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No. 48.

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2nd Session, 1st Parliament, 32 Victoria, 1869.

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**BILL.**

An Act to amend and consolidate the  
Acts respecting the St. Lawrence Tow  
Boat Company.

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**PRIVATE BILL.**

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**OTTAWA.**

**PRINTED BY HUNTER, ROSE & COMPANY.**

An Act to amend and consolidate the Acts respecting the St. Lawrence Tow Boat Company.

**W**HEREAS the St. Lawrence Tow Boat Company have, by <sup>Preamble.</sup> petition, prayed that their Act of Incorporation and the Acts amending the same be amended and consolidated, 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:

1. The present members of the St. Lawrence Tow Boat Company <sup>Company in-</sup> together with all persons who may hereafter become mem- <sup>corporated.</sup> bers of the same, are and shall be a body politic and corporate, under the name of the "St. Lawrence Tow Boat Company," for the purpose of towing rafts, ships and other vessels, and carrying- passengers and freight on all the navigable waters of the Dominion and elsewhere; with power to construct, acquire, charter, maintain, sell or otherwise dispose of steam or other vessels, and to make any contracts or agreements for any purposes connected with their business.
2. The capital stock of the Company shall be such sum, not <sup>Capital</sup> exceeding six hundred thousand dollars, as may from time to time <sup>Stock.</sup> be fixed by the majority of the shareholders present at any annual or special meeting to be called for that purpose; and shall be divided into shares of one hundred dollars each.
3. In addition to all property now held by the said Company, <sup>Power to</sup> they shall have the right to purchase any real property necessary <sup>hold real</sup> for the carrying on of their business, and to lease, mortgage or sell <sup>estate.</sup> for the same and other property, to purchase or acquire instead; but the whole value of all the real estate held by the Company shall not at any time exceed one hundred thousand dollars.
4. The affairs of the Company shall be conducted by seven <sup>Directors.</sup> directors, but any greater number of the present directors may continue to act as such during their term of office.
5. The directors shall be elected at the annual meeting, to take <sup>Their election</sup> place in the month of January, on the day and at the hour and place to be named by the directors; and no person shall be eligible as a director unless he holds twenty or more shares in the Company.
6. At all meetings of the directors three shall form a quorum, <sup>Quorum.</sup> and each director shall have one vote only.
7. The directors shall elect from among themselves a president <sup>President,</sup> and vice-president; and all vacancies occurring amongst them <sup>&c.</sup> shall be filled up by themselves, or by such of them as remain.

- Votes.**       **8.** At all meetings of the shareholders each shareholder shall have a vote for every share, registered in his name in the books of the Company, at least one month previous to the date of such meeting, and the voting shall be by ballot or open, as the by-laws may direct. 5.
- Proxies.**       **9.** Shareholders may vote by proxy, the proxies being in the form given in schedule A annexed to this Act, and no person not a shareholder, shall hold proxies.
- By-laws.**       **10.** The directors may make by-laws for the conduct and management of the affairs of the Company, provided they are not contrary to law, or to the by-laws or regulations adopted at any meeting of the shareholders; and may amend, repeal, or re-enact the same whenever they think fit. 10.
- Failure to elect Directors.**       **11.** The corporation shall not be dissolved by a failure to elect directors at the time prescribed by this Act; but they may be elected on any subsequent day, in the manner provided for the annual election, and any three shareholders may call a special meeting for that purpose. 15.
- Liability of shareholders.**       **12.** The shareholders shall not be responsible for any claim beyond the amount of their respective shares. 20.
- Annual balance sheet.**       **13.** The directors shall cause to be made out each year a correct balance sheet of all the affairs of the Company, which shall be signed by the president, or in his absence by the vice-president and two directors; and they may establish and declare such annual dividends out of the profits of the Company, as they shall deem expedient. A general meeting of shareholders shall be held during the month of January of each year, to whom the balance sheet, together with a detailed report of all the operations of the company during the past year, shall be submitted; and the shareholders present at the meeting shall appoint from among the shareholders, two auditors for the ensuing year, who shall audit the books every three months, and present their report at the annual meeting of the shareholders. 25.
- Annual meeting.**       **13.** The directors shall cause to be made out each year a correct balance sheet of all the affairs of the Company, which shall be signed by the president, or in his absence by the vice-president and two directors; and they may establish and declare such annual dividends out of the profits of the Company, as they shall deem expedient. A general meeting of shareholders shall be held during the month of January of each year, to whom the balance sheet, together with a detailed report of all the operations of the company during the past year, shall be submitted; and the shareholders present at the meeting shall appoint from among the shareholders, two auditors for the ensuing year, who shall audit the books every three months, and present their report at the annual meeting of the shareholders. 30.
- Calling of meeting.**       **14.** All meetings of the shareholders may be called by the president, or vice-president, or five shareholders, and shall be so called by an advertisement in two newspapers published in Quebec, one in the English and the other in the French language, or by letter mailed or delivered to each shareholder, at least ten days before the day appointed for the meeting. 35.
- Who to preside.**       **15.** At all meetings either of the shareholders or of the directors, the president, or in his absence the vice-president, or in the absence of both, then some one appointed by the meeting shall preside, and the person presiding shall vote only in case of an equal division; minutes of the deliberations and decisions shall be entered correctly in books kept for that purpose, they shall be signed by the person presiding at the meeting, and such books, as well as all other books of the Company, shall be accessible to every director during office hours, and shall be kept at the office of the Company and nowhere else. 40.
- Quorum at meetings of shareholders.**       **16.** No meeting of shareholders shall transact any business unless at least ten members possessing or representing at least one third of the stock are present. 45.

