other party or parties holding any right, title, interest or claim to any of such lands or grounds, to contract for, sell and convey to the said Company, all or any part of such land or ground which shall, from time to time, be set out and ascertained as aforesaid ; and all such contracts, agreements, sales and conveyances shall be valid and effectual in law, to all intents and purposes, notwithstanding any law, statute or usage to the contrary ; and the amount of the purchase moneys to be paid for such lands or grounds respectively, shall be ascertained by arbitration as hereinafter mentioned, unless in such cases as the owner or owners may agree thereupon without the intervention of any third party.

All owners may convey to company.

5. The Directors of the said Company may contract, compound, compromise, settle and agree with the owners or occupiers respectively of any land through or upon or near which they may determine to cut and construct the said Canal or other works hereby authorized, either for the purchase of so much of the land as they shall require for the purposes, uses or profit of the Company, or for damages which he, she or they shall or may be entitled to recover from the said Company, in consequence of any of the works hereby authorized being constructed in or upon his or their respective lands

Directors may agree for purchase, or compensation for damages.

lands or of the diversion of any water course; and in case of any disagreement between the said Directors and the owner or owners, occupier or occupiers aforesaid, the amount of the purchase moneys for the land and tenements proposed to be purchased, or the amount of damages to be paid to them as aforesaid, shall be ascertained by arbitration in manner hereinafter mentioned.

Disputes to be settled by arbitration.

How the arbitrators shall be appointed.

Meeting of arbitrators.

To be sworn.

Proviso.

Proviso: if the owner, &c., neglects to appoint his arbitrator, or the directors neglect to appoint one, being duly notified.

6. In each and every case where any dispute shall arise between the said Directors and any other person or persons whomsoever, touching any purchase, sale or damage, or the money to be paid in respect thereof, and in each and every case where, under the provisions of this Act, any purchase, sale or damage or the money to be paid in respect of the same are directed to be ascertained and determined by arbitration, the same shall be referred to, ascertained and determined by three indifferent persons,—one of whom shall be chosen by the owner or occupier of the land, or other person or persons interested who shall disagree with the said Directors in respect of the compensation or purchase money to be paid him, her or them respectively, pursuant to the provisions of this Act, one other of the arbitrators shall be chosen by the said Directors, and the third shall be chosen by the two persons to be named as aforesaid; and such three persons shall be the arbitrators to award, determine, adjudge and order the respective sums of money which the said Company shall pay to the respective persons entitled to receive the same, and the award of such three persons, or any two of them, shall be final: and the said arbitrators so appointed are hereby required to attend at some convenient place on or near the line of the said canal, to be appointed by the said Directors, within eight days after notice in writing shall be given them by the said Directors for that purpose, then and there to arbitrate, award and determine such matters as shall be submitted to their consideration by the parties interested; and each of the said arbitrators shall be sworn before one of Her Majesty's Justices of the Peace for the locality, (any of whom may be required to attend the said meeting, for that purpose), well and truly to assess the damage between the parties according to the best of his judgment: Provided, that no arbitrator shall be compellable to attend such meeting, who originally resides more than twenty-five miles from the place of meeting; Provided also, that if the owner or owners, or other person or persons interested in any of the land required for carrying out the purposes of this Act, shall neglect or refuse to appoint an arbitrator, upon being notified to do so by the Directors aforesaid, by the mailing and registering of a letter to that effect, addressed to him, her or them, at his, her or their last or then present residence, and by publication of such notice for one month in one or more local newspapers of the locality in which the land is situated,

or if the said Directors shall neglect or refuse to appoint an arbitrator, upon being notified to do so by the mailing and registering of a letter to that effect, addressed to the President of the Company, at the head office of the Company, and by publication of such notice for one month in some newspaper or newspapers published in the Town of Chatham, or if the persons named as arbitrators do not agree in the choice of a third arbitrator, then after the expiration of thirty days from the time of such notice being fully completed, the Judge of the County Court within which the lands are situate shall act as arbitrator for such party or parties so refusing or neglecting, or as third arbitrator as the case may be; and the said judge shall, with the other two arbitrators, as hereinbefore provided, proceed to adjudge and determine the damages or purchase money, or other matter or thing submitted to their judgment, according to the provisions of this Act: And provided further, that either party dissatisfied with the said award may apply to any of the superior courts of law or equity during the term next after the publication of such award to set it aside for any cause for which an award would be set aside as between party and party; and any of the said courts shall have cognizance thereof, although the submission do not provide for its being made a rule of court: Provided further, that in all arbitrations under this Act, the arbitrators shall take into consideration the benefit conferred on the property on which they are arbitrating, as well as the damage done to any particular portion thereof.

Proviso:
award may be
set aside by
any superior
court.

Further
proviso.

7. For the purposes of this Act, the said Company shall and may, by some Provincial Land Surveyor in the Province, and by an engineer by them appointed, cause to be taken and made, surveys and levels of the said lands through which the said intended canal is to be carried, together with a map or plan of such intended canal, and the course and direction thereof, and of the said lands through which the same is to pass, and also a book of reference of the said canal, in which shall be set forth a description of the said several lands, and the names of the owners, occupiers and proprietors thereof, so far as the same can be ascertained, and in which shall be contained everything that is necessary for the right understanding of such map or plan,—copies of which said map or plan and book of reference shall, on the completion of such survey, map and book of reference, be deposited by the said Company in the offices of the respective registrars for the several counties through which the said canal or any part thereof shall pass, and also in the office of the Secretary of State of Canada; and all persons shall have liberty to resort to such copies so to be deposited as aforesaid, and to make extracts therefrom or copies thereof as occasion shall require, paying to the said Secretary of State of Canada or to the said respective registrars, at the rate of ten cents lawful money of Canada, for every one hundred words;

Company to
cause survey
to be made
and a book of
reference to
be prepared,
and copies
registered.

To be open
for inspection
Fees for
copies or
extracts
therefrom.

words ; and the said copies of the said map or plan or book of reference so deposited, or a true copy or copies thereof, certified by the Secretary of State of Canada, or by one of the said registrars for the said respective counties, shall severally be, and they are hereby declared to be good evidence in courts of law and elsewhere.

Plans to be subject to approval of Governor in Council, and not altered except by permission.

Notice of application to Governor in Council.

Compensation to railway company injured.

Arbitration in case of dispute.

Bridges to be constructed at cost of the company.

8. The said Company shall not commence the said canal or any work thereunto appertaining, until the Company shall have submitted plans thereof to, and obtained approval of the same, and of the site by the Governor in Council ; nor until such conditions touching the said canal and works, and the use and working thereof, and of the crossings thereof, as he shall have thought fit to impose for the public good, and for the protection of all railways which may be intersected by the canal or works, shall have been complied with ; nor shall any such plans be altered or deviated from, except by the permission of the Governor in Council, and upon such conditions as he shall impose : Provided always, that the Company shall give at least four weeks' notice in the *Canada Gazette*, and in one newspaper published in the County of Kent, and at least four weeks' notice in writing to the respective railway companies whose railways would be intersected by the canal or works, of their intention to apply for such approval or permission ; nor shall the said Company commence any work upon the railways or property of any such railway company, until full and proper compensation shall be made to such railway company for the injury and damage that may be done to them by the intersection of their railway by the said canal or works,—the amount of which compensation, if the parties fail to agree as to the same, shall be determined by three arbitrators, one to be appointed by the Company hereby incorporated, one by the railway company, and the third (who shall be some person experienced in railway affairs) by the Governor General in Council ; and the decision of a majority of the said arbitrators shall be binding on the parties.

9. The said Company shall, at their own costs and charges, construct such temporary and such permanent bridges and works, and things appertaining thereto, as may be necessary to secure the safest and most thorough and continuous working of the trains upon the railways that the canal may intersect ; and the same shall be maintained at the costs and charges of the said Company ; and the said Company shall pay all costs and charges of, and incident to the watching and working by the respective railway companies of the swing or other bridges and works and things appertaining thereto so constructed ; and shall duly enter into agreements with the respective railway companies respecting such maintenance, and the payment of the costs and charges therefor, and for such watching and working. All such

such bridges and works before being commenced, and agreements before being executed, shall be subject to the approval of the Governor in Council in like manner, and upon the like written notices as in the eighth section provided for. The trains of the respective railway companies shall have precedence of vessels, rafts, barges or other craft navigating the said canal.

To be approved by Governor in Council.

10. Whenever any highway or public road shall be cut through by the said canal, or any of its branches, the said Company shall, within two months thereafter, cause to be constructed a secure and sufficient bridge over the same with proper approaches not exceeding a grade of one foot in twenty feet so as to establish the communication between the several parts of such highway, under a penalty of twenty dollars per day for every day after the expiring of the said time, during which the Company shall neglect to construct the said bridge: Provided always, that in the meantime some temporary means of passing along the said highway shall be constructed or provided.

Bridges over canal: approaches and grade.

Proviso: during construction.

11. If any person or persons shall maliciously or wilfully break, injure, throw down or destroy any bank, lock, gate, sluice or any other work, machine, or device belonging or pertaining to the said Company, or do any other wilful act, hurt or mischief, to disturb, hinder or prevent the carrying into execution the completing and supporting the said canal and navigation, or any of its branches, feeders, or other connections or works belonging to the said Company,---every such person or persons so offending shall forfeit and pay to the said Company the full value of the damage so done, including loss or inconvenience occasioned by such obstruction, proved by the oath of two or more credible witnesses to have been done; such damages, with costs of suit in that behalf incurred, to be recovered in any court in the Province of Ontario having competent jurisdiction; and such remedy shall not be prevented, lessened or impeached by or by reason of any criminal proceeding having been had or taken against such person or persons for the doing of such wilful act, hurt or mischief, or by any conviction or judgment in any such proceeding.

Punishment of persons wilfully injuring works, &c., on canal.

Forfeiture of full value.

Civil remedy not prevented by criminal prosecution.

12. If any person shall obstruct or impede the navigation of the said canal, or other portion of the said intended navigation, by the introduction of any raft, timber or boat, or vessel, contrary to the rules and regulations laid down for the government of the same, to be made by the said Directors, and shall not immediately, upon notice given to the owner or person in charge of such raft or timber, boat or vessel so obstructing the navigation, remove the same, every such owner or person in charge of such raft or timber, boat or vessel so obstructing or impeding the navigation

Punishment of persons obstructing or impeding navigation.

Company
may remove
obstructions.

May detain
vessels doing
injury.

Sunken rafts
or vessels.

navigation as aforesaid, shall forfeit and pay a sum not exceeding twenty dollars, for every hour during which the said obstruction shall continue; and it shall be lawful for the Company or their servants to cause such obstructions to be removed, and to cause every such boat, vessel or raft as shall be so overladen as to cause obstruction, to be detained and unloaded, so as to prevent or remove such obstructions, and to recover the cost of so doing from the owner or person in charge of the same, and to detain and seize such vessel, boat or raft, and the cargo thereof, or any part of the cargo or furniture of such vessel, boat or raft, until the charge occasioned by such unloading or removal, or both, shall be paid or satisfied: and if any vessel, boat, timber or raft shall be sunk in any part of the said intended navigation, and the owners shall neglect or refuse to weigh and remove the same forthwith, the said Company may cause the same to be weighed and removed, and retain the same until all charges necessarily incurred in so doing shall be paid or satisfied; and all such charges may be recovered in any court of competent jurisdiction from the owners or persons in charge of such vessel, boat, timber or raft.

Provision in
case of
accidents
requiring
immediate
repair.

13. In case of any accident requiring immediate repair on the said canal, or any part of the said navigation, the said Company, their agents, or workmen, may enter upon the adjoining land (not being an orchard or garden) without any previous treaty with the owners or occupiers thereof; and dig for, work, get and carry away and use, all such gravel, stone, earth, clay or other materials as may be necessary for the repair of the accident aforesaid, doing as little damage as may be to such land, and making compensation therefor; and in case of dispute or difference regarding the amount to be so paid, the same shall be decided by arbitration as hereinbefore provided: Provided however, that if any action or suit shall be brought against the said Company for any matter or thing done in pursuance of this Act, such action or suit shall be brought within twelve calendar months after the fact committed, and not afterwards.

Proviso:
suits limited.

Ponds and
basins for
lying up and
repairs.

14. The said Company may open, cut and erect such ponds and basins for the lying up and turning of vessels, boats or rafts, using the said canal or navigation, and at such portions of the navigation as they shall deem expedient, and they may also build and erect such dry docks, slips and machinery connected therewith for the hauling out and repairing of vessels, as they shall think proper, and may let the same on such terms as they shall deem expedient, or carry on the business of the same by their servants or agents, as the said Company or the Directors thereof shall decide from time to time.

15. The said Company, in order to entitle themselves to the benefits and privileges conferred upon them by this Act, shall commence the said work within three years, and they are hereby required to complete the said navigation within seven years from the passing hereof, that is to say, to open a channel of water communication from some point on the River Thames or Lake St. Clair to the waters of Lake Erie, at or near Two Creeks aforesaid, so as to be navigable for vessels drawing fifteen feet of water; otherwise this Act and every thing therein contained shall be null and void to all intents and purposes.

Works, when to be begun and when completed.

16. Every vessel of whatsoever kind using the said canal, shall have her draught of water legibly marked in figures not less than six inches long, from one foot to her greatest draught, upon the stem and stern posts; and any wilful misstatement of such figures, so as to mislead the officers of the canal as to any vessel's true draught, shall be punishable as a misdemeanour on the part of the owner and master of such vessel, and the said Directors may detain any such vessel upon which incorrect figures of draught shall be found, until the same are corrected at the expense of her owner.

Draught to be marked on all vessels using the canal.

17. The said Company may hold all such lands, hereditaments and tenements as may, at any time, be granted to them by Her Majesty the Queen, Her heirs or successors, necessary for the works, and may, with the permission of the Governor in Council, take and appropriate so much of the land covered with the waters of any river, stream or lake, or of their respective beds as may be found necessary for the making and completing or more conveniently using the said canal, and thereon may erect or build entrances, locks, dams, tow-paths, branches, feeders, basins, tramways, bridges, wharves and other works which the said Company shall at any time consider necessary: Provided always, that it shall not be lawful for the said Company to cause any obstruction in or to impede the free navigation of any river or stream to or across which the said Canal may be carried; Provided further, that all persons whosoever shall have full liberty to use the said canal and the rivers, streams and lakes forming portions thereof with any ships, boats, schooners, rafts, vessels or craft suitable for the navigation thereof; also to use the towing-paths thereof with horses for drawing and hauling such ships, boats, vessels or craft, upon the payment of such rates and dues as shall be established by the said Company by law as hereinafter provided.

Company may hold certain real estate.

Proviso: navigation not to be impeded.

Proviso: as to use of canal.

18. The capital stock of the said Company shall be three million dollars, or the equivalent in sterling (exclusive of any real estate which the said Company may have or hold by virtue of this Act), to be held in thirty thousand shares

Capital stock and number and value of shares.

Transfers.

Application
of funds.

of one hundred dollars each: and the shares of the said capital stock shall, after the first instalment thereon shall have been paid, be transferable by the respective persons subscribing or holding the same, to any other person or persons; and such transfer shall be registered in a book or books to be kept by the said Company for that purpose; and the said capital stock shall be subscribed by the persons hereinbefore named or some of them, together with such other persons or corporations as may become shareholders in such stock; and out of the first instalment paid thereon, all reasonable and preliminary expenditure incurred in procuring the passing of this Act and in making the surveys, plans and estimates connected with the said canal shall be paid on the vote of the Provisional Board of Directors; and the rest and remainder of such instalment and of all other instalments paid on account of such shares of the capital stock shall be applied towards making, completing and maintaining the said canal and other purposes authorized by this Act, and to no other purpose whatever.

