

No. 87.

1st Session 4th Parliament, 16 Victoria, 1852.

BILL.

An Act to authorize the formation of a Company to construct a Railroad on the North Shore of the River St. Lawrence, from the City of Quebec to the City of Montreal, or to some convenient point on any Railway leading from Montreal to the Western Cities of this Province.

Received and read a first time, Tuesday, 21st
September, 1852.

Second reading, Wednesday, 20th Sept, 1852.

MR. STUART.

QUEBEC :

PRINTED BY JOHN LOVELL, MOUNTAIN STREET.

BILL.

An Act to authorize the formation of a Company to construct a Railroad on the North Shore of the River St. Lawrence, from the City of Quebec to the City of Montreal, or to some convenient point on any Railway leading from Montreal to the Western Cities of this Province.

WHEREAS the construction of a Railway connecting the extremities of the Province must greatly conduce to promote the welfare and interests of its inhabitants, and it is therefore desirable that a Railway should be constructed to connect the City of Quebec in as direct a line as possible with the Railway projected to run westward from the City of Montreal, and thus to connect the latter by the most direct and advantageous line with the intended Railway from Quebec to the eastern limits of the Province; And whereas the most direct and advantageous line for the purposes aforesaid, passing through the most populous and important section of the Country, hath been found to be on the North Shore of the River St. Lawrence: Be it therefore enacted, &c.,

Preamble.

That the Mayor and Councillors of the City of Quebec, may cause books to be opened at any time after the passing of this Act, to receive the subscriptions of such persons, corporations, or other parties as may be desirous to take shares in the Stock of a Company for constructing the Railway referred to in the Preamble to this Act, and may keep such books open at the office of the said Corporation for such time as may be necessary: And at any time after £125,000 of the said Stock shall have been subscribed for, by not less than thirty distinct parties, the said Corporation may by a notice to be published at least times in the English and French languages in some three or more of the public newspapers published in the said City of Quebec, call a general meeting of the Subscribers, to be held at such place in the said City as shall be appointed by the said notice, and that at such meeting the Mayor of the said City, or in his absence any one of the Members of the City Council, may preside, and the City Clerk shall act as Secretary; and at such meeting the majority of the subscribers present thereat may select from among the persons having then subscribed for Stock of the intended Company to the amount of £100 or upwards, nine persons to be the first Directors of the intended Company: Provided always, that if at the first meeting so called, nine Directors should not be elected as aforesaid, then another meeting may be called in the manner aforesaid, by the Mayor and Councillors of the said City, giving notice thereof in the manner

Corporation of Quebec may cause Books of subscription to be opened, &c.

and call a general meeting for the election of Directors, when £125,000 is subscribed.

Proviso: of the meeting should fail to be held, &c.

prescribed with regard to the first meeting; and so *toties quoties* until a meeting be effectively held and *nine* Directors elected thereat.

On certain documents being transmitted to the Provincial Secretary, he shall give a certificate, which shall operate the incorporation of the Company under this Act.