17. The Company may at any time, by a vote of at least ten shareholders possessing or representing at least two thirds of the stock, at a general or special meeting of shareholders, dissolve their corporate existence, and wind up or provide for the winding up of their affairs.

Dissolution.

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

Lists of shareholders.

19. No shareholder shall have the right to transfer his share unless he shall have previously paid the whole amount he may be indebted to the Company for antecedent calls, in respect of his stock or for any other dealings or transactions of what nature or kind soever, which he may have had with the said Company; and should any shareholder refuse or neglect to pay such indebtedness, the directors shall have the right to cause a sufficient number of the shares of such proprietor to be sold by public auction, within one month after he shall have been notified to pay the same; provided that public notice of such sale shall be given, at least fifteen days before such sale, by advertisement in two newspapers published in Quebec, one in the English and the other in the French language; and after deducting the amount of such debt with interest and costs, the balance shall be paid over to such shareholder.

Transfer of shares restricted.

20. Transfers of shares in the stock of the Company shall be valid and effectual, provided such transfers be made in the form of schedule C, annexed to this Act, but such transfers shall not be valid until the same shall have been accepted by the directors and entered in the book kept for that purpose.

Mode of transfer.

21. All suits against the Company shall be brought before the Superior Court or the Circuit Court, as the case may require, in the City of Quebec and not elsewhere; suits may be brought by any member against the Company, and any member not being in his individual capacity a party to such, shall be competent as a witness in suits or legal proceedings by or against the Company.

Suits against Company.

22. Every notice served at the office of the Company, or on the president, shall be considered sufficient in all Courts of Justice, and the declaration of the president, vice-president, or secretary to a writ of *saisie arret*, shall be considered and received in all Courts of Justice as the declaration of the Company.

Service of notices, &amp;c.

23. Shares in the capital stock of the Company shall be deemed personal estate and transferable as such.

Shares personal property.

24. The Acts twenty-sixth Victoria, chapter fifty-nine, twenty-eighth Victoria, chapter forty-six, and twenty-ninth and thirtieth Victoria, chapter one hundred and twelve are hereby repealed in all cases:

Repealing Clause.

1. In which there is a provision herein, having expressly or impliedly that effect:

2. In which such Acts are contrary to or inconsistent with any provision herein contained.

3. In which express provision is herein made upon the particular matter to which such Acts relate;

**Exception.** Except always that as regards transactions, matters and things anterior to the coming into force of this Act, and to which its provisions could not apply without having a retro-active effect, the provisions of the said Acts which with or without this Act would apply to such transactions, matters and things remain in force and apply to them, and this Act applies to them only so far as it coincides with such provisions. 5

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*Schedules mentioned in the foregoing Act.*

### SCHEDULE A.

ST. LAWRENCE TOW-BOAT COMPANY.

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

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

Witnesses :

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### SCHEDULE B.

ST. LAWRENCE TOW-BOAT COMPANY.

Number.....

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

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

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### SCHEDULE C.

ST. LAWRENCE TOW-BOAT COMPANY.

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

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

Witnesses :