Who may
subscribe for
shares; five
per cent. to
be paid down.

Proviso:
instalments.

Proviso:
forfeiture for
non-payment.

Proviso:
payment of
arrears.

19. All persons, subjects of Her Majesty, or others, may subscribe for any number of shares, the amount whereof shall be payable to the said Company, in the manner hereinafter mentioned, that is to say, ten per cent. on each share so subscribed shall be payable to the said Company immediately after the shareholders shall have elected the Directors as hereinafter mentioned, and the remainder by instalments of not more than ten per centum, at such periods as the President and Directors shall, from time to time, direct for the payment thereof: Provided that no instalment shall be called in at a shorter period than ninety days from the next preceding instalment, nor until public notice shall have been given as hereinafter mentioned, with respect to notice of meetings holden under this Act, for at least thirty days previous to the day on which such instalment is made payable: Provided also, that if any shareholder or shareholders shall neglect or refuse to pay the said Company the instalment due upon any share or shares held by him, her or them, at the time required by law, such share or shares, with the amount previously paid thereon, shall be forfeited, and the said Directors shall sell such share or shares by public auction, after having given thirty days' notice of such intended sale to such shareholder or respective shareholders, and the proceeds thereof, with the amount previously paid thereon, shall be accounted for and applied in the same manner as the other funds of the Company; Provided also, that such purchaser or purchasers shall pay all instalments which shall be due upon such shares, over and above the purchase money thereof, immediately after the sale, and before they shall be entitled to a certificate of the transfer of such share or shares so to be purchased as aforesaid.

20. The Directors of the said Company may appoint such and so many agents in Canada, or in any other part of Her Majesty's dominions, or elsewhere, as to them shall seem expedient, and may, by any by-law to be made for such purpose, empower and authorize any such agent or 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 or exercise, except the power of making by-laws; and all things done by such agent or agents, by virtue of the powers in him vested by any such by-law, shall be as valid and effectual to all intents and purposes, as if done by such Directors themselves; anything in any part of this Act to the contrary notwithstanding.

Directors may appoint agents, and vest certain powers in them.

21. If the whole number of shares shall not be subscribed within two years after the passing of this Act, it shall and may be lawful for any former subscriber to increase his former subscription.

Any person may increase subscription after a certain period.

22. So soon as one hundred thousand dollars of the capital stock shall have been subscribed, and ten per cent. thereon shall have been paid into some one or more of the chartered banks of Canada, or into some branch or agency of such bank or banks, it shall and may be lawful, on giving fifteen days' public notice as hereinafter mentioned, for the Provisional Directors hereinafter named, or a majority of them, or for a majority of the shareholders, to call a meeting, pursuant to directions hereinafter contained, for the purpose of proceeding to elect Directors as hereinafter mentioned; and such election shall then and there be made by a majority of the shareholders present in person or represented by proxy; and the persons then chosen shall remain in office as Directors and be capable of serving until the first Monday in the October succeeding their election; and until the aforesaid one hundred thousand dollars stock shall be subscribed, the following persons shall be Provisional Directors of the said Company: Edward Robinson, Peter D. McKellar, Hermann J. Eberts, Rufus Stephenson, Augustin McDonell, John B. Pike, Caleb Wheeler, James N. Henry, T. Wesley Jackson, Francis J. McIntosh, J. C. Patterson, John Northwood, and Robert S. Woods: Provided always, that the parties hereinbefore named, or a majority of them, shall cause books of subscription to be opened in the Town of Chatham and the Town of Windsor, and in such other places as they may, from time to time, appoint, until the meeting of shareholders herein provided for, for receiving the subscriptions of persons willing to become subscribers to the said undertaking; and for that purpose it shall be their duty, and they are hereby required to give fifteen days' public notice in one or more newspapers published in the said towns and other places, as they or a majority of them may think proper, of the time and places at which

First meeting for election of directors.

Provisional directors named.

Proviso.

Books of subscription to be opened, and where.

Rights of subscribers.

which such books will be opened and ready for receiving subscriptions as aforesaid, the persons authorized by them to receive such subscriptions, and the chartered bank or banks into which the ten per cent. thereon is to be paid, and the time hereinafter limited for such payment; and every person whose name shall be written in any such book as a subscriber to the said undertaking, and who shall have paid, within ten days after the closing of the said books into the bank or banks aforesaid, or any branches or agencies thereof, ten per centum on the amount of stock so subscribed for, to the credit of the said Company, shall thereby become a member of the said Company and shall have the same rights and privileges as such, as are hereby conferred upon the several persons who are herein mentioned by name as members of the said Company.

Duties of directors.

23 The chief duties of the Directors so chosen shall be, in the first place, to provide for and pay the preliminary expenses of the undertaking as aforesaid, procure and provide means for the payment for accurate and detailed surveys, specifications, plans and estimates of the work to be done, in order to complete the intended navigation as contemplated by this Act; also to ask, advertise for, and receive tenders for the whole or any part of the proposed work, and generally to do all things authorized by the said Company to be done by virtue of this Act; also to issue to the parties, persons or bodies who may have contributed towards the payment of the preliminary expenses, stock certificates of the Company for the amount of their respective contributions.

Receiving tenders, &c.

Company may borrow money and issue debentures, and mortgage works.

24. The said Company may, from time to time, lawfully borrow, either in the Dominion of Canada or elsewhere, such sum or sums of money, not exceeding at any time two-thirds of the authorized capital of the Company, as they may find expedient, and may make the bonds, debentures or other securities they shall grant for the sums so borrowed, payable either in lawful money of Canada or in sterling, and at such place or places within or without Canada, as they may deem advisable, and may mortgage or pledge the lands, tolls, revenues or other property of the said Company, for the due payment of the said sums and the interest thereon; and the said Company may issue debentures in sums of not less than one hundred dollars, at not less than twelve months: Provided the whole debt, including such debentures, does not at any time exceed the subscribed capital.

Proviso: amount limited.

Number of votes in proportion to shares.

25. Each proprietor of shares in the said undertaking shall be entitled, on every occasion when, in conformity to the provisions of this Act, the votes of the members of the said Company are to be given, to one vote for each share: Provided always, that all shareholders, whether resident in Canada or not, may vote by proxy, if he, she or they shall see fit;

Proviso as to proxies.

fit ; provided that such proxy is a shareholder and produces from his constituent or constituents a notice in writing in the words or to the effect following, that is to say :—

“ I, _____, of _____, one of the proprietors of the St. Clair and Lake Erie Navigation Company, do hereby nominate, constitute and appoint _____, of _____, to be my proxy, in my name, and in my absence, to vote or give my assent or dissent to any business, matter or thing relating to the said undertaking, that shall be mentioned or proposed at any meeting of the proprietors of the said undertaking, or any of them, in such manner as he the said _____ shall think fit, according to his opinion and judgment for the benefit of the said undertaking or any thing appertaining thereto. Form of appointment by proxy.

“ In witness whereof, I have hereunto set my hand and seal, the _____ day of _____, in the year one thousand eight hundred and _____.”

And such vote or votes, by proxy, shall be as valid as if such principals had voted in person ; and whatever question, election of proper officers, matters or things, shall be proposed, discussed or considered in any public meeting of the shareholders to be held by virtue of this Act, shall be determined by the majority of votes and proxies then present and so given as aforesaid ; and all decisions and acts of any such majority shall bind the said Company, and be deemed the decision and acts of the said Company. Votes by proxy, valid. Majority of votes to decide all questions.

26. No shareholder in the said Company shall be in any manner whatsoever liable or charged for any debt or demand due by the said Company, beyond the payment or the extent of his share in the capital of the said Company not paid up, unless he shall have rendered himself personally liable therefor ; the shares in the capital stock of the said Company shall be deemed personal estate, and shall be transferable as such. Liability of shareholders limited. Shares transferable.

27. The affairs of said Company shall be managed by a Board of seven Directors, who shall elect from among themselves a President and Vice-President ; the said Directors may be subjects of Her Majesty or otherwise ; they shall be shareholders holding stock to the amount of not less than one thousand dollars and who shall have paid up all calls on such stock ; the said Directors shall be elected on the first Monday in October in each year, at a meeting of shareholders to be held in the Town of Chatham, and the said election shall be made by such shareholders as shall be present at such meeting in person or represented by proxy ; and all elections for Directors shall be by ballot, and the seven persons who shall have the greatest number of votes at any election shall be Board of directors, president, &c. Yearly election of directors. Elections to be by ballot.

VOL II—6 Directors

Directors (except as hereinbefore or after provided), and if two or more persons shall have an equal number of votes, in such manner, that more than seven shall, by a plurality of votes appear to be chosen Directors, a second ballot shall be held to determine which of the said persons having an equal number of votes shall be Director or Directors.

Provision in case of ties.

28. The Directors so chosen, or those appointed in their stead in case of vacancy, shall remain in office until the first Monday of the month of October next following their election, and on the said first Monday in October, and on the first Monday in October in each year thereafter, or on such other day as shall be appointed by any by-law, an annual general meeting of the shareholders shall be held at the office of the Company, for the time being, to choose seven Directors for the ensuing year; but if at any time it shall appear to any ten or more of such shareholders holding together two hundred shares at least, that for more effectually putting this Act in execution, a special general meeting of shareholders is necessary to be held, it shall be lawful for such ten or more of them to cause fifteen days' notice at least to be given thereof in two public newspapers as aforesaid, or in such manner as the Company shall, by any by-law, direct or appoint, specifying in the said notice the time and place and the reason and intention of such special meeting respectively; and the shareholders are hereby authorized to meet pursuant to such notices, and proceed to the execution of the powers by this Act given them, with respect to the matters so specified only; and all such acts of the shareholders, or the majority of them at such special meetings assembled,—such majority not having either as principal or proxies less than two hundred shares,—shall be as valid to all intents and purposes as if the same were done at annual meetings: Provided always, that it shall and may be lawful for the said Directors, in case of the death or absence, resignation or removal of any person elected a Director to manage the affairs of the said Company, in manner aforesaid, to appoint another or others in the room or stead of those of the Directors who may die or be absent, resign or be removed as aforesaid, any thing in this Act to the contrary notwithstanding; but if such appointment be not made, such death, absence or resignation shall not invalidate the acts of the remaining Directors; and provided further, that all acts done by any Director or Directors acting as such shall, notwithstanding any defect in his or their appointment, or that he or they were disqualified, be as valid as if he or they had been duly appointed and was or were qualified so to act.

Term of office of directors.

Period of annual election.

Special general meetings, and powers.

Notice.

Meeting, and powers of majority thereat.

Proviso, filling occasional vacancies.

Proviso, acts of directors *de facto* confirmed.

Directors to elect a president.

29. The Directors shall, at their first (or at some other) meeting after the day appointed for the annual general meeting in each year, elect one of their number by ballot to

to be the President of the said Company, who shall always (when present) be the Chairman of and preside at all meetings of the Directors, and shall hold his office until he shall cease to be a Director, or until another President shall be elected in his stead; and the said Directors may in like manner elect a Vice-President who shall act as Chairman in the absence of the President.

And vice-president.

30. Any meeting of the said Directors, at which not less than five Directors shall be present, shall be a quorum, and shall be competent to use and exercise all and any of the powers hereby vested in the said Directors: Provided always, that no one Director, though he may be a proprietor of many shares shall have more than one vote at any meeting of the Directors, except the President and Vice-President when acting as Chairman, or any temporary Chairman who, in case of the absence of the President and Vice-President may be chosen by the Directors present, either of whom when presiding at a meeting of the Directors shall, in case of a division of equal numbers, have the casting vote, although he may have given one vote before: And provided also, that such Directors shall, from time to time, be subject to the examination and control of the said annual and special meetings of the said shareholders as aforesaid, and shall pay due obedience to all by-laws of the said Company and to such orders and directions in and about the premises as they shall, from time to time, receive from the said shareholders at such annual or special meetings; such orders and directions not being contrary to the special directions or provisions in this Act contained: And provided also, that the act of any majority of a quorum of the Directors present at any meeting regularly held, shall be deemed the act of the Directors.

Quorum of directors.

Provido, as to vote of president.

Provido: directors to obey by-laws.

Provido: majority of quorum may act.

31. Every such annual meeting shall have power to appoint not exceeding three Auditors, to audit all accounts of money laid out and disbursed on account of the said undertaking, by the Treasurer, Receiver or Receivers, and other officer or officers to be by the said Directors appointed, or by any other person or persons whatsoever, and employed by or concerned for or under them in and about the said undertaking; and to that end the said Auditors shall have power to adjourn from time to time and from place to place, as shall be thought convenient by them: and the said Directors chosen under the authority of this Act, shall have power from time to time to make such call or calls of money from the shareholders of the Company, to defray the expenses of or to carry on the works as they from time to time may find wanting and necessary for these purposes, except as before provided: and such Directors shall have full power and authority to direct and manage all and every the affairs of the said Company, as well in contracting for and purchasing

Auditors to be appointed; their duties.

Powers of the directors to make calls on shares.

To manage affairs of the company.

What shall
be deeds of
the company.

Company
may become
parties to
promissory
notes, &c.

Proviso, as to
bank notes.

How instal-
ments on
stock shall
be paid in.

Removal of
directors and
filling va-
cancies among
them.

chasing lands, rights and materials for the use of the said Company, as in employing, ordering and directing the work or workmen, and in placing and removing under-officers, clerks, servants and agents, and in making all contracts and bargains touching the said undertaking, and to affix or authorize any person to affix the common seal of the Company to any act, deed, by-law, notice or other document whatsoever; and any such act, deed, by-law, notice or other document, bearing the common seal of the Company, and signed by the President or Vice-President, shall be deemed the act of the Directors of the said Company, nor shall the authority of the signer of any document purporting to be so signed and sealed, to sign and affix the said seal thereto, be liable to be called in question by any party except the Company: Provided the said Company shall have power to become parties to promissory notes and bills of exchange for sums not less than one hundred dollars, and any such promissory note made or endorsed, and such bill of exchange drawn, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Treasurer, shall be binding on the Company; and every such note or bill shall be presumed to have been properly made, drawn, accepted or endorsed, as the case may be, for the Company, 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, Vice-President or Treasurer of the Company, by reason of being a party thereto, under the authority of a majority of a quorum of the Directors, be subjected individually to any liability whatever: Provided always, that nothing in this section shall be construed to authorize the said Company to issue any note payable to bearer or any promissory note intended to be circulated as money or as the notes of a bank.

32. The owner or owners of one or more shares in the said undertaking, shall pay his, her or their shares and proportion of the moneys to be called for as aforesaid, to such person or persons and at such time and place, as the said Directors shall, from time to time, appoint and direct, of which thirty days' notice at least shall be given in two newspapers as aforesaid, or in such other manner as the shareholders or their successors shall, by any by-law, direct or appoint.