II. And be it enacted, That so soon as may be after the election of Directors as aforesaid, the said City Council shall certify to the Secretary of this Province for the information of the Governor, and under their Corporate Seal, that such election of Directors has been had in conformity to this Act, and the names of Directors so elected, and shall transmit to the said Secretary a copy of the subscription book aforesaid, shewing the number and names of the Subscribers, and the actual *bona fide* amount of their respective subscriptions, and an affidavit or solemn affirmation of the said City Clerk, that the said copy is a faithful and correct transcript from the original books in the possession of the City Council; and if it shall appear by the documents aforesaid, that an amount not less than £150,000 of the said Stock has actually been subscribed for *bona fide*, and if the said Council shall with the documents aforesaid, transmit also to the said Secretary, the certificate of the Cashier of some chartered Bank in this Province, of the deposit therein of a sum equal to ten per cent upon the amount of subscriptions, with authority to the said Secretary to control the withdrawal of the said deposit for such time as the said Secretary may think, not longer than six months after the Railway shall have been actually commenced and proceeded with, then the said Secretary is hereby required forthwith to deliver to the Mayor and Councillors of the City of Quebec, a certificate that all the requirements of this section have been complied with; And upon and after the granting of the said certificate, the Subscribers to the Stock of the intended Company, and such persons and parties as shall hereafter become Subscribers to the same, their several and respective heirs, executors, administrators, curators and assigns, shall be by virtue of this Act, one Body Corporate and Politic, by the name of "*The North Shore Railway Company*," and the Directors elected as aforesaid shall be the first Directors of the said Company, and the said Company shall be thereafter by virtue of this Act authorized and empowered by themselves, their deputies, agents, officers, workmen and servants, to make and complete a Railway to be called "*The North Shore Railway*," from any point within the limits of the said City of Quebec; to any point within the City of Montreal, or to carry such Railway by a line in the rear of the City last named, to any point in the County of Montreal beyond or to the westward of the said City, and there; if they deem it expedient to connect it with any Railway to be constructed from the said City to or towards the City of Kingston: Provided always, that a copy of the certificate granted as aforesaid by the Secretary of this Province; shall by the said Company be published in the Canada Gazette within after it shall have been granted by the said Secretary; but such certificate shall remain in the custody of the Mayor and Councillors of the City of Quebec, and any copy thereof certified by the Clerk of the said City as correct, and bearing the Seal of the Corporation, shall be evidence of such certificate and of the facts therein alleged, and of the Incorporation of the said Company by virtue of this Act: and the original books of subscription shall be delivered up by the said Mayor and Councillors of the City of Quebec to the Directors of the said Company, to be by them kept open for further subscriptions (if necessary) as hereinafter mentioned.

Corporate name and powers.

Line of Railway.

Proviso: copies of Secretary's Certificate duly certified to be evidence.

III. Provided always, and be it enacted, That the said Railway shall not be brought within the limits of the City of Québec, or of the City of Montreal, without the permission of the Corporation of such City, and by any such By-law, provision may be made as to how far the Railway may be brought within the limits of the City, and how far within the same locomotive engines shall be allowed to run, and generally as to the mode in which the Railway shall be located and constructed, or worked within such City, so as to guard the inhabitants thereof, and their property, from injury from the location or construction thereof or the mode of working or using the same, and any such By-law shall bind the Company and the Corporation, but shall not be afterwards repealed or altered without the consent of the Company.

Proviso: corporation of Québec and Montreal may regulate the use of the Railway within the said Cities.

IV. And be it enacted, That the several clauses of "*The Railway* *Clauses Consolidation Act*," passed during the Session held in the fourteenth and fifteenth years of Her Majesty's Reign, with respect to the first, second, third and fourth clauses thereof, and also the several clauses of the said Act with respect to the "Interpretation," "Incorporation," "Powers," "Plans and Surveys," "Lands and their valuation," "Highways and Bridges," "Fences," "Tolls," "General Meetings," "Directors, their Election and Duties," "Shares and their Transfer," "Municipalities," "Shareholders," "Actions for indemnity, and fines and penalties, and their prosecution," "Working of the Railway," and "General Provisions," shall be incorporated in this Act; and the expression "this Act," when used therein, shall be understood to include the clauses incorporated with it.

Certain clauses of 14 and 15 Vic. Chap. 51, incorporated with this Act.

V. And be it enacted, That the Gauge of the said Railway shall not be broader or narrower than five feet six inches, and the said Railway shall be held to form part of the Main Trunk Line of Railway, within the meaning of the Act passed in the Session held in the fourteenth and fifteenth years of Her Majesty's reign, and intitled, "*An Act to make provision for the construction of a Main Trunk Line of Railway throughout the whole length of this Province*," and the guarantee of the Province may be given in respect thereof, under the provisions of the said Act, and of the Railway Guarantee Act therein referred to.

Gauge: Railway to be part of Main Trunk Line.

