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No. 94.

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

BILL.

**An Act to incorporate the Union Forwarding
and Railway Company.**

Received and read, first time, Monday, 28th
Feby., 1859.

Second reading, Wednesday, 2nd March, 1859.

MR. DUNKIN.

TORONTO:

PRINTED BY JOHN LOVELL, YONGE STREET.

An Act to incorporate the Union Forwarding and
Railway Company.

WHEREAS Sir George Simpson, Knight, and William Cunningham,
Henry Thomas, John G. Mackenzie, Thomas Workman, George
H. Frothingham, John Smith, Joseph Tiffin, Joseph Aumond, A. Gilmour,
John Hamilton, James Doyle, Daniel McLachlin, Daniel Hilliard, George
5 E. Aird, Henry McKay, James Walker, H. F. Bronson, and John Foran,
Esquires, and others, have by Petition to the Legislature of this Province
represented, that for the development of the Forwarding Trade for
conveyance of passengers and goods along the line of the River Ottawa,
more especially above the City of Ottawa, and also upon the chief tri-
10 butaries of the River Ottawa, above the City of Ottawa, it is highly
desirable that a Company should be incorporated by Act of Par-
liament, with sufficient capital, and with all needful powers for the con-
struction, ownership and maintenance of wharves and landing places at
the several *portages* thereon, and for the making, holding, maintaining
15 and working of such railroads and other land communications as may be
requisite at such *portages*, and for the holding and running of steam and
other vessels, and the ownership of stores and other necessary property
and buildings, and that they are desirous of being so incorporated by the
name of "The Union Forwarding and Railway Company;" And
20 whereas it is expedient to grant their prayer to that end: Therefore Her
Majesty, &c., enacts as follows:

I. The said George Simpson, William Cunningham, Henry Thomas,
John G. Mackenzie, Thomas Workman, George H. Frothingham, John
Smith, Joseph Tiffin, Joseph Aumond, A. Gilmour, John Hamilton,
25 James Doyle, Daniel McLachlin, Daniel Hilliard, George E. Aird, Henry
McKay, James Walker, H. F. Bronson, and John Foran, together with
all such other persons as shall, under the provisions of this Act, become
shareholders in the Company hereinafter named, and their respective
heirs, administrators, executors, curators, and assigns, shall be, and they
30 are hereby constituted, a body politic and corporate, by the name of
"The Union Forwarding and Railway Company."

II. The Company may construct, acquire, hold and charter, and may
maintain and navigate, on the River Ottawa and the tributaries thereof
above the City of Ottawa, and also, as occasion may require, on the River
35 Ottawa below the said city, and on the River St. Lawrence, any steam
and other vessels, of any description, for the carriage or forwarding of
passengers, goods, and freight of all kinds, to, from and between any
places on or near the River Ottawa and its tributaries above the City
of Ottawa, and the City of Ottawa, and the Cities of Montreal and Quebec
40 respectively, and any intermediate places; and, as occasion shall require,

may sell, mortgage, or otherwise dispose of any such steam or other vessels, or any other property or effects of the Company, and may carry and forward such passengers, goods and freight, on such terms as the Company may deem advisable, to, from and between any such places; and may tow and make voyages with such steam and other vessels upon the River Ottawa and its tributaries, and upon the River St. Lawrence, when and on such terms as the Company may deem advisable, and generally may carry on and transact all such business, and do all such matters and things as may be incidental to the carrying out of the objects of the Company, or necessary or expedient to the effectual or profitable prosecution thereof; and may enter into any contract or arrangement with any bodies politic or corporate, or persons whomsoever, for the joint or better execution of any such objects, or otherwise, for the benefit of the Company.

III. The Company may construct and maintain as their own, any railways, and plank, macadamized, gravelled, and other roads, at and near any portages on the River Ottawa and the tributaries thereof above the City of Ottawa, wherever the same may require to be made in consequence of any obstruction of the navigation, and to be used by the Company in connection with their said steam and other vessels; and may acquire, take and hold any real estate required to that end, and all such wharves, docks, stores, warehouses, offices and other real estate whatsoever, as they may find necessary or convenient for the purposes of their traffic, but not for any other purpose; and may sell, hypothecate, lease and dispose of any such real estate whatsoever, and may acquire other instead thereof; Provided always, that the yearly rental or value of such real estate, when acquired, shall not exceed dollars in the whole.

IV. The Capital Stock of the said Company shall be two hundred and fifty thousand dollars, divided into five thousand shares of fifty dollars each; and shall be applied wholly to the purposes of the Company, and to no other use whatsoever; but the Company may commence their operations under this Act so soon as sixty thousand five hundred dollars of such capital stock shall have been subscribed and paid in; and the payment of the said stock shall be made by calls on each shareholder, for such sums and at such times as the Board of Directors of the Company shall determine; Provided always, that at least one month's notice be given of every such call.

V. The affairs of the Company shall be administered and its powers exercised until the first General Meeting thereof, by a Provisional Board of Directors, to consist of the said Henry Thomas, Joseph Aumond, John Foran, and James Doyle,—and thereafter by a Board of eight Directors, to be elected at such meeting, being severally shareholders to the amount of one thousand dollars or more in the capital stock of the Company; and two of such Directors, in rotation, shall thenceforward retire annually from such Board, but may always be re-elected; and four members of such Board, until otherwise provided by By-law, shall form the quorum thereof; and in case of the death, resignation, removal, or other disqualification of any Director, such Board may fill the vacancy until the next annual general meeting of the Company, by appointing a qualified shareholder thereto.

VI. The said Provisional Board of Directors shall have full power to open stock-books, assign stock to parties subscribing, make calls on stock, and grant certificates and receipts therefor, to make Provisional By-laws on any matters admitting of regulation under this Act by By-law, such
 5 Provisional By-laws to have force until the first general meeting of the Company, to convene such first general meeting and