33. The said Company shall always have power and authority, at any general meeting assembled as aforesaid, to remove any person or persons chosen upon such Board of Directors as aforesaid, and to elect others to be Directors in the room of those who shall die, resign or be removed, and to remove any other officer or officers under them, to revoke, alter, amend or change any of the by-laws or orders prescribed

prescribed with regard to their proceedings amongst themselves (the method of calling general meetings, and their time and place of assembling, and manner of voting and appointing Directors only excepted), and shall have power to make such new rules, by-laws and orders for the good government of the said Company, and their servants, agents or workmen, for the good and orderly making and using the said Canal, and all other works connected therewith or belonging thereto, as hereby authorized, and for the well-governing of all persons whatever travelling upon or using the said Canal and other works, or transporting any goods, wares, merchandise or other commodities thereon,—which said by-laws and orders shall be put into writing under the common seal of the said Company, and shall be kept in the office of the Company; and a printed or written copy of so much of them as relates to or affects any party other than the members or servants of the Company, shall be affixed openly in all and every of the places where tolls are to be gathered, and in like manner as often as any change or alteration shall be made to the same; and the said by-laws and orders so made and published as aforesaid shall be binding upon and observed by all parties, and shall be sufficient in any court of law or equity to justify all persons who shall act under the same; and any copy of the said by-laws, or any of them, certified as correct by the President, or some person authorized by the Directors to give such certificate, and bearing the common seal of the said Company, shall be deemed authentic, and shall be received as evidence of such by-laws in any court without further proof.

Power to make by-laws and for what purposes.

Posting up by-laws affecting outsiders.

Proof of by-laws.

34. All sales of the shares in the said undertaking shall be in the form following, varying the names and descriptions of the contracting parties, as the case may require :

Sales of shares.

“I, A. B., in consideration of the sum of _____ paid by C D, of _____ do hereby bargain, sell, and transfer to the said C. D., _____ share (or shares) of the stock of the St. Clair and Lake Erie Navigation Company; to hold to him the said C. D., his executors, administrators, and assigns, subject to the same rules and orders, and on the same conditions that I held the same immediately before the execution hereof; and I, the said C D., do hereby agree to accept the said _____ share (or shares) subject to the same rules, orders and conditions.

Form of transfer.

“ Witness our hands and seals, this _____ day of _____ in the year one thousand eight hundred and _____ :”

Provided always that no such transfer of any share shall be valid until all calls or instalments then due thereon shall have been paid up.

Proviso, calls must be paid up.

Officers of
company and
their duties.
Treasurer
and Clerk.

35. It shall and may be lawful to and for the said Directors, and they are hereby authorized from time to time to nominate and appoint a Treasurer or Treasurers, and a Clerk or Clerks to the said Company, taking such security for the due execution of their respective offices as the Directors shall think proper; and such Clerk shall, in a proper book or books, enter and keep a true and perfect account of the names and places of abode of the several shareholders of the said Company, and of the several persons who shall, from time to time, become owners or proprietors of, or entitled to any share or shares therein, and of the other acts, proceedings, and transactions of the said Company, and of the Directors for the time being, by virtue of and under the authority of this Act: and the said Directors shall have power by by-law to fix and regulate the tolls to be taken upon the said Canal; but no such tolls shall be levied or taken until approved of by the Governor in Council, nor until after two weekly publications in the *Canada Gazette* and in two newspapers as aforesaid, of the by-law establishing such tolls, and of the Order in Council approving thereof.

Tolls, how to
be fixed, -
subject to
approval.

Annual
account and
balance sheet.

36. The said Company or the Directors of the said Company shall, and they are hereby required to cause a true, exact and particular account to be kept and annually made up and balanced on the thirty-first day of December in each year, of the money collected and received by the said Company, or by the Directors or Treasurer of the said Company, or otherwise, for the use of the said Company by virtue of this Act, and of the charges and expenses attending the erecting, making, supporting, maintaining and carrying on their works, and of all other receipts and expenditures of the said Company or the said Directors; and at a general meeting of the shareholders to be, from time to time, holden as aforesaid, a dividend shall be made out of the clear profits of the said undertaking, unless such meeting shall declare otherwise; and such dividend shall be at and after the rate of so much per share upon the several shares held by the shareholders in the joint stock of the said Company, as such meeting or meetings shall think fit to appoint or determine: Provided always, that no dividend shall be made, whereby the capital of the said Company shall be in any degree reduced or impaired, nor shall any dividend be paid in respect of any share after a day appointed for payment of any call for money in respect thereof, until such call shall have been paid.

Dividends.

Proviso,
capital not to
be impaired.

Fractions in
distance or
weight how
reckoned.

37. In all cases where there shall be a fraction of a mile in the distance which vessels, rafts, goods, wares, merchandise or other commodities or passengers shall be conveyed or transported on the said navigation, such fraction shall, in ascertaining the said rates, be deemed and considered as a whole mile; and in all cases where there shall be the fraction of a ton, in the weight of any such goods, wares, merchandise and other commodities,

commodities, a proportion of the said rates shall be demanded and taken by the said Company to the number of quarters of a ton contained therein ; and in all cases where there shall be a fraction of a quarter of a ton, such fraction shall be deemed and considered as a whole quarter of a ton.

38. Every matter or thing which the said Company are authorized or empowered to do or suffer, shall be interpreted to mean that the said Company shall be empowered to do and suffer all such acts, matters and things by their duly appointed agents, servants and workmen, whether the same be specially mentioned or not ; and in all cases wherein the said Canal is mentioned in this Act, the same shall apply to all branches, feeders, reservoirs and rivers or parts of rivers which shall be made part or parcel of the navigation thereof, or of the supplying of the same with water.

Company may have agents and exercise powers through them.

39. The said Company shall at all times, when thereunto required by the Postmaster General of Canada, the Commander of the Forces, or any person having the superintendence or command of any Police Force, afford the use of the said canal for the conveyance through the same of Her Majesty's mails, Her Majesty's naval or military forces or militia, and all artillery, ammunition, provisions or other stores for their use, and all policemen, constables and others travelling on Her Majesty's service, on such terms and conditions, and under such regulations as the Governor or person administering the Government shall, in Council, appoint and declare.

Company to carry mail, &c., when required.

40. The said Company shall, and are hereby required and directed to take sufficient security by one or more bond or bonds, in a sufficient penalty or penalties, from their Treasurer, Receiver and Collector for the time being, of the moneys to be raised by virtue of this Act, for the faithful execution by such Treasurer, Receiver and Collector, of his and their offices respectively.

Company to take security from their Treasurer.

41. Nothing herein contained shall affect or be construed to affect in any manner or way whatsoever, the rights of Her Majesty, Her heirs and successors, or of any person or persons, or of any bodies politic, corporate or collegiate, such only excepted as are herein mentioned.

Certain rights saved.

42. At any time after the making and completing the said Canal, it shall be lawful for Her Majesty, Her heirs and successors, to assume the possession and property of the same, and of all and every the works and dependencies thereto belonging, upon paying to the said Company, the full amount of the sums furnished and advanced by the Company towards making and completing the said Canal, together with such other sums as will amount to

Her Majesty may assume the works on certain conditions.

Effect of such assumption.

to ten per centum upon the moneys so advanced and paid, as a full indemnification to such Company; and the said Canal shall, from the time of such assumption in manner aforesaid, appertain and belong to Her Majesty, Her heirs and successors, who shall thenceforth be substituted in the place and stead of the said Company, for all the purposes of this Act in so far as regards the said Canal.

CHAP. 64.

An Act to amend the Acts respecting the Montreal Telegraph Company.

[Assented to 7th May, 1880.]

Preamble.

WHEREAS the Montreal Telegraph Company have, by their petition, represented that it is important that they should have increased powers in respect of extending connections by leasing or acquiring other lines or connecting with other companies, and of extending their operations to telephonic communications; and that they should be authorized to amend by by-law certain details of their organization; and have prayed for the passing of an Act granting them such increased powers: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

By-laws may be made for certain purposes.

1. The said Company may, from time to time, make by-laws increasing the number of their Directors to any number not exceeding eleven, making such provision for the quorum thereof as they may deem expedient, and limiting the power of holding proxies at meetings of shareholders to shareholders only.

Power to enter into arrangements with other companies.

2. The Montreal Telegraph Company may enter into any arrangements with any person, board or company possessing as proprietors any line of telephonic communication, or any power or right to use communication by means of the telephone or other similar apparatus, upon such terms and in such manner as the Board of Directors may, from time to time, deem expedient or advisable; and may also use their telegraphic lines for telephonic purposes: Provided that in cities, towns and incorporated villages the Company shall not for telephonic purposes use or erect any pole higher than forty feet above the surface of the street, nor affix any wire less than twenty-two feet above the surface of the street, nor carry more than one line of poles along any street without the consent of the Municipal Council having jurisdiction

Proviso, as to telephone poles and wires.

over

over the streets of the said city, town or village, and that in any city, town or incorporated village, 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; and provided further, that where lines of telegraph are already constructed, no poles shall be erected by the Company in any city, town or incorporated village along the same side of the street where such poles are already erected, unless with the consent of the council having jurisdiction over the streets of such city, town or incorporated village: Provided also, that in so doing the said Company shall not cut down or mutilate any tree; and provided that in cities, towns and incorporated villages, the opening up of the street for the erection of poles or for carrying the wires under ground shall be done under the direction and supervision of the engineer or such other officer as the Council may appoint, and in such manner as the Council may direct, and that the surface of the street shall, in all cases, be restored to its former condition by and at the expense of the Company: Provided also, that no Act of Parliament requiring the Company, in case efficient means are devised for carrying 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; and provided further, that whenever in case of fire it becomes necessary for its extinction or the preservation of property that the telephone wires should 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 demand or claim compensation for any damages so incurred.

Further
proviso.

And as to
trees; and to
wires under
ground.

Proviso, in
case new
means are
devised for
carrying
telephone
wires.

Proviso, in
case of fires.

CHAP. 65.

An Act to give certain powers to *La Compagnie Française du Télégraphe de Paris à New York*.

[Assented to 29th April, 1880.]

WHEREAS *La Compagnie Française du Télégraphe de Paris à New York*, and the shareholders thereof, have by their petition represented that the said Company has been duly incorporated, in accordance with the provisions of the laws of France, for the construction of telegraph lines between France and America, and between England and America, and the establishing and maintenance of submarine

Preamble.

marine cables to unite the two continents, and of such other land or submarine telegraph lines as may be requisite to complete, prolong or make the necessary connections for or with the principal lines; and that they have already laid cables, and established telegraphic communication thereby, between France and the Dominion of Canada, and purpose also to connect by means of telegraph cables, England with Canada, and that they desire to submit to the laws of Canada, and to be authorized to carry on their said business within the Dominion of Canada, with the rights and powers hereinafter conferred, 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:—

Incorporation.

Corporate name and powers.

1. *La Compagnie Française du Télégraphe de Paris à New York* is hereby invested with and shall be entitled to have, hold and exercise within Canada all the powers, privileges and rights hereinafter mentioned, and shall be capable in law of contracting and being contracted with, and suing and being sued, pleading and being impleaded in any court of law or equity, in their corporate name aforesaid, and they and their successors shall and may have a common seal, and may change the same at their will and pleasure.

Business and powers of the company.

2. The said Company is hereby authorized and empowered to construct, establish, lay, maintain, repair, renew and work submarine cables and land telegraphs between France and America, and between England and America, and to unite the two continents, and such other land or submarine telegraph lines as may be requisite to complete, prolong or make the necessary connections for or with the principal lines, to acquire or take on lease, maintain, renew, repair and work any cables or lines of marine telegraph whatsoever, and to construct, acquire or lease any line connecting any such cable or marine telegraph with the telegraphic system in any part of Canada, and generally to carry on the business of a Marine Telegraph Company; to acquire and use such lands, personal property, rights, concessions, privileges, licenses and letters patent, and any shares or interest in the same respectively, as may be useful or desirable for the purposes aforesaid, or any of them; and to dispose of any such lands or personal property when no longer required for its use; to acquire, own, hire and work any vessels in connection with or useful for the purposes aforesaid; to do all or any of the matters or things aforesaid, in conjunction with any other company, or person or persons; to make and carry into effect, working, traffic and other agreements with Governments, Government departments, railway, postal, steamboat, telegraph and other companies and authorities, or any other such company or person or persons

To own land.

And vessels.

To make agreements.

persons

persons as aforesaid, and generally to do all such acts and things as are or shall be necessary for or incidental or conducive to the attainment of the foregoing objects, or any or either of them. General powers.

3. The provisions of the Act passed in the thirty-eighth year of the reign of Her Majesty, and chaptered twenty-six, shall apply to the said Company, so long as the same remain in force. 38 V., c. 26 to apply.

4. Service of any process or legal document upon the chief officer or manager of the business of the said Company at any office where it may carry on business within Canada, shall be good and effectual to bind the said Company. Service of process on the company.

CHAP. 66.

An Act to incorporate The Great North-Western Telegraph Company of Canada.

[Assented to 7th May, 1880.]

WHEREAS John Norquay, D. M. Walker, C. P. Brown, Edward P. Leacock, J. S. Aikins, Daniel E. Sprague, John Schultz, J. Pratt, Joseph Brown, Joseph Royal, H. S. Donaldson, George B. Fisher, Alexander Logan, and others, have, by their petition, prayed to be incorporated under the name of "The Great North Western Telegraph Company of Canada," to establish and work telegraph lines in the North-West Territories, the District of Keewatin, the Provinces of Manitoba and British Columbia, and in connection with the Province of Ontario; and whereas it would be advantageous to have an effective system of electric telegraph established in such places, and it is expedient to grant the prayer of the said petitioners, and that the said persons and others who may be associated with them should be so incorporated for the said purpose: 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 Norquay, D. M. Walker, C. P. Brown, Edward P. Leacock, J. S. Aikins, Daniel E. Sprague, John Schultz, J. Pratt, Joseph Brown, Joseph Royal, H. S. Donaldson, Alexander Logan, Arthur F. Eden, A. G. B. Bannatyne, James Anderson, James J. Foy, Charles Macdonald, George A. Kirkpatrick, Thomas Swinyard, C. Acton Burrows, John G. Haggart, F. W. Strange, and such other persons as may become shareholders in the corporation to Certain persons incorporated.

Corporate
name and
head office.

to be, by this Act, created, shall be and they are hereby constituted and declared to be a corporation, body politic and corporate, by the name of "The Great North Western Telegraph Company of Canada," and the head office of the said Company shall be in the City of Winnipeg, in the Province of Manitoba, until the same shall be removed, as hereinafter provided for.

Head office
may be re-
moved, and
how.

2. If the provisional or other Directors for the time being appointed as hereinafter provided, at any time desire to remove the head office from Winnipeg to any other place in Canada, or, from time to time, to remove the said head office from one place in Canada to another, they shall have power to do so, if so authorized by a resolution, or resolutions to such effect, adopted at a meeting of the shareholders of the Company specially called for that purpose,—which said resolution or resolutions shall be forthwith published in the *Canada Gazette* for a period of eight weeks thereafter; and upon and from the date of the last of such publications the said head office shall be thereby and thereafter transferred and removed, in accordance with the terms of any resolution or resolutions so published.

Powers and
business of
the company.