VI. And to the end that the said Company may be enabled to carry on so useful an undertaking, Be it enacted, That it shall and may be lawful for the said Company and their successors, to raise and contribute among themselves, in such proportions as to them shall seem meet and convenient, a competent sum of money for the making and completing the said Railway, and all such other works, matters and conveniences as may be found necessary for making, effecting, preserving, improving, completing, maintaining and using the said Railway and other works, and if the whole stock be not subscribed for before their election, the Directors of the said Company shall cause the Books of Subscription opened as aforesaid, to remain open at some place in the City of Québec, and other books to be opened elsewhere, at such places as they may appoint, for receiving the signatures of persons willing to become Subscribers to the said undertaking, until the whole Stock shall have been subscribed for;

Directorate, cause Books of subscription to remain open if necessary,

and for this purpose they shall be held and bound to give public notice in the Canada Gazette, and such other newspaper or newspapers as they or a majority of them shall think proper, of the time and places at which such books will be opened and ready for receiving signatures as aforesaid, and of the persons by them authorized to receive such subscriptions; and every person, corporation, community or party, who shall write or authorize any person to write his or her signature or corporate or collective name in such book, or in any book of subscription opened by the Mayor and Councillors of the City of Quebec, as a Subscriber to the said undertaking, shall thereby become a member of the said Company, and shall have the same rights and liabilities as such, as are hereby conferred on the members of the said Company, nor shall it be necessary that the subscription of any corporation to the Stock be under its common seal.

Capital Stock : and its application. VII. And be it enacted, That the sum so to be raised or subscribed shall constitute the Capital Stock of the said Company, and shall not exceed in the whole the sum of £600,000 pounds currency, and the money so to be raised is hereby directed and appointed to be laid out and applied, in the first place, for and towards the payment of all disbursements for making the surveys, plans and estimates incident to this Railway, and all the rest, residue and remainder of such money, for and towards making, completing and maintaining the said Railway, and other the purposes of this Act, and to no other use, intent or purpose whatever.

Amount of each Share. VIII. And be it enacted, That the said sum of £600,000 pounds shall be divided and distinguished into ninety-six thousand equal parts or shares of six pounds five shillings currency, pounds each, and that such shares shall be deemed personal estate, and shall be transferred as such, and that the said ninety-six thousand shares shall be and are hereby vested in the said several Subscribers, and their several respective heirs, executors, curators, administrators and assigns, to their and every of their purpose, use and behoof, proportionally to the sum they and each of them shall severally subscribe and pay thereunto; and all and every the bodies politic, corporate or collegiate, or communities, and all and every person or persons, their several and respective successors, executors, curators, administrators and assigns, who shall severally subscribe and pay the sum of six pounds five shillings, or such sum or sums as shall be demanded in lieu thereof, towards carrying on and completing the said intended Railway, shall be entitled to and receive, after the said Railway shall be completed, the entire and net distribution of the profits and advantages that shall and may arise and accrue by virtue of the sum and sums of money to be raised, recovered or received by the authority of this Act, in proportion to the number of shares so held; and every body politic, corporate or collegiate, or community, person or persons, having such property of one ninety six thousandth part or share in the said undertaking, and so in proportion as aforesaid, shall bear and pay an adequate and proportional sum of money towards carrying on the said undertaking in manner by this Act directed and appointed.

Increase of Capital Stock provided for. IX. And be it enacted, That in case the said sum of £600,000 pounds, hereinbefore authorized to be raised, shall be found insufficient

for the purposes of this Act, then and in such case it shall be lawful for the said Company to raise and contribute among themselves, by subscription in books to be opened by the Directors for that purpose, and in such shares and proportions as to them shall seem meet, or by the admission of new Subscribers, a further or other sum of money for completing the said intended Railway, and its branches and other works or conveniences incidental or relative thereto, not exceeding the sum of four hundred thousand pounds currency aforesaid; and every Subscriber towards raising such further or other sum of money, shall be a Shareholder in the said undertaking, and have a like vote by himself, or herself, or his or her proxy, in respect of every share in the said additional sum so to be raised, and shall also be liable to such obligations, and stand interested in all the profits and powers of the said undertaking, in proportion to the sum he, she or they shall or may subscribe thereto, as generally and extensively as if such other or further sum had been originally raised, and part of the said first sum of six hundred thousand pounds; any thing herein contained to the contrary notwithstanding.

X. And be it enacted, That the number of votes to which each Shareholder 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, shall be in proportion to the number of shares held by him: Provided always, that no one Shareholder as aforesaid shall have more than Votes in proportion to shares.
Proviso. votes.

XI. And be it enacted, That in the month of in each year, an Annual general meeting. in each year, an annual general meeting of the said Company shall be held to choose Directors in the room of those whose office may at that time become vacant, and generally to transact the business of the Company; but if at any time it shall appear to any eleven or more of such Shareholders, holding together two thousand shares at least, that for more effectually putting this Act in execution, a special meeting of Shareholders is necessary to be held, it shall be lawful for such eleven or more of them to cause fifteen days notice, at least, to be given thereof in the Canada Gazette, and in any other newspaper in each of the Cities of Quebec and Montreal, or in such manner as the Shareholders or their successors shall, at any general meeting, direct or appoint, specifying in such 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 principals or proxies less than two thousand shares, shall be as valid to all intents and purposes as if the same were done at general meetings: Provided always, that it shall and may be lawful for the said Company, at such special meetings, in case of the death, absence, resignation or removal of any person named a Director to manage the affairs of the said Company in manner aforesaid, to choose and appoint another or others, in the room or stead of those Directors who may die, or be absent, resign Special meetings, how called, &c.
Proviso: for filling vacancies in the direction.

or be removed as aforesaid; any thing in this Act to the contrary notwithstanding.

Order of retirement of Directors.

XII. And be it enacted, That the number of Directors of the said Company shall be *nine*, and at the said annual meeting, three of the said *nine* Directors shall annually retire in rotation, the retirement of the said first elected *nine* Directors being decided by lot, but the Directors then or at any subsequent time retiring shall be eligible for re-election: Provided always, that no such retirement shall have effect except the Shareholders at such general meeting proceed to fill up the vacancies thus occurring in the direction. 5 10

Proviso.

Quorum of Directors.

XIII. And be it enacted, That any meeting of the said Directors, at which not less than five Directors shall be present, shall be competent to do and perform all and any of the powers hereby vested in the said Directors of the said Company.

Qualification of Directors.

XIV. And be it enacted, That the Stock Qualification of Shareholders to be Directors of the said Company, shall be *twenty* shares, of six pounds five shillings currency each, of the Capital Stock. 15

Appointment of Auditors.

XV. And be it enacted, That every such annual general 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 and Receivers, and other officer and officers to be by the said Directors appointed, or by any other person or persons whatsoever, employed by or concerned for or under them, in and about the said undertaking, and to that purpose shall have power to adjourn themselves over from time to time, and from place to place, as shall be thought convenient by them. 20 25

Calls limited.

XVI. And be it enacted, That no call of money from the Shareholders shall exceed the sum of per share of six pounds five shillings.

Evidence in suits by or against the Company in L. C.

XVII. And be it enacted, That in all actions or suits at law, by or against the Company, instituted in Lower Canada, recourse shall be had to the Rules of Evidence laid down by the laws of England, as recognized by the courts in Lower Canada in commercial cases, and no Shareholder shall be deemed an incompetent witness, either for or against the Company, unless he be incompetent otherwise than as a Shareholder. 30 35

As to writs of *Saisie-Arrêt*; order for *Faits et Articles* &c. served on the Company.