3. The said Company shall have power to establish, construct, purchase, lease and work any line or lines of telegraph, or maintain such line or lines for others, from and to any place or places in the Dominion of Canada, either by land or water, over which exclusive telegraph line rights do not now exist by any law of the Dominion or of any Province of the Dominion, and to make connection with the line or lines of any telegraph company in the United States of America, and to aid or advance money to build or work any such line in the United States; and also to borrow such sum of money, not exceeding the amount of the paid up capital of the Company, as the Directors shall deem necessary, and to issue bonds therefor, which shall be a first charge upon the whole lines, works and plant of the Company, in such sums and at such rate of interest, and payable at such times and places as the Directors shall determine, for the purpose of carrying out any of the objects or purposes of this Act; the said Company shall also have power to maintain and repair telegraph lines for others within the Dominion of Canada or the United States, and also to work jointly with, or to lease their line or any portion or portions thereof from time to time, to any telegraph company in the said Dominion, and also to enter into any arrangement with any person, board or company possessing, as proprietors, any line of telephonic communication, or any power or right to use communication by means of the telephone or other similar apparatus, upon such terms and in such manner as the Board of Directors may, from time to time, deem expedient or advisable:

Borrowing
powers.

Amalgama-
tion or joint
working, with
other com-
panies.

able: Provided, that in cities, towns and incorporated villages the Company shall not erect any pole higher than forty feet above the surface of the street, nor affix any wire less than twenty-two feet above the surface of the street, nor carry more than one line of poles along any street without the consent of the Municipal Council having jurisdiction over the streets of the said city, town or village, and that in any city, town or incorporated village, 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: and provided further, that where lines of telegraph are already constructed, no poles shall be erected by the Company in any city, town or incorporated village along the same side of the street where such poles are already erected, unless with the consent of the Council having jurisdiction over the streets of such city, town or incorporated village: Provided also, that in so doing the said Company shall not cut down or mutilate any tree; and provided that in cities, towns and incorporated villages, the opening up of the street for the erection of poles or for carrying the wires under ground shall be done under the direction and supervision of the engineer or such other officer as the Council may appoint, and in such manner as the Council may direct, and that the surface of the street shall, in all cases, be restored to its former condition by and at the expense of the Company: Provided also, that no Act of Parliament requiring the Company, in case efficient means are devised for carrying 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; and provided further, that whenever in case of fire it becomes necessary for its extinction or the preservation of property that the telephone wires should 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 demand or claim compensation for any damage so incurred.

Proviso, as to erection of poles in cities, towns and villages.

Further proviso as to same.

Further proviso, protecting trees.

And as to opening streets.

Further proviso, as to telephone wires.

And in case of fire.

4. The said Company, acting by its provisional or ordinary Directors, authorized in that behalf by a resolution of the shareholders passed at a meeting thereof specially called for the purpose, may amalgamate with the Manitoba Telegraph Company, and for that purpose may execute with the said last-named Company a deed of amalgamation, providing for merging the said last-named Company in the said Great North Western Telegraph Company of Canada; and upon the execution of such deed of amalgamation, and after the publication of a notice of the execution thereof for one month in the *Manitoba Gazette*, the assets, rights and property

Arrangement may be made with Manitoba Telegraph Co.

Form and effect of such arrangement.

Proviso. perty of the said Manitoba Telegraph Company shall vest in the Great North Western Telegraph Company of Canada, and its obligations and liabilities shall become the obligations and liabilities of the said last-named Company; the whole upon such terms and conditions as shall be contained in the deed of amalgamation, not contrary to law or to the provisions of this Act. But nothing herein contained shall be construed to confer upon the Manitoba Telegraph Company any power in respect of such amalgamation, nor shall such amalgamation confer upon the Great North Western Telegraph Company of Canada any franchises or powers not provided for in this Act.

Powers for construction and maintenance of telegraph lines.

5. The said Company may lay down, erect and maintain its line or lines of telegraph along the side of and 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 Company shall not interfere with the public rights of travelling thereon; and the Company may enter upon any lands or places and survey, set off and take such part thereof as may be necessary for such line or lines of telegraph; and in case of disagreement between the said Company and any owner or occupier of lands which the said Company may take for the purposes aforesaid, or in respect to any damage done to the same by constructing the line or lines through or upon the same, the said Company and such owner or occupier, as the case may be, 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 said Company neglects or refuses to choose an arbitrator after four days' notice in writing from the opposite party to him, 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, in any such case it shall be lawful for the Minister of Public Works of Canada for the time being to nominate any such arbitrator, or such third arbitrator, as the case may be, who shall possess the same power as if chosen in manner above provided: Provided always, that nothing herein contained shall be construed to confer on the said Company the right of building a bridge over any navigable river in Canada, or of erecting posts or placing their lines of telegraph upon the line of any railway without the consent of the company to which such railway belongs.

Arbitration in case of disagreement.

Decision final.

Proviso, in case of non-appointment of an arbitrator or third arbitrator.

Proviso, as to bridges and lines of railway.

Capital stock and shares and power to increase them.

6. The capital of the said Company shall be four hundred thousand dollars, and shall be divided into shares of one hundred dollars each, and the said capital may be increased from time to time by resolution of the Board of Directors by and with the consent of a majority in value of the shareholders,

holders, but such capital shall at no time be made to exceed six hundred thousand dollars. Limit
\$600,000.

7. The Honorable John Norquay, the Honorable Alexander Morris, the Honorable A. G. B. Bannatyne, the Honorable C. P. Brown, J. S. Aikins, M.P.P., Ed. P. Leacock, H. S. Donaldson, Charles Macdonald, James Anderson, George A. Kirkpatrick, Thomas Swinyard, John Schultz, F. W. Strange, J. G. Haggart, Alfred Markham and James J. Foy, are hereby constituted the Provisional Directors of the said Company, and shall have power and authority to open stock-books to procure subscriptions for the undertaking. Provisional
directors and
their powers.

8. The Provisional Directors shall hold office until after the first general meeting of shareholders of the Company after the passing of this Act, which said first general meeting shall be held as soon as ten per cent. upon the capital stock subscribed shall have been paid in,—such subscription of stock not being less than fifty thousand dollars: notice of such first general meeting shall be given to each shareholder by mail at least one month previous to holding the same, and by four insertions in some newspaper printed in the City of Winnipeg for four weeks previous thereto; and at the said meeting and all subsequent meetings of the shareholders each share shall entitle the holder to one vote, which may be given either in person or by proxy, but no person other than a shareholder shall hold a proxy. First general
meeting of
the share-
holders.

Notice.

Votes and
proxies.

9. Every subscriber to or holder of the stock of the said Company shall thereby become a member of the said Company, and shall have the same rights and privileges with other members thereof. Rights of
shareholders.

10. The affairs and business of the Company shall be managed by a Board of Directors to consist of nine members, a majority of whom shall be British subjects, and each such Director shall be a proprietor of at least fifty shares in the stock of the Company; and the Directors shall be elected and hold office as hereinafter provided. Directors and
their qualifi-
cation.

Election.

11. Aliens shall have equal rights with British subjects to take stock, to vote and to be eligible to office in the said Company; and no shareholder shall be liable beyond the amount unpaid on the stock subscribed by him for any debt contracted by the Company, unless he shall have made himself personally liable therefor. Equal rights
of share-
holders.

Liability
limited.

12. The Directors shall appoint one of their members to act as President and another to act as Vice-President, and may appoint such other officers and agents as they shall deem necessary; and the Directors may remove all officers appointed by them, and appoint others in their places, and may President,
officers and
agents.

Quorum of directors. may fill all vacancies in their offices; five of the Directors shall form a quorum, and all questions shall be decided by a majority of votes of the Directors present, and upon every equal division of votes the president or the chairman for the time being shall give his casting vote, in addition to the vote previously given by him as one of the Directors; and the Directors may appoint honorary Directors if they think proper so to do at any time.

Casting vote.

Honorary directors.

Stock books may be opened, &c. **13.** The provisional or other Directors of the Company for the time being may open or cause to be opened stock books for the subscription of parties desiring to become shareholders in the capital stock of the Company, in such places as they shall see fit, and may make such shares payable in such manner as they shall see fit, and may make the dividends thereon payable at such place or places as to such Directors shall. from time to time, seem fit, and from time to time may appoint agents of the Company in or out of Canada.

Calls, dividends and agents.

Annual general meetings, and election of directors. **14.** The first general meeting shall be held as hereinbefore provided for; and in each year thereafter, upon the same day or on such other day as the Directors by any by-law may, from time to time, appoint, there shall be held a general meeting for the election of Directors, and such other proceedings and business as it is competent for the shareholders to deal with and determine; and four weeks' notice of every such meeting shall be given in one or more of the newspapers published in the City of Winnipeg. The Directors, or any of them, shall be qualified for re-election.

Re-election.

Vacancies how filled. **15.** Whenever one or more of such Directors die or resign, the remaining Directors, at their first meeting thereafter, may supply the vacancy by resolution appointing a Director or Directors instead of the Director or Directors so having died or resigned.

By-laws may be made by directors and for what purposes. **16.** The Directors may, from time to time, make, alter, amend or repeal such regulations and by-laws as may be necessary respecting the issue and transfer of shares and for the management of the affairs of the Company generally; but every such by-law and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the shareholders, 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.

Calls and payment thereof. **17.** The Directors may require payments of subscribed stock at such times and in such proportions as they may deem best, so that no call shall exceed ten per cent. of the amount subscribed, or be made upon less than sixty days' notice,

or at least sixty days subsequent to the preceding call. Failure to pay dues shall entail forfeiture, as may be provided for by by-law; and forfeited shares shall be disposed of by public auction and after public notice for a term not less than four weeks.

Forfeiture for non-payment.

18. All shares in the capital stock of the Company, and all profits and advantages thereof, shall be held to be personal estate and shall be transferable and transmissible as such; provided no assignment or transfer shall be valid unless all calls then due on such shares are paid up and the said transfer is duly made and entered in a book to be kept for that purpose.

Transfer of shares.

19. The Company, their deputies, servants, agents and workmen are duly authorized and empowered to enter into and upon the land, grounds and premises of any person or persons, bodies politic, corporate or collegiate, or communities whatsoever, in the district of Keewatin, Manitoba, the North-West Territories, and British Columbia, and survey and take levels of the same or any part thereof, and to set out and ascertain such parts thereof as they shall think necessary and proper for making the said telegraph line, and all such other works, matters and conveniences as they shall think proper and necessary for making, effecting, preserving, improving, completing, maintaining and using the said telegraph line and other works, and also to bore, dig, cut, trench, get, remove, take, carry away and lay earth, clay, stone, soil, rubbish, trees, roots, beds of gravel or sand, or any other matters or things which may be dug or got in making the said telegraph line or other works on or out of the lands adjoining or lying convenient thereto, and which may be proper and necessary for making or repairing the said telegraph line or works, incidental or relative thereto, or which may hinder, prevent or obstruct the making, using, completing or maintaining the same, respectively, according to the intent and purpose of this Act; and to build, erect and set up in or upon such lands such and so many station houses and observatories, watch houses and other works, ways, roads and conveniences as and where the Company shall think requisite and convenient for the purposes of the said telegraph; and also from time to time to alter, repair, divert, enlarge and extend the same, and to construct, erect and keep in repair any bridges, arches and other works, upon or across any non-navigable rivers or brooks, for the making, using, maintaining and repairing the said telegraph line, and to construct and make and do all other matters and things which they shall deem convenient and necessary for the making, extending, preserving, improving, completing and easy using of the said telegraph line and other works, in furtherance of and according to the true intent and meaning of

Power to enter on lands and do certain necessary work thereon.

If the line passes through a wood.

Compensation for damages.

Proviso, as to shade or fruit trees.

Arbitration in case of difference.

Power to set up posts on roads, &c.

Despatches to be transmitted in regular order.

Proviso, as to Government messages, &c.

of this Act; and whensoever and wheresoever the said telegraph shall pass through any wood the trees and underwood may be cut down for the space of fifty feet on each side of the said telegraph on which such trees and underwood may be,—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 the persons interested in the lands, tenements, hereditaments, water, water courses, brooks or rivers, respectively, which shall be taken, removed, used or prejudiced, or woods in which trees or underwood shall be cut down, or for all damage to be by them sustained in or by the execution of all or any of the powers granted by this Act: Provided, that the Company shall not cut down or mutilate any tree planted or left standing for shade or ornament, or any fruit tree; and provided that in case the parties shall differ as to the amount of compensation to be paid by the Company, the same shall be settled by arbitration in the manner provided in the fifth section of this Act.

20. The Company, their employees, servants or contractors, shall have full power and authority to set up posts for supporting the wires of the said telegraph in and upon any public road, street or highway, and to make the necessary excavations in the same for placing such posts or poles; and such posts or poles and wires, and other apparatus therewith connected shall be the property of the Company, as shall also all cables, wires, and other apparatus which shall be set up or carried under the surface of land or water by the Company for the purposes thereof, although the lands or waters on or under which the same are set up or carried be not the property of the Company; but the Company shall use the power hereby conferred in such manner as not to interfere with the free use by the public of such public road, street or highway.

21. It shall be the duty of the Company to transmit all despatches in the order in which they are received, under a penalty of not less than twenty dollars nor more than one hundred dollars, to be recovered with costs of suit by the person or persons whose despatch is postponed out of its order; and the Company shall have full power to charge for the transmission of such despatches, and to receive, recover, and collect such rates of payment as shall be, from time to time, fixed by the Directors: Provided always, that any message 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.

22. Any operator of the said telegraph line or person employed by the telegraph Company, divulging the contents of a private despatch, shall be deemed guilty of a misdemeanor, and on conviction shall be liable to a fine not exceeding one hundred dollars, or to imprisonment not exceeding three months, or both, in the discretion of the court before which the conviction shall be had.

Contents of despatches not to be divulged.
Penalty.

23. Any person who shall wilfully or maliciously injure, molest or destroy any of the lines, posts, piers or abutments of the said Company, or the material or property belonging thereto, or in any way obstruct the working of the said line of telegraph shall, on conviction thereof, be deemed guilty of a misdemeanor, and shall be liable to be punished in the manner by law provided for such offence.

Injuring company's property a misdemeanor.

24. The Company shall *bond fide* commence and proceed with the construction of the works hereby authorized within two years from the passing of this Act.

Limitation of time for the work.

25. This Act shall be known and may be cited as "*The Great North-Western Telegraph Company of Canada Act.*"

Short title.

CHAP. 67.

An Act to incorporate The Bell Telephone Company of Canada.

[Assented to 29th April, 1880.]

WHEREAS Alexander Melville Bell, Richard Alan Lucas, Henry S. Strathy, John Billings, Hugh C. Baker, Frederick W. Gates, Lawrence Buchan, William R. Meredith, Thomas Davidson and H. Gordon Strathy, have by their petition prayed to be incorporated under the name of "*The Bell Telephone Company of Canada,*" with the powers hereinafter set forth, and it is expedient to grant the prayer of the said petition, and that the said persons and others who may be associated with them, should be incorporated for the purposes of this Act: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. Alexander Melville Bell, Richard Alan Lucas, Henry S. Strathy, Hugh C. Baker, Lawrence Buchan, William R. Meredith and Thomas Davidson, and such other persons as may become shareholders in the corporation to be by this Act created, shall be and they are hereby created, constituted

Certain persons incorporated.

Corporate
name and
head office.

and declared to be a corporation, body politic and corporate, by the name of "The Bell Telephone Company of Canada;" and the head office of the said Company shall be at the City of Toronto, in the Province of Ontario, or at such other place in Canada as may be hereafter determined upon by the Directors of the Company.

Powers of
the company.