XVIII. And be it enacted, That if any Writ of *Saisie-Arrêt* or attachment shall be served upon the said Company, it shall be lawful for the Secretary or Treasurer in any such case to appear in obedience to the said Writ, to make the Declaration in such case by Law required according to the exigency of each case, which said Declaration, or the Declaration of the President, shall be taken and received in all Courts of Justice in Lower Canada, as the Declaration of the Company; and in causes where Interrogatories *sur faits et articles*, or *serment décisoire*, may have been or may hereafter be served upon the Company, the Directors shall 40 45

have the power by a Vote or Resolution entered among the minutes of the proceedings of any meeting, to authorize the President or Treasurer to appear in any cause to answer such interrogatories; and the answers of the President or Treasurer, so authorized, shall be held and taken to be the answers of the Company to all intents and purposes, as if all the formalities, by law required, had been complied with; and the production of a copy of such Resolution, certified by the Secretary, with the said answers, shall be sufficient evidence of such authorization.

XIX. And be it enacted, That it shall and may be lawful for the Company to take and appropriate for the use of the Railway, but not to alienate, so much of the land covered with the waters of the Rivers Ottawa or St. Lawrence, or of any other river, stream or canal, or of their respective beds, as may be found necessary for the making and completing, or more conveniently using the same, and thereon to erect such wharves, quays, inclined planes, cranes and other works as to the Company shall seem meet: Provided always, that it shall not be lawful for the said Company to cause any obstruction in or to impede the free navigation of the River Saint Lawrence or of the River Ottawa, or of any other river, stream or canal to or across which their Railway shall be carried; and if the said Railway shall be carried across any navigable river or canal, the said Company shall leave such openings between the piers of their bridge or viaduct over the same, and shall construct such draw-bridge or swing-bridge over the channel of the river or canal, and shall be subject to such regulations with regard to the opening of such draw-bridge or swing-bridge for the passage of vessels and rafts, as the Governor in Council shall direct and make from time to time; nor it shall it be lawful for the said Company to construct any wharf, bridge, pier, or other work upon the public beach or bed of any navigable river or stream, or upon the land covered with the waters thereof, until they shall have submitted the plan of such work to the Governor in Council, nor until the same shall have been approved by him in Council as aforesaid.

Company may take lands covered by the St. Lawrence or Ottawa, &c.

Proviso: as to Bridges over navigable rivers, &c.

XX. And be it enacted, That by any regulations to be made by the Governor in Council touching any such draw-bridge or swing-bridge as aforesaid, penalties not exceeding *ten pounds*, in any case, may be imposed for the contravention thereof, and such penalties shall be recoverable from the said Company or from any of their officers or servants by whom the regulations shall have been contravened.

Governor in Council may impose penalties.

XXI. And be it enacted, That the said Company shall have power to become parties to Promissory Notes and Bills of Exchange for sums not less than twenty-five pounds, and any such Promissory Note made or endorsed, and any such Bill of Exchange drawn, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer, and under the authority of a majority of a *quorum* of the Directors, is and shall be binding upon the Company; and every such Promissory Note or Bill of Exchange made, drawn, accepted or endorsed by the President or Vice-President of the said Company, and countersigned by the Secretary and Treasurer as such, either before or after the passing of this Act, shall be presumed to have been properly made, drawn, accepted or endorsed, as the case may be, for

Company may be parties to promissory notes, &c.

the Company, until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to any such Bill of Exchange or Promissory Note, nor shall the President, Vice-President, or the Secretary and Treasurer of the Company, so making, drawing, accepting, or endorsing any such Promissory Note or Bill of Exchange, be thereby subjected individually to any liability whatever: Provided always, that nothing in this clause 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.

Proviso.

Corporations may lend money to the Company as well as subscribe for stock, &c.