2. The said Company shall have power to manufacture telephones and other apparatus connected therewith, and their appurtenances and other instruments, used in connection with the business of a telegraph or telephone company, and to purchase, sell or lease the same and rights relating thereto, and to build, establish, construct, purchase, acquire or lease, and maintain and operate, or sell or let any line or lines for the transmission of messages by telephone, in Canada or elsewhere, and to make connection, for the purposes of telephone business, with the line or lines of any telegraph or telephone company in Canada or elsewhere, and to aid or advance money to build or work any such line to be used for telephone purposes; and also to borrow such sum of money not exceeding the amount of the paid-up capital of the Company as the Directors shall deem necessary for carrying out any of the objects or purposes of this Act, and to issue bonds therefor in sums of not less than one hundred dollars each, which shall be a first charge upon the whole lines, works and plant of the Company, in such sums and at such rate of interest, and payable at such times and places, as the Directors shall determine: Provided always, that nothing in this Act shall be construed to authorize the Company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money.

Borrowing
powers.

Proviso.

Construction
and mainte-
nance of line.

3. The said Company may construct, erect and maintain its line or lines of telephone along the sides of and across or under any public highways, streets, bridges, water-courses or other such places, or across or under any navigable waters, either wholly in Canada or dividing Canada from any other country, provided the said Company shall not interfere with the public right of travelling on or using such highways, streets, bridges, water-courses or navigable waters; and provided that in cities, towns and incorporated villages the Company shall not erect any pole higher than forty feet above the surface of the street, nor affix any wire less than twenty-two feet above the surface of the street, nor carry more than one line of poles along any street without the consent of the Municipal Council having jurisdiction over the streets of the said city, town or village, and that in any city, town or incorporated village, 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; and provided further, that

Proviso:
height of
poles, &c.

where

where lines of telegraph are already constructed, no poles shall be erected by the Company in any city, town or incorporated village along the same side of the street where such poles are already erected, unless with the consent of the Council having jurisdiction over the streets of such city, town or incorporated village; provided also, that in so doing the said Company shall not cut down or mutilate any tree, And provided that in cities, towns and incorporated villages, the opening up of the street for the erection of poles or for carrying the wires under ground shall be done under the direction and supervision of the engineer or such other officer as the Council may appoint, and in such manner as the Council may direct, and that the surface of the street shall, in all cases, be restored to its former condition by and at the expense of the Company: Provided also, that no Act of Parliament requiring the Company (in case efficient means are devised for carrying 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; and provided further that whenever in case of fire it becomes necessary for its extinction or the preservation of property that the telephone wires should 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 demand or claim compensation for any damages that might be so incurred.

Proviso: as
to trees.

1857

Proviso: as
to future
legislation.

Proviso: as
to cutting
wires in case
of fire.

4. The said Company shall have power and authority to purchase or lease for any term of years any telephone line established or to be established, either in Canada or elsewhere, connecting or hereafter to be connected with the lines which the Company is authorized to construct, or to purchase or lease for any term of years the right of any company to construct any such telephone line; and shall also have power and authority to amalgamate with or to lease their line, or any portion or portions thereof, from time to time, to any company or person possessing as proprietor any line of telegraphic or telephonic communication connecting or to be connected with the Company's line, in Canada; and the Company shall also have power to enter into any arrangements with any person or company possessing, as proprietor, any line of telegraphic or telephonic communication, or any power or right to use communication by means of the telephone upon such terms and in such manner as the Board of Directors may, from time to time, deem expedient or advisable, or to become a shareholder in any such corporation.

Power to
purchase
lines.

And to make
arrangements
with other
companies.

Capital stock
and shares.

Increase.

5. The capital stock of the said Company shall be five hundred thousand dollars and shall be divided into five thousand shares of one hundred dollars each; and the said capital stock may, after the whole thereof has been subscribed and at least fifty per cent. thereon paid up, be increased from time to time by resolution of the Board of Directors, by and with the consent of a majority in value of the shareholders present in person or represented by proxy at any annual general meeting, or at any special general meeting of shareholders called for that purpose, to such an extent not exceeding five hundred thousand dollars additional, as the said shareholders may deem needful to carry into perfect completion and operation the whole undertaking.

Provisional
directors and
their powers.

6. The persons named in the first section of this Act shall be the Provisional Directors of the Company, and shall have power and authority to open stock-books and to procure subscriptions for shares in the capital stock of the Company, to make calls upon the subscribers, and to cause surveys and estimates to be made.

First general
meeting of
shareholders.

7. The Provisional Directors shall hold office until the first general meeting of the shareholders of the Company after the passing of this Act,—which said first general meeting shall be held as soon as possible after one hundred thousand dollars at least of the capital stock shall have been subscribed for and twenty per cent. thereon shall have been paid in. Notice of such first general meeting shall be given to each shareholder by mail at least ten days before such meeting, and by insertion in one or more newspapers published in the City of Toronto, for ten days next before such meeting.

Notice.

Board of
directors.

8. The business of the Company shall be managed by a board of not less than five nor more than fifteen Directors, as may from time to time be determined by resolution of the shareholders, and each such Director shall be the proprietor of at least ten shares in the capital stock of the Company, or such other additional number of shares, not exceeding forty additional shares, as the shareholders shall by any resolution passed at any annual general meeting, or special general meeting, from time to time determine; and the said Board of Directors shall be elected and hold office as hereinafter provided; and a majority of the said Directors shall be residents of Canada.

All share-
holders to
have equal
rights.

9. Aliens shall have equal rights with British subjects to take and hold stock and to vote, and shall be eligible to office in the said Company; and no shareholder shall be liable as such beyond the amount of the stock subscribed or acquired by him, for any debt contracted by the Company, or loss or liability incurred by the Company.

10. The Directors of the said Company for the time being may open or cause to be opened stock-books for the subscription of parties desiring to become shareholders in the capital stock of the said Company in such places as they shall think fit, and all parties so subscribing shall pay ten per cent. on allotment; and the Directors may, from time to time, make calls on such shares payable at such times, in such amounts, at such places, and in such manner as they shall, from time to time, determine; but no call shall exceed ten per cent., and an interval of at least thirty days shall intervene between the time fixed for the payment of any one call and that fixed for the payment of the succeeding call.

Stock books may be opened and calls made.

11. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed, and if a shareholder fails to pay any call due from him before or on the day appointed for the payment thereof, he shall be liable to pay interest for the same at the rate of six per cent. per annum from the day appointed for payment to the time of actual payment thereof.

Calls and their payment.

12. The Directors may, if they think fit, receive from any shareholder willing to advance the same, all or any part of the amounts due on the shares held by such shareholder, beyond the sums then actually called for; and upon the money so paid in advance, or so much thereof as shall, from time to time, exceed the amount of the calls then made upon the shares in respect of which such advance shall be made, the Company may pay interest at such rate as the shareholder paying such sum in advance and the Directors shall agree upon.

Shares may be paid up in advance.

13. All notices of calls upon the shareholders shall be given by advertisement at least once a week for four successive weeks in some newspaper published in the place where the head office of the Company is situate, and by mailing a notice of such call postpaid addressed to each shareholder liable to pay the same, at his post office address, as recorded in the books of the Company, at least four weeks before the time appointed for payment thereof.

Notice of calls.

14. If after such demand or notice as hereinbefore provided, any call made upon any share or shares be not paid within such time as may be limited in that behalf, the Directors in their discretion, by vote to that effect duly recorded in their minutes, may summarily declare forfeited any shares whereon such payment is not made, and the same shall thereupon become the property of the Company, and may be disposed of as the by-laws of the Company may ordain; but, notwithstanding such forfeiture, the holder of such shares at the time of forfeiture shall continue liable to the then creditors of the Company for the full amount

Proceedings if calls are not paid.

unpaid

unpaid on such shares at the time of forfeiture, less any sums which may have been subsequently realized by the Company in respect thereof.

Calls may be enforced.

15. 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; and a certificate under their seal, and purporting to be signed by any officer of the Company, to the effect that the defendant is a shareholder, that such call or calls has or have been made, and that so much is due by him and unpaid thereon, shall be received as against the defendant in all courts as *prima facie* evidence to that effect.

Calls may be deducted from dividends.

16. The Directors may deduct from the dividends payable to any shareholder all such sums of money as may be due from him to the Company on account of calls or otherwise.

Votes on shares.

17. At all meetings of the shareholders each share shall entitle the holder to one vote, which may be given in person or by proxy; but no one who is not a shareholder shall act or vote as such proxy; and no shareholder shall be entitled either in person or by proxy to vote at any meeting upon any share or shares in respect to which any call is in arrear.

Annual general meeting and proceedings thereat.

18. The first general meeting of the Company shall be held as hereinbefore provided; and in each year thereafter, on the same day, or on such day as the Company by any by-law may, from time to time, appoint, there shall be held a general meeting for the election of Directors, and for such other proceedings and business as it is competent for the shareholders to deal with and determine; and ten days' notice of every such meeting shall be given in one or more of the newspapers published in the city where the head office of the Company is situate.

Failure of election not to dissolve company.

19. 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; and the retiring Directors shall continue in office until their successors are elected.

Vacancies how filled.

20. When a vacancy occurs by the death or resignation of a Director, the vacancy shall be supplied by the remaining Directors at a subsequent meeting, appointing by resolution a Director or Directors in the place or stead of the Director or Directors so having died or resigned.

Directors may make by-laws.

21. The Directors may, from time to time, make, alter, amend or repeal such by-laws, rules or regulations as they may

may deem necessary and proper for the management of the affairs of the Company generally; but every such 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 a 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; and ten days' notice of every such special meeting shall be given in one or more of the newspapers published in the city where the head office of the Company is situate.

To be confirmed.

Proviso: as to special meetings.

Notice.

22. No assignment or transfer of any share shall be valid or effectual until such transfer be entered and registered in a book to be kept for that purpose by such officer as the Directors may from time to time designate: Provided that whenever any shareholder shall transfer in manner aforesaid all his stock or shares in the said Company, such shareholder shall cease to be a member of the said corporation.

Transfer of shares.

Proviso.

23. The Directors may decline to register any transfer of shares belonging to any shareholder who is indebted to the Company.

When registration of transfer may be refused.

24. The Company shall, at all times, have an office in the city or town in which their chief place of business shall be, which shall be the legal domicile of the Company in Canada, and notice of the situation of that office and of any change therein shall be advertised in the *Canada Gazette*; and they may establish such other offices and agencies elsewhere in the Dominion of Canada as they may deem expedient.

Legal domicile.

25. Any person who shall wilfully or maliciously injure, molest or destroy any of the lines, posts or other material or property of the Company, or in any way wilfully obstruct or interfere with the working of the said telephone lines, or intercept any message transmitted thereon, shall be guilty of a misdemeanor.

Injury of property, &c. to be a misdemeanor.

26. The said Company shall have power to purchase, lease or otherwise acquire and hold all such real estate as may, from time to time, be deemed requisite for the purposes of the Company, and also to sell, lease or otherwise dispose of, and to mortgage, pledge or incumber, such real estate or any part or parts thereof from time to time, in such manner and on such terms as they may deem fit.

Powers as to real estate.

Certain rights
saved.

27. Nothing herein contained shall prejudice or affect any agreement heretofore entered into by Alexander Melville Bell with any person or persons or corporation with reference to the Bell Telephone.

CHAP. 68.

An Act respecting the Montreal Assurance Company.

[Assented to 7th May, 1880.]

Preamble.

WHEREAS the Montreal Assurance Company, incorporated under the Ordinance of the late Province of Lower Canada, chapter thirty-seven, passed in the session held in the third and fourth years of the reign of Her present Majesty, as amended by the Acts of the late Province of Canada, chapters twenty-two and one hundred and twenty-one, passed respectively in the sessions held in the sixth and thirteenth and fourteenth years of Her said Majesty's reign, have, by their petition, represented that they are desirous of continuing their corporate powers and existence; and whereas it is desirable 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:—

Corporation
continued.

1. The corporate existence of the said Company is hereby extended and continued beyond the first day of May, one thousand eight hundred and eighty, and the said Company, together with such persons as may hereafter become shareholders in the said Company, are hereby declared to be and shall be a body politic and corporate in law, in fact and in name, by the name and style of "The Montreal Assurance Company," for the purposes hereinafter set forth; and shall and may have perpetual succession, and shall be capable in law of contracting and being contracted with, and suing and being sued, pleading and being impleaded in any court of law or equity in their corporate name aforesaid; and they and their successors shall and may have a common seal, and may change the same at their will and pleasure: Provided always, that nothing in this Act contained shall be construed in any manner to affect any contract, matter, or thing concerning the said Company otherwise than is herein expressed, or to affect any action, suit or proceeding commenced on behalf of or against the said Company at the time of the passing of this Act; but every such action, suit, or proceeding shall be carried on by or against the said Company hereby constituted, which is in such case for all such purposes

Corporate
name and
powers.

Proviso:
certain rights
saved.

purposes substituted for the said original corporation ; and all property, real or personal, debts, rights, claims and privileges heretofore belonging to or vested in the said original corporation, and all their interest in the same, shall be held by and are hereby vested in the said Company hereby constituted, in the same manner, and with all such benefits and liabilities attaching to the same as existed on the thirtieth day of April last ; and all the engagements made or entered into by or on behalf of the said original corporation shall continue to be valid and binding under this Act in favour of or against the said Company hereby constituted : Provided always, that the said continued Company shall not be deemed to possess any other or greater powers and privileges than those specially given in this Act.

Property,
liabilities and
engagements
transferred.

2. The capital stock of the said Company hereby constituted shall be one million of dollars, divided into ten thousand shares of one hundred dollars each, with the privilege to increase the same from time to time to any amount not exceeding two millions of dollars by a vote of the shareholders at any general or special meeting of shareholders called for that purpose ; which said shares shall be and are hereby vested in the several persons who have subscribed or shall subscribe for the same, their legal representatives and assigns, subject to the provisions of this Act : Provided, that upon every increase of the capital stock of the Company, the sum of at least five per cent. upon the amount of such increased capital shall be paid on subscribing.

Capital stock
and shares.

Power to
increase it.

Proviso,
payment on
subscribing.

3. Aliens as well as British subjects, and whether resident in Canada or elsewhere, may be shareholders in the said Company ; and all such shareholders shall be entitled to vote on their shares equally with British subjects, and shall also be eligible to hold office as Directors or otherwise in the said Company ; but the major part of the Directors shall at all times be persons resident in Canada and subjects of Her Majesty by birth or naturalization.

Shareholders
to have equal
rights.

4. The shares of capital stock subscribed for shall be paid in and by such instalments and at such times and places as the said Directors shall appoint ; no such instalment shall exceed ten per cent. of the sum subscribed ; thirty days' notice of each call shall be given, and instalments shall not be made payable more frequently than once in three months : Provided, that the said Company shall not be authorized to avail themselves of the privileges conferred by this Act otherwise than in accordance with the provisions of the several Acts of the Parliament of the Dominion relating to Insurance Companies.

Calls on
shares
limited.

Proviso, as to
general insur-
ance laws.

5. If any shareholder shall refuse or neglect to pay the instalments due upon any share or shares held by him, the Directors

Forfeiture of
shares for

non-payment
of calls.

Directors may, in addition to suing for the recovery thereof, declare such share or shares forfeited, together with the amount previously paid thereon, and the same shall thereupon become the property of the Company in such manner as may be provided by the by-laws; and such forfeited share or shares may be sold, allotted, or otherwise held or disposed of on such terms, in such manner, and to such person or persons as the Directors shall see fit, and any moneys arising therefrom shall be applied for the purposes of this Act.

What it shall
be sufficient
to allege and
prove in
actions for
recovery of
calls.