XXII. And be it enacted, That if at any time the Mayor and Councillors of the City of Quebec, or the Municipality of the City of Montreal, or the gentlemen Ecclesiastics of the Seminary of Quebec, or any other Corporate body, civil or ecclesiastical, or any Municipality in this Province, shall be desirous of subscribing for shares of the Capital Stock of the said Company, or of otherwise promoting the speedy completion of the said Railway, by loans of money or securities for money at interest or *à constitution de rente*, it shall be lawful for them respectively so to do in like manner, and with the same rights and privileges in respect thereof as private individuals may do under or in virtue of this Act, any thing in any ordinance or Act or instrument of Incorporation of any such body, or in any law or usage to the contrary notwithstanding: Provided always, that should the said Company require to purchase from the Ecclesiastics of the Seminary of St. Sulpice of Montreal, any land either on the Lachine Canal, River St. Lawrence, or in any other place, for the purposes of the Railway, it shall be lawful for the said Ecclesiastics to sell and convey the same to the Company, without advertising and offering the said lands at public sale, or without any other formality of sale than is herein provided by this Act.

Proviso.

Corporation of Quebec not to be subject to the provisions of paragraph 3 of sec. 18, of 14 & 15 V., c. 51.

XXIII. Provided always, and be it enacted, That inasmuch as the Mayor and Councilors of the City of Quebec have already obtained the consent of a majority of the qualified electors of the Municipality, that they the said Mayor and Councilors should subscribe for shares to an amount not exceeding £100,000 in the Capital Stock of any Company to be incorporated for the purpose of making the Railway authorized by this Act, therefore the paragraph or division of the eighteenth section of "*The Railway Clauses Consolidation Act*" marked "Thirdly," shall not apply to any subscription by the said Corporation to the Capital Stock of the Company hereby incorporated, or to any loan or guarantee to or in favor of the said Company by the said Corporation, provided the amount so subscribed for, loaned or guaranteed, does not exceed the sum of £100,000 aforesaid; and the said Corporation may, either before or after the incorporation of the said Company, and without any previous formality or proceeding, subscribe for shares in the Capital Stock of the said Company to an amount not exceeding the sum aforesaid, or may, to the amount aforesaid, lend to or guarantee the payment of any sum of money borrowed by the Company from any Corporation or person, or indorse or guarantee the payment of any debenture to be issued by the Company for money by them borrowed, and shall have power to assess and levy from time to time upon the whole rateable property in the said City, a sufficient sum to enable them to discharge the debt or engagement so contracted, and for like purpose to issue

debentures payable at such times and for such sums respectively, not less than five pounds currency, and bearing or not bearing interest, as the said Corporation may think meet.

XXIV. And be it enacted, That the Provincial Government may, at 5 at any time after the commencement of said Railway, assume the possession and property thereof, and of all the property which the said Company is empowered to hold and shall then have, and of all the rights, privileges and advantages vested in the said Company; all of which shall, after such assumption, be vested in her Majesty, on the said Government 10 giving to the Company six months' notice of the intention to assume the same.

Provincial Government may assume the Railway, &c.

XXV. And be it enacted, That the Government shall, within six months after the Company shall render an account in writing of the amount of money expended by the said Company, and all their then 15 ascertained liabilities, up to the time of such assumption, pay to the Company the whole amount of the money so expended, and of the liabilities so ascertained, together with interest at the rate of six per cent, and ten per cent additional thereon, after deducting the amount of any dividends before then declared; and the said Government shall also 20 from time to time pay and discharge all liabilities of the Company, not ascertained at the time of such assumption, as the same shall be established against the said Company: Provided always, that in case of difference between the Government and the Company, as to the amounts so to be paid by the Government, such difference shall be re- 25 ferred to two Arbitrators, one to be named by the Government, the other by the Company, and in case of disagreement, such difference shall be referred to an Umpire, to be chosen by the said Arbitrators before entering into the consideration of the said difference; and that the said Award so made by the Arbitrators or the Umpire shall be final: And provided 30 also, That in case of refusal by the Company to appoint an Arbitrator on their behalf, the same shall be appointed by any two of the Judges of the Superior Court for the District of Montreal, on application of the Government.

Compensation to be paid by the Government to the Company.

Proviso: how the compensation shall be ascertained in case of difference.

Proviso.