6. In all actions or suits for the recovery of such arrears or calls, it shall be sufficient for the Company to allege that the defendant, being the owner of such shares is indebted to the said Company in such sum of money as the calls in arrear amount to for such and so many shares, whereby an action hath accrued to the Company by virtue of this Act; and on the trial it shall only be necessary to prove that the defendant was owner of the said shares in the stock of the Company, that such calls were made, and that notice was given as directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such calls or any matters whatsoever other than what is before mentioned: a copy of any by-law, rule, 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 or the Vice-President, or the managing Director or Secretary of the Company, and sealed with the corporate seal, shall be received in all courts and proceedings as *prima facie* evidence of such by-law, rule, regulation, minute or entry, without proof of the official character or signature of the officer signing the same, or of the corporate seal.

Certain
copies of by-
laws, &c., to
be evidence.

Transfer of
shares.

7. No transfer of any share of the stock of the said Company shall be valid until entered in the books of the said Company according to such form as may, from time to time, be fixed by the by-laws; and until the whole of the capital stock of the said 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, whether for calls or otherwise, 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.

Proviso, if
shareholder
is indebted to
company.

Liability of
shareholders
limited.

8. Each shareholder shall be individually liable to the creditors of the Company to an amount equal to the amount unpaid on the stock held by him for the debts and liabilities of the Company, but no further.

Board of
directors.

9. The stock, property, affairs and concerns of the said Company shall be managed and conducted by a board of not less than five nor more than nine Directors, as may be determined by by-law who shall hold office until the next following

following general election of Directors, who shall be elected by ballot; and the said Directors (as soon as may be after the said election) shall proceed to elect one of their number to be the President, and one other to be Vice-President of the Company; and if any vacancy should at any time, occur amongst the said Directors by death, resignation, disqualification or removal during the current year of office, such vacancy shall be filled for the remainder of the year by the remaining Directors, or the majority of them, electing in such place or places a shareholder or shareholders eligible for such office.

President and vice-president.

Vacancies, how filled.

10. For the purpose of organizing the said Company, the Honorable Alexander Cross, one of the Judges of the Court of Queen's Bench for Lower Canada, Alexander Murray, Esquire, Matthew H. Gault, Esquire, M. P., Robert Campbell, Esquire, and William H. Murray, Esquire, all of the City of Montreal, shall be the Provisional Directors thereof; and they or a majority of them may cause stock-books to be opened by giving due notice thereof by advertisement for two weeks in one or more daily newspapers published in the City of Montreal,—upon which stock-books shall be recorded the subscriptions of such persons as shall desire to become shareholders in the said Company; and such books shall be opened in the City of Montreal, and elsewhere, at the discretion of the said Provisional Directors, and shall remain open as long as they deem necessary, and the Provisional Directors are hereby authorized to receive from the shareholders a deposit of five per cent. on the amount of stock subscribed by them respectively: Provided always, that the present shareholders of the said original corporation shall, for thirty days after the opening of the said stock-books, but no longer, have a prior right to a rateable allotment of the said stock.

Provisional directors and their powers.

Stock books and allotment of stock.

Proviso, as to present shareholders.

11. When and so soon as five hundred thousand dollars of the said capital stock shall have been subscribed, as aforesaid, and twenty per cent. of the amount so subscribed paid in, the said Provisional Directors shall call a general meeting of shareholders at some place to be named in the City of Montreal, giving at least ten days' notice thereof in two daily newspapers published in the said city, at which meeting the shareholders present in person or represented by proxy shall elect not less than five nor more than nine Directors, as may be determined by resolution of the said meeting, in the manner and qualified as hereinafter provided, who shall constitute a Board of Directors, and hold office till the next annual meeting of the Company, which shall be held after six months thereafter.

Firs of shareholders and proceedings thereat.

Election of directors.

Failure of
election not
to dissolve
the company.

12. In case it should at any time happen that an election of Directors of the said Company shall not be made on any day when pursuant to this Act it should have been made, the said Company shall not for that cause be deemed to be dissolved; but it shall be lawful on any other day to hold and make an election at a special general meeting to be called for that purpose by the Directors, who shall continue in office until a new election is made.

When com-
pany may
commence
business.

13. When and so soon as five hundred thousand dollars of the capital stock of the Company shall have been *bonâ fide* subscribed for, and one hundred thousand dollars thereof shall have been actually paid in, but not before, the Company may commence the business of Fire and Marine Insurance under this Act.

Votes on
shares.

14. At all general meetings of the said Company each shareholder shall be entitled to give one vote for every share held by him for not less than thirty days prior to the time of voting, upon which all calls then due have been paid up; such votes may be given either in person or by proxy, the holder of any such proxy being himself a shareholder; 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 the casting vote in case of an equality of votes, in addition to his own vote as a shareholder.

Proxies.

Casting vote.

Proceedings
at annual
general meet-
ings.

15. At the annual meeting of the shareholders the election of Directors shall be held and all business transacted without the necessity for specifying such business in the notice of such meeting; special general 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 of them, a Director or shareholder chosen by the shareholders, shall preside, who in case of an equality of votes, shall give the casting vote in addition to his vote as a shareholder: at all meetings of Directors 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 a casting vote, in addition to his vote as a Director.

Who to
preside.

Casting vote.

Majority.

Business of
the company.
Fire insur-
ance.

16. The said Company shall have power and authority to make and effect contracts of insurance in Canada, Great Britain, the United States of America, or any foreign State with any person or persons, body politic or corporate, against loss or damage by fire or lightning, on any house, store or other building whatsoever, and in like manner on any goods, chattels or personal estate whatsoever, for such time or times, and for such premiums or considerations, and under such modifications

modifications and restrictions, and upon such conditions as may be bargained and agreed upon and set forth by and between the Company and the person or persons agreeing with them for such insurance; and the said Company, in like manner, shall have power and authority to make and effect contracts of insurance with any person or persons, body politic or corporate, against loss or damage by fire, storm or tempest, or other peril of navigation, or from any other cause, of or to ships, boats, vessels or other craft navigating the oceans, lakes, rivers, or high seas, or other navigable waters, whatsoever, from any port or ports in Canada to any other port or ports in Canada, or to any ocean port or ports upon the oceans, lakes, rivers, or other navigable waters aforesaid, or from one foreign port to another foreign port, or from any foreign port or ports to any port or ports in Canada or elsewhere, upon all or any of the oceans, lakes, rivers and navigable waters aforesaid, and against any loss or damage of or to the cargoes, including live stock, or property conveyed in or upon such ships, vessels, boats or other craft, and the freight due or to grow due in respect thereof, or of or to timber or other property of any description conveyed in any manner upon any of the oceans, seas, lakes, rivers or navigable waters aforesaid, or on any railway, or stored in any warehouse or railway station, and generally to do all matters and things relating to or connected with fire and marine insurances as aforesaid,—the whole for such premiums or considerations, and with such modifications, restrictions, and conditions as may be bargained or agreed upon or set forth, and to grant all policies therein and thereupon; and to cause themselves to be insured against any loss or risk they may have incurred in the course of their business; and generally to do and perform all other necessary matters and things connected with and proper to promote these objects: and all policies or contracts of insurance issued or entered into by the said Company shall, under the corporate seal, be signed by the President or the Vice-President, and countersigned by the managing Director or Secretary, or otherwise, as may be directed by the by-laws, rules, and regulations of the Company, and being so signed and countersigned, shall be deemed valid and binding upon the Company, according to the tenor and meaning thereof.

Marine insurance.

On such terms as may be agreed upon.

General powers for such purposes.

Policies form of, &c.

17. The Company shall have power to acquire and hold such real estate not exceeding in annual value five thousand dollars, and to sell or dispose of the same and acquire other property in its place, as may be deemed expedient; and to take, hold and acquire all such lands and tenements, real or immovable estate, as shall have been *bonâ fide* mortgaged to it by way of security or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales upon judgments which shall have been obtained

Power to hold real estate to annual value of \$5,000.

And other such property for ten years.

Investment of funds.

And may vary pledge securities.

Powers of the directors.

By-laws for certain purposes.

Repeal or amendment thereof. By-laws subject to confirmation.

Proviso, special meetings may be called.

obtained for such debts, or purchased for the purpose of avoiding a loss to the Company in respect thereof or of the owners thereof; and to retain the same for a period not exceeding ten 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 of business in such foreign State—such investment in securities of foreign States not at any time to exceed fifty per cent. of the funds then invested,—or in the stocks of any chartered banks or building societies, 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, in such manner 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.

18. The Directors of the said Company hereby constituted shall have full power in all things to administer the affairs of the Company, and make or cause to be made, 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 or to this Act, to regulate the allotment or stock, the making of calls thereon, the payment thereof, the issue and registration of certificates of stock, the forfeiture of stock for non-payment of calls, the cancellation of disposal of forfeited stock and of the proceeds thereof, the transfer of stock, the declaration and payment of dividends, the number of the 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 (if any) of the Directors, the time and place where the annual and other meetings shall be held, the calling of meetings, regular and special, of the Board of Directors and of the Company, 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 every such 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 the 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 quarter 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 or notice as they may issue to that effect.

19. The chief place of business of the Company hereby constituted shall be in the City of Montreal, where the meetings of the Company shall be held : and the said Company shall have full power and authority to comply with the laws of any Province, State or Country wherein it proposes to carry on business so far as such laws are not inconsistent with the provisions of this Act, or with the laws of Canada, and to appoint therein under the seal of the Company, local managers, agents or other officers

Head office
and agencies.

Local offices.

20. The Company shall not be bound to see to the execution of any trust whether expressed, implied or constructive, to which any share or shares of its stock may be subject ; and the receipt of the person in whose name any share stands shall be sufficient discharge to the Company for any money paid in respect of such share or shares, notwithstanding any trust to which they or any of them may be held subject, and whether or not the Company shall have had notice of such trust.

Company not
bound to see
to trusts.

21. 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 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 have 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.

Penalty on
directors if
dividend is
declared
when com-
pany is insol-
vent, &c.

How liability
may be
avoided.

22. The said Company hereby constituted shall keep a separate account of the assets and liabilities of the said original Company, and shall with all possible diligence proceed to liquidate the same ; and the surplus may, from time to time, be ratably distributed among the shareholders of the said original Company, or the said Company hereby constituted may purchase from the shareholders all their rights and interest in the assets upon such terms and conditions as may be mutually agreed upon.

Accounts of
original
company.

23. The said Company shall be subject to the provisions of "*The Insurance Acts of 1875 and 1877.*" and to all other general laws in force or which may hereafter be passed by the Parliament of Canada, respecting fire and marine insurance companies.

General law
to apply.

CHAP. 69.

An Act to amend the Act intituled "An Act to incorporate the Anchor Marine Insurance Company."

[Assented to 29th April, 1880.]

Preamble.

WHEREAS the Anchor Marine Insurance Company have, by petition, prayed for certain amendments to their Act of incorporation, 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:—

Company may transact fire insurance business.

1. In addition to the powers by the said Act conferred upon the said Company, they are hereby authorized and empowered to carry on and transact the business of fire insurance, including re-insurance, and to make, execute and do all such policies, contracts, agreements, instruments, matters and things as are usual or necessary in carrying on such business: Provided that this section shall not come into effect until the assent in writing of all the present shareholders who have paid anything on their stock, is obtained by the said Company.

Proviso, for consent of stockholders.

Corporate name changed.

Corporate rights continued.

2. The name of the said Company is hereby changed to the "Anchor Insurance Company," by which name it shall hereafter be called, known and distinguished, and under which it shall possess, exercise and enjoy all its property, corporate and other rights, powers and privileges, and shall be subject to all existing obligations of every nature and kind whatsoever.

CHAP. 70.

An Act to empower the Stadacona Fire and Life Insurance Company to relinquish their Charter, and to provide for the winding up of their affairs.

[Assented to 29th April, 1880.]

Preamble.

WHEREAS the Stadacona Fire and Life Insurance Company (hereinafter called the Company), have, by their petition, represented that at a general meeting of the shareholders of the Company, held at Quebec on the fourth, fifth and sixth days of February, 1879, specially called for the purpose, it was resolved by a majority of the said shareholders to close the business of the Company and to wind up their

their affairs: and whereas statutory provision is necessary for that purpose, and the Company has prayed for the passing of an Act to empower them so to do, and to prescribe the manner in which the same shall be done, 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 Company passed in the thirty-seventh year of Her Majesty's reign, and chaptered ninety-four, the Company may and are hereby empowered to close their business and wind up their affairs and to relinquish their Act of incorporation in accordance with the resolution of a majority of the shareholders to that effect in the preamble to this Act mentioned.

Company may wind up their affairs.

2. Nothing in this Act contained shall affect the liability of the Company or of the shareholders thereof, in respect of third parties or of the creditors of the Company, at the time of the passing of this Act and until the final winding up of the affairs of the Company.

Present liability not affected.

3. At a special general meeting called for the purpose, in the manner provided by the said Act incorporating the Company and by the by-laws of the Company, the shareholders present in person or represented by proxy, being duly qualified to vote under the said Act and by-laws, shall elect from among their number, by a majority of the votes cast, three liquidators, who shall be substituted for the Directors and officers of the Company in the performance of their duties, and shall be charged with the winding up of the affairs of the Company in their corporate name.

Election of liquidators by shareholders.

Directors eligible.

4. The liquidators shall appoint one of their number to be chairman, who, upon a division, shall have a casting vote.

Chairman and casting vote.

5. The liquidators shall have all the powers conferred, and shall be subject, as respects shareholders, to all the obligations imposed on the Directors by law and by the by-laws of the Company; but they shall only have power to do such things as are necessary to the winding up of the affairs; they shall proceed with diligence to the recovery of the quarterly instalments already called for, and to the realization of the assets of the Company without undue sacrifice; but they may compromise and agree with the debtors and creditors of the Company, and take such steps as they may consider most advisable and equitable to effect the most speedy and advantageous winding up of the affairs of the Company; and they may dispose of the property, either real or personal of the Company, including debts owing and accruing to the Company, by public or private sale.

Powers and duties of the liquidators.

For what purposes only to be exercised.

Disposal of property.

Distribution of surplus assets.

6. After payment of the debts of the Company, the liquidators shall, from time to time, distribute as dividends, the amounts which they shall realize from the assets; such distribution shall be made in proportion to the shares paid up; but no shareholder in arrear for any calls shall participate in such distribution, until the other shareholders shall have been reimbursed the full amount of the like calls, which such shareholder has so neglected to pay.

Remuneration and responsibility of liquidators.

7. The liquidators shall give such security and shall receive such remuneration as shall be fixed at the general meeting at which they are appointed by the shareholders then assembled; they shall be subject to the directions of the shareholders, in so far as the same are consonant to law and to the by-laws of the Company; they shall be subject to removal and replacement by any general meeting of the shareholders specially called for the purpose,—which special general meeting may be called by any shareholder or shareholders holding not less than one-tenth of the capital stock of the Company, in accordance with the by-laws of the Company; and in the event of a vacancy by death, removal, inability or refusal to act, or otherwise, such vacancy shall be filled by the shareholders, at a general meeting specially called for the purpose, in manner aforesaid, the like mode of election being followed as is hereinbefore specified.

Vacancies, how filled.

Final general meeting and proceedings thereat.

8. When the affairs of the Company are finally wound up, the liquidators shall make a report to a general and final meeting of the shareholders by them specially called for the purpose, and such report shall be submitted for their approval; and at such final meeting the shareholders may give such orders as to the disposal and custody of the books, documents, and records of the Company as they shall think fit: and the said meeting shall have power to declare the Act of incorporation to be relinquished, and the Company to be finally dissolved under the authority of this Act: Provided always, that if there remain any debts payable to creditors who are unknown, or to whom payment cannot be made, the liquidators shall deposit the amount thereof with the Treasurer of the Province of Quebec, in accordance with and under the provisions of the Act of the Legislature of the Province of Quebec, passed in the thirty-fifth year of Her Majesty's reign, and intituled "*An Act respecting judicial and other deposits,*" and the amendments thereof; and the Act of incorporation shall not be held to be relinquished and extinguished, so far as respects such creditors until such deposit has been made.

Proviso, as to debts which cannot be paid.

Deposit of amount.

Addresses of shareholders to be sent to company's office.

9. Every shareholder shall, within three months after the passing of this Act, leave at the office of the Company his address in writing, and every special notice required to

to be sent to such shareholder shall be transmitted to such address; and if any shareholder shall neglect to comply with the foregoing provision, such notice shall be addressed to his last known residence, and if there be no such known residence, then to the place in which the head office of the Company is situate.

Provision in case of neglect.

10. Every assignee and purchaser of the claims of the Company shall be seized of such claims, and may proceed to the recovery of the same by suit without any further notification than the entry of such assignment in the books and registers of the Company, in his own name, under the certificate of the Secretary of the Company, or that of the liquidators, according as the one or the others may respectively be in office.

Transfer and recovery of claims and rights of transferees.

11. The books, registers, and documents of the Company shall be delivered to the liquidators immediately upon their appointment, and shall remain in their possession so long as they continue in office; and so soon as their duties are completed they shall deliver them into the custody of such person as shall be indicated by the shareholders at the final general meeting hereinbefore mentioned.

Custody of books and documents.

CHAP. 71.

An Act further to amend the Act therein cited, incorporating the Canada Guarantee Company.

[Assented to 29th April, 1880.]

WHEREAS the Canada Guarantee Company have by their petition prayed for an Act to amend, as hereinafter set forth, certain sections of the Act incorporating the said Company—to wit, the Act of the late Province of Canada, passed in the session held in the fourteenth and fifteenth years of Her Majesty's reign, and chaptered thirty-six, 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.

14, 15 Vic.,
(Can.) c. 36.

1. Section twenty-eight of the said Act is hereby amended by inserting the words "or in their absence by one or more of the Directors of the Company, as may be by by-law of the Company provided," immediately after the words "Vice-President" in the second line of the said section.

Section 28 amended.

Section 29
repealed.
Proviso, as
to subscrip-
tion of new
shares.

Proviso.

Liability of
shareholders
limited.

Present
liabilities
not affected.

2. Section twenty-nine of the said Act is hereby repealed : Provided always, that such repeal shall not take effect until new shares shall have been subscribed equivalent in amount to those now issued ; Provided also, that such new shares shall be of the like denomination of fifty dollars each and shall be subscribed by the present shareholders within such delay and upon such conditions as may be determined by the Directors of the Company ; Provided further, that at least ten per cent. shall be paid on such subscription, and a further amount of ten per cent. within one year thereafter ; and it is hereby further enacted that on such subscriptions and on such payments the shareholders of the said Company shall not be liable for or charged with the payment of any debt or demand by the Company, beyond the amount remaining unpaid upon the shares subscribed for or held by them respectively in the capital stock of the Company.

3. Nothing in this Act contained shall be construed to affect, change or diminish the liability of any existing shareholder in the said Company, for any claim or demand now existing under any policy heretofore granted by the said Canada Guarantee Company, whether such claim be now in suit or whether the same be merely notified to the said Company, or otherwise awaiting adjustment or examination ; but such person holding claims and the said Guarantee Company shall remain in the same relative position as if this Act had never been passed.

CHAP. 72.

An Act to amend " An Act respecting the Port Whitby Harbour Company."

[Assented to 29th April, 1880.]

Preamble.
41 V., c. 37.

WHEREAS by the Act passed in the forty-first year of Her Majesty's reign and chaptered thirty-seven, power was given to David Fisher and Jane Malvina Draper, the executor and executrix of the last will and testament of Chester Draper, deceased, to sell, grant and convey the Port Whitby Harbour and appurtenances and the interest of them therein as is set forth in the said Act ; and whereas it hath been made to appear that the said Jane Malvina Draper has, before any sale thereof, departed this life ; and whereas it is expedient that David Fisher alone should have the same power to sell, grant and convey, as is in the said Act given to him and Jane Malvina Draper jointly ; and whereas it is also expedient to provide for the disposal of the said property in

in the event of the death of the said David Fisher before the sale and transfer of the said Harbour; and whereas it is expedient to grant the prayer of the petition of the said David Fisher in that behalf: 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 David Fisher the surviving executor of the said Chester Draper, and (in the event of his death), the executors or executrix of the last will and testament of the said David Fisher is and are hereby authorized and empowered for and on behalf of himself or themselves and for and on behalf of the Port Whitby Harbour Company to sell, grant and convey all the right, title and interest of the Chester Draper estate and of the Port Whitby Harbour Company in and to the said Harbour, together with the piers, breakwaters, approaches, and other works, property, rights, and appurtenances connected therewith, to any company in Ontario incorporated as in the said Act mentioned; and the said Company shall take and hold the same on the same terms and subject to the same conditions as are declared in the seventh and eighth sections of the said Act.

Surviving executor may sell the harbor.

To whom.

CHAP. 73.

An Act to incorporate The *Mail* Printing Company.

[Assented to 29th April, 1880.]

WHEREAS Christopher William Bunting and others have, by their petition, prayed for the passing of an Act to incorporate them under the name of "The *Mail* Printing 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. Christopher William Bunting, of the City of Toronto, Esquire, John Riordon, of the Village of Merritton, Manufacturer, Charles Riordon, of the same place, Manufacturer, and William James Douglas, of the said City of Toronto, Accountant, together with such persons as may become shareholders in the corporation hereby created, shall be and they are hereby constituted and declared to be a body corporate and politic by and under the name of "The *Mail* Printing Company;" and by that name shall have perpetual succession and a common seal, with power to alter and change the same at pleasure; and by that name may sue and

Certain persons incorporated.

Corporate name and powers.

and be sued, implead and be impleaded in all courts and places whatsoever; and may acquire property, real and personal, for themselves and their successors under any legal title whatsoever for the purposes of their business; and may alienate, sell, convey, lease, mortgage, pledge or otherwise dispose of the same or any part thereof from time to time, as occasion may require, for such prices or sums and on such terms and conditions as they may see fit, and, should they see fit, acquire other real and personal estate for the purposes of their business; and may take, acquire and hold all such lands and tenements, real or personal estate, as shall have been *bond fide* mortgaged to the Company by way of security, or conveyed to them in satisfaction of debts previously contracted in the course of the Company's dealings, or purchased at sales upon judgments which shall have been obtained for such debts, or purchased for the purpose of avoiding loss to the Company in respect thereof, or of the owner thereof, and may retain the same for a period not exceeding two years; and may invest their funds or any part thereof in the public securities of the Dominion of Canada, or of any Province thereof, or in the stock of any bank or building society in Canada, or in the bonds or debentures of any incorporated city, town or municipality in Canada, or in mortgages on real estate: Provided always, that the real estate held by the said corporation at any one time shall not exceed in annual value the sum of thirty thousand dollars.

Real estate for their own use.

In other cases.

Investment of funds.

Proviso.

Objects and business of the company.

The *Mail* newspaper.

Other business.

2. The said corporation (hereinafter called the Company) is hereby constituted for the purpose of acquiring by purchase or otherwise from the said Christopher William Bunting, John Riordon and Charles Riordon, or either of them, the printing establishment and business now carried on by them in the City of Toronto, and the *Mail* newspaper, with the copyright, good-will, interest and assets connected with the said business and newspaper, upon such terms and conditions as may be agreed upon, either as to payment wholly or in part in money or in paid-up shares in the capital stock of the Company, or otherwise; and for carrying on the printing and publishing of the said newspaper and such other newspapers and periodicals as may be established by the Company, and generally for carrying on the business of printing, publishing, bookbinding, engraving, wood-cutting, stereotyping, lithographing, and the dealing in and vending of all the merchandise connected therewith.

Head office and branches.

3. The head office of the Company shall be at the City of Toronto, in the Province of Ontario, and branch agencies or offices of the Company may be established in any other cities, towns or places in the Dominion of Canada, or elsewhere, in which the Company may see fit to carry on business.

4. The capital stock of the Company shall be five hundred thousand dollars, divided into one thousand shares of five hundred dollars each, and shall be deemed personal estate and be transferable only in such manner and subject to such conditions and restrictions as are herein, and as by the by-laws of the Company shall be directed and prescribed: Provided always, that it shall be lawful for the Company to increase its capital stock to but not in excess of seven hundred and fifty thousand dollars, as a majority of the shareholders at an annual meeting or a special general meeting shall decide by by-law, which by-law may determine the number and value of the shares of the new stock, and prescribe the manner in which the same shall be allotted; and such new stock shall be subject to all the incidents of the original stock.

Capital stock and shares.

Increase by consent of general meeting of shareholders.

5. It shall be lawful for the Company to issue paid-up shares in the said capital stock in payment of the price of real and personal property or by way of bonus to employees; and such paid-up shares so issued shall be free from all calls whatsoever and from all claim and demand on the part of the Company or of the creditors thereof to the same extent as if the amount of the same had been regularly called in by the Company and paid in cash by the holders thereof in full

Property, &c., may be paid for in paid up shares.

6. The Directors may, from time to time, with the sanction of the majority of the shareholders present or represented by proxy, at a general annual meeting or a meeting specially called for the purpose, borrow money on behalf of the Company at such rate of interest and upon such terms as the Directors may by resolution determine; and to effect such loan may authorize the managing Director and the secretary-treasurer to make and execute mortgages or other instruments which may be necessary, to charge the property of the Company or any part thereof either with or without power of sale or other special provision; and no lender shall be bound to enquire into the occasion for any such loan or the purpose for which such loan is required.

Borrowing powers of the company.

Mortgages for money borrowed.

7. The shareholders of the Company shall have full power in all things to administer the affairs of the Company, and to make by-laws regulating the issue and registration of certificates of stock, the evidence to be produced to verify the transfer of stock, the declaration and payment of dividends, the number of Directors, their term of service, the manner of their election, the completion of the board in event of the death, removal or resignation of a Director, the amount of their stock qualification, the appointment, functions, duties and removal of a managing Director and secretary-treasurer and all agents, officers and servants of the Company, the security to be given by them to the Company, their remuneration and that (if any) of the Directors

Shareholders may make by-laws and for what purposes.

Directors and managing Director and secretary-treasurer, the calling of meetings, regular and special, of the Board of Directors and of the Company, the place or places where the meetings shall be held, 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, the establishment of branches or agencies, and the conduct in all other particulars of the affairs of the Company; and they may, from time to time, repeal, amend or re-enact the same: Provided that such by-laws do not contravene the provisions of this Act.

Proviso.

Votes.

8. Every shareholder in the Company shall be entitled to one vote for each share he may hold in the capital stock of the Company at least one month prior to the time of voting.

Copy of any by-law to be evidence.

9. A copy of any by-law of the Company certified under its seal and purporting to be signed by any officer of the Company shall be received as *prima facie* evidence of such by-law in all courts of law and equity in the Dominion of Canada.

Provisional directors and their powers.

10. To enable the Company to carry out the objects hereinbefore mentioned, the said Christopher William Bunting, John Riordon, Charles Riordon and William James Douglas are hereby constituted Provisional Directors of the Company, and they shall have power to conduct and carry into effect all arrangements and agreements for the purchase and acquisition on behalf of the Company of the said newspaper and the said printing establishment, plant and material and business above mentioned, upon such terms and conditions as may be agreed upon; and so soon as the agreement for such purchase and acquisition shall have been completed the said Provisional Directors (three of whom shall constitute a quorum) shall have power and authority to manage the affairs of the Company until Directors under this Act shall have been elected in their place; and the said Provisional Directors shall have power to open stock-books, receive subscriptions of stock or shares, and generally to do all matters and things for the full organization and working of the Company; and upon the election of Directors all the powers and functions of the said Provisional Directors shall cease.

Stock books and subscriptions.

First general meeting of shareholders and election of directors, &c.

11. As soon as fifty thousand dollars of the capital stock shall have been subscribed the Provisional Directors shall call a general meeting of the shareholders in the City of Toronto, of which meeting not less than ten days' notice shall be given by advertisement in the *Mail* newspaper, for the election of Directors, the appointment of officers, the passing of by-laws for the management of the affairs of the Company, and generally for the exercise of the powers conferred on the shareholders by this Act, and by the "*Canada Joint Stock Companies' Clauses Act, 1869.*"

12. 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.

Failure of election not to dissolve corporation.

13. The annual general meeting of the Company shall be held at the city of Toronto on the second Monday of March in each year, or if that day be a statutory holiday, then on the next following juridical day; and at such meeting a full and detailed statement of the financial affairs of the Company up to the first day of March of the year then last past shall be submitted to the shareholders, and shall appear in the books of the Company, and be open for the inspection of the shareholders.

Annual general meeting.

Financial statement.

14. At each annual meeting it shall be the duty of the shareholders present to estimate and establish by resolution the then actual value of the shares of the stock of the Company — such estimate to be based on the financial result of the operations of the Company as exhibited by the statement of its affairs then before them; and in case at any time during the then next ensuing year any shares in the stock of the Company are offered for sale, or the sale thereof has not been entered on the books of the Company, or if any shares have become transmitted by bequest, inheritance, bankruptcy, insolvency, the marriage of a female shareholder, or in any other way whatsoever, then the said Company, or any one or more of the shareholders of the said Company, shall, during the next two months after such sale, offer for sale, or transmission has been notified to the Company, have the privilege of acquiring such shares so to be sold, or so transmitted as aforesaid, upon payment or tender of the price of such shares calculated at the value thereof as established at the then last annual meeting, the Company having the first preference of purchase and then the shareholders, after such delay for deliberation on the part of the Company and in such order and on such conditions as regards the respective shareholders as may be fixed by the by-laws of the Company.

Annual estimate of value of stock.

Purchase of shares by company or shareholders at such valuation.

5. Every contract, agreement, engagement or bargain made, and every bill of exchange drawn, accepted or endorsed, and every promissory note and cheque made, drawn or endorsed in the name and on behalf of the Company by the managing Director or the secretary-treasurer, in general accordance with his powers as such under the by-laws of the Company, 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, bill of exchange, promissory note or cheque, or to prove that the same was made, drawn, accepted or endorsed, as the case may be, in pursuance of any by-law or special vote or order;

Contracts, &c. of the company, how to be executed.

order; nor shall the managing Director or secretary-treasurer so acting on behalf of the Company be subjected to any individual liability whatsoever to any third party therefor: Provided always, that nothing in this section shall be construed to authorize or empower the Company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money or as the note of a bank.

Proviso: as to bank notes.

Signing and sealing of deeds.

16. All deeds sealed with the common seal of the Company and signed by the managing Director and secretary-treasurer shall be held to be the deeds of the Company.

Liability of shareholders limited.

17. The shareholders of the Company shall not as such be held responsible for any act, default or liability whatsoever of the Company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever relating to or connected with the Company beyond the sum remaining due to complete the amount of the unpaid shares in the capital stock subscribed for or held by them, respectively: Provided always, that among the officers of the Company there shall be a printer and publisher who shall be held responsible in any criminal action for libellous matter complained of as having been published in the said *Mail* newspaper; and at least once in each month the said newspaper shall contain a notice, in a prominent part thereof, of the name and place of residence of the party holding such office as printer and publisher; and the said printer and publisher shall in like manner be held responsible in any criminal action for any libellous matter complained of as having been printed and published in any book, pamphlet or other printed matter issuing from the establishment of the Company.

Proviso: responsibility in case of libel.

Forfeiture of charter by non-user.

18. The powers, rights and privileges granted to the Company by this Act shall be forfeited for non-user during three consecutive years at any one time, or if the Company do not go into actual operation within three years after the passing hereof.

CHAP. 74.

An Act to incorporate the Dominion Commercial Travellers' Association.

[Assented to 29th April, 1880]

Preamble.

WHEREAS James A. Cantlie, David L. Lockerly, George Forbes, Frederick Massey, Gustave Piché, Ralph B. Hutchison, Charles Hutchison, George Sumner, Alexander Gowdey

Gowdey, John Rogers, James O'Brien, Alexander W. Acheson, and Rollo C. Simpson have, by their petition, represented that it would be for the interest of the "Dominion Commercial Travellers' Association," of which they are members, that it should be incorporated, 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. The said James A. Cantlie, David L. Lockerly, George Forbes, Frederick Massey, Gustave Piché, Ralph B. Hutchison, Charles Hutchison, George Sumner, Alexander Gowdey, John Rogers, James O'Brien, Alexander W. Acheson and Rollo C. Simpson, and such other persons as are now, or shall hereafter become members of the said Association, and their successors, shall be and they are hereby constituted a body politic and corporate under the name of the "Dominion Commercial Travellers' Association," having its head office in the City of Montreal, with power to purchase, receive, acquire, hold, and enjoy property, both real and personal, to and for the use of the said corporation, and to sell, alienate, exchange, mortgage or lease the same: Provided always, that the said corporation shall dispose of any real estate by it received except such as may be required for the actual use and occupation of the said Association, within five years from the date of its acquisition.

Certain persons incorporated.

Corporate name and powers.

Proviso: as to real estate.

2. The objects of the said Association are to promote the welfare and interests of its members, by making provision against sickness, misfortune, accident, or death, and relieving the widows, orphan children or representatives of members deceased; by obtaining for its members, concessions, privileges or reduced rates from railway, navigation, telegraph, insurance, and other companies and persons, and by devoting the funds of the said Association to such other lawful objects for promoting the intellectual, moral and material welfare of its members as may from time to time be determined, in accordance with the rules, regulations and by-laws of the said corporation.

Objects of the corporation.

3. The present constitution and by-laws of the said Association shall be, until amended as thereby or herein provided, the rules, by-laws and regulations of the said corporation, and the present officers and Directors shall hold office until their successors are appointed in accordance therewith; and the said corporation is hereby vested with all the assets and rights and made responsible for all the obligations and liabilities of the said Association.

Present by-laws and officers continued.

Property transferred.

4. The said corporation may, from time to time, change, amend, add to, or repeal any of its rules, regulations and by-laws, observing always however such formalities as are and

Amendment of by-laws.

and may be lawfully prescribed to that end, provided that no rule, regulation or by-law shall be contrary to law or to this Act.

Recovery of sums due.

5. All subscriptions or other sums due or to become due to the corporation may be recovered in any court of competent jurisdiction; but any member may withdraw at any time on payment of all sums due by him, including his subscription for the then current year, after which he shall have no claim or demand of any kind against the corporation.

Branches.

6. The said corporation may, from time to time, establish and maintain branch associations in different parts of the Dominion of Canada, to promote the objects herein set forth.

CHAP. 75.

An Act to amend and re-enact as amended the Act incorporating The Dominion Grange of the Patrons of Husbandry of Canada.

[Assented to 29th April, 1880.]

Preamble.

WHEREAS certain parties have associated themselves together for some time past, under the name of "The Dominion Grange of the Patrons of Husbandry of Canada," having for their object the improvement of agriculture and horticulture, the sale and disposal of their productions, and the procuring of their supplies to the best advantage, the systematizing of their work, the discountenancing of a system of credit, the encouragement of frugality, and the intellectual, social and financial improvement and welfare of the members of the Association in the various Provinces of the Dominion; and whereas the said Dominion Grange of the Patrons of Husbandry of Canada was incorporated by the Act fortieth Victoria, chapter eighty-three; and whereas they have represented that their association would be more efficient in its operations should an Act be granted them, amending and re-enacting as amended the said Act of incorporation, conferring such powers as will enable them to accomplish the objects they have in view, 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:—

Act 40 V., c.
83, repealed.

1. The Act fortieth Victoria, chapter eighty-three, intituled "*An Act to incorporate the Dominion Grange of the Patrons of Husbandry of Canada*" is hereby repealed: Provided always

always that all things lawfully done under the said Act shall remain valid, and that all proceedings commenced under it may be continued and completed under this Act which shall not be construed as a new law, but as an amended re-enactment of the Act hereby repealed.

Proviso, as to things done under it.

2. Squire W. Hill, Eli Hambleton Hilborn, William Pemberton Page, James Daly, Alfred Gifford, Amos J. Hughes, William Cole, Charles Drury, William Anderson, John Bell Aylesworth, Jabel Robinson, Stephen White, Levi R. Whitman, Charles McGibbon, James Manning, John Perkins Bull, John A. Dickson, Col. W. E. Starratt, W. J. Massey, Dennis Scully, and Oscar C. S. Ault, and other present members of the said Grange, and all other persons who may become members of the said Grange, are hereby constituted and continued a body politic and corporate, under the name of "The Dominion Grange of the Patrons of Husbandry of Canada," for the purposes mentioned in the preamble to this Act.

Incorporation of certain persons continued.

Corporate name.

3. It shall be lawful for the said Corporation to acquire and hold any personal property, and such real and immovable estate as they may require for actual use and occupation.

Real estate.

4. It shall be lawful for the said Corporation to sell, lease, or otherwise dispose of the property so acquired through its proper officers, under the constitution, rules and regulations of the said Corporation, and in the manner prescribed by the law of the Province in which such property is situated.

Sale and disposal of property.

5. The said Corporation, for the time being, shall have full power and authority to make, amend or repeal such constitution, rules, regulations and by-laws, not inconsistent with the laws of the Dominion or of the Provinces thereof, as they may deem expedient and necessary for the interests of the said Corporation, and for the admission of members thereof; and the constitution, rules, regulations and by-laws of the said "Dominion Grange of the Patrons of Husbandry of Canada," as existing at the time of the passing of this Act shall be and continue to be the constitution, rules, regulations and by-laws of the said Corporation, so far as the same are consistent with the laws of Canada and of the Provinces thereof, until the same are altered or repealed in the manner prescribed by this Act.

By-laws may be made.

Present constitution to remain until altered.

6. All the funds and revenues of the said Corporation, from whatever source they may be derived, shall be devoted to the maintenance and carrying out of the objects for which the said Corporation is constituted, as the said Corporation may decide, according to the true intent and meaning of this Act.

Application of funds.

Establishment of provincial and division granges.

7. The said Corporation shall have full power and authority under its corporate seal to institute one or more Provincial Grange or Granges of the Patrons of Husbandry, and also Division and Subordinate Granges, in each of the Provinces of the Dominion of Canada as now existing, and in every Province or Territory which may hereafter be formed and brought into the Dominion of Canada, and each such Provincial Division or Subordinate Grange shall have all the powers, privileges and responsibilities conferred upon the said "Dominion Grange of the Patrons of Husbandry of Canada" by this Act, as to the holding and management of personal property and also of such real and immovable estate as they may require for actual use and occupation within the Province in which such Grange is situated, and also as to the making of such by-laws, rules and regulations not inconsistent with the laws of Canada, or of the Province within which such Grange is situated, or with the constitution, rules and by-laws of the said "Dominion Grange of the Patrons of Husbandry of Canada," as may be necessary for the carrying into effect the objects mentioned in the preamble to this Act.

Power of granges so established.

Corporate name of each such grange.

8. The said Corporation shall, on the institution of any such Provincial Division or Subordinate Grange, designate the corporate name by which such Provincial Division or Subordinate Grange shall be known, and by which such Grange shall transact and carry on all business necessary for the carrying into effect the objects mentioned in the preamble to this Act, and also by which corporate name such Grange may sue or be sued, as hereinafter set forth.

Position of granges before courts of law.

9. The said Corporation, or any Provincial Division or Subordinate Grange, may, by its corporate name, sue and be sued, implead and be impleaded, answer and be answered, defend and be defended, in all courts of law or equity having jurisdiction over like cases between other parties.

Subject to Dominion Grange.

10. Each Subordinate Division or Provincial Grange shall be subject to the constitution, rules and regulations made by the Dominion Grange for the general government of the whole Corporation, so far as the same are not inconsistent with the laws of Canada or of the Province under whose jurisdiction it is situated.

Revocation of charter of subordinate grange.

11. The Dominion Grange shall have power to revoke the charter instituting any Subordinate, Division or Provincial Grange for any violation of the constitution, by-laws, rules and regulations of the Dominion Grange; and when such charter is so revoked such Grange shall stand dissolved, except for the purpose of winding up its affairs, as hereinafter provided, unless such Grange is re-instituted by the Dominion Grange.

12. The property of each Subordinate, Division or Provincial Grange, when instituted, shall alone be held responsible for the debts and engagements of such Grange. Liability.

13. Any Division or Provincial Grange may be dissolved upon the agreement of a two-thirds vote of all its members, subject to the provisions hereinafter contained for the winding up of the affairs thereof; but no Subordinate Grange can be dissolved so long as seven members in good standing object to such dissolution. Dissolution.

14. Upon the dissolution of any Subordinate, Division or Provincial Grange, its property shall first be applied to the payment of the debts of such Grange, and the remainder shall be equitably distributed amongst those who are members at the period of dissolution; but the corporate existence of such Subordinate, Division or Provincial Grange shall be taken and considered to continue for the purpose of winding up its affairs until the same is completed. Application of funds in such case.

15. The affairs of the said Corporations or any one of them shall be managed by an executive committee of not less than three members, to be elected in accordance with the constitution of the said Corporation. Executive committee.

16. Until others are elected, according to the constitution and by-laws of the said Corporation, the present officers of the Dominion Grange shall be the said Eli Hambleton Hilborn, Worthy Master; William Pemberton Page, Secretary; John Perkins Bull, Treasurer; Alfred Gifford, John Bell Aylesworth, Jabel Robinson, Charles Drury and William Anderson, Executive Committee. Provisional officers of Dominion Grange.

17. The general meetings shall be held once in every year at such time and place as the said Corporation may, from time to time, determine at their annual meetings; but should the members of the said Corporation fail or neglect at any of the annual meetings to appoint a time and place for the next annual meeting, the said executive committee shall appoint such time and place; and the secretary of such Corporation shall, at least thirty days before such annual meeting, notify the secretary of each Provincial Grange of such annual meeting. Special meetings may be called as provided by the constitution. Annual general meetings.
Notice.
Special meetings.

18. All subscriptions, dues and assessments due to the Corporation under its constitution and by-laws may be recovered in any court of competent jurisdiction, but any member may withdraw from the said association at any time on the payment of all assessments due by him to the Corporation, inclusive of his subscription for the year then current, after which he shall have no claim or demand of any kind against the Corporation. Recovery of subscriptions, &c.

Existing
granges
confirmed.

19. All Subordinate and Division Granges organized previous to the passing of this Act and which are now acknowledged to be in good standing in accordance with the constitution, rules and regulations of the Dominion Grange, shall be deemed corporate bodies, having all the powers and privileges conferred by this Act.

Return to
Governor
in Council.

20. The Corporation shall, at any time when required to do so by the Governor in Council, make a return of all their property, real and personal, and of all their receipts and expenditures for such period of time, with such other information relating to the Corporation as it may be in their power to communicate.

CHAP. 76.

An Act to incorporate The Baptist Union of Canada.

[Assented to 29th April, 1880.]

Preamble.

WHEREAS the persons hereinafter named, with others now constituting The Baptist Union of Canada, have for many years been associated together under the name of "The Regular Baptist Missionary Convention of Ontario" and "The Canada Baptist Missionary Convention, East," with the design of furthering the objects hereinafter set forth; and whereas the said parties find great inconvenience arising from the want of corporate powers; and whereas the said The Regular Baptist Missionary Convention of Ontario and the said The Canada Baptist Missionary Convention East, and the persons hereinafter named who were the officers of the said conventions elected at their last annual meetings, have petitioned for an Act of incorporation for the said Union, under the name and style of "The Baptist Union of Canada;" 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. George Foster, A. A. Ayer, William Craig, Adam Purves, H. E. Buchan, Charles Raymond, J. J. Wellsteed, Thomas Lailey, W. J. Copp, L. G. Carter, William Moyle, John Harris, John Stark, D. Bentley, L. H. Packard, James Smart, John A. Cameron, C. J. J. Phillips, with the Reverends J. Denovan, A. H. Munro and S. A. Dyke and such other persons as are now or hereafter may become members of the said Union, are hereby constituted and declared to be a body corporate and politic under the name of "The Baptist Union of Canada," and by that name shall have perpetual succession
and

Corporate name.

and a common seal, with power to break and alter such seal, and by that name may sue and be sued, plead and be impleaded in all courts whatsoever.

2. The objects of the said Union are to unite in itself, as far as practicable, the whole Baptist body of Canada in the promotion of missions, literature, superannuated ministers' aid and church edifice funds, and other interests and enterprises in connection with the Regular Baptist denomination, as set forth in the constitution next hereinafter referred to.

Objects of
the Union.

3. The constitution of the Baptist Union of Canada now existing shall be the constitution of the Union hereby incorporated, and the said corporation shall have power to alter, vary, add to or repeal the provisions of the said constitution, provided such alterations, variations and additions shall not be inconsistent with the limitations imposed by this Act and the laws in force in the Dominion of Canada; and proof of such constitution by a certified copy thereof, under the seal of the corporation, and signed by the secretary, shall be received in all courts as *prima facie* evidence thereof.

Constitution
and altera-
tions thereof.

Proof of
constitution.

4. The said Union, hereby incorporated, may, by the name of the Baptist Union of Canada, receive, acquire and hold moneys, promissory notes, bank notes, bank stocks and public securities, and invest moneys now held by the Union, or which may hereafter be acquired, in bank stocks and public securities, and dispose of the same for the purpose of furthering the objects of the said Union, as and when it may seem expedient so to do.

Power to
receive, hold
and invest
personal
property.

5. The said Union, hereby incorporated, shall have power to pass by-laws to regulate the transaction of business, and to provide for such other matters as may be necessary or expedient in the interests of the said society, subject to the aforesaid limitations.

Other powers
of the Union.

6. The first annual meeting of the said Union, hereby incorporated, shall be held at the City of Toronto, in the Jarvis Street Baptist Church, at eleven o'clock, on Wednesday, the twentieth day of October, one thousand eight hundred and eighty, for the election of officers and the transaction of business.

First annual
meeting.

OTTAWA:
PRINTED BY BROWN CHAMBERLIN,
LAW PRINTER (FOR CANADA) TO THE QUEEN'S MOST EXCELLENT MAJESTY,
ANNO DOMINI, 1880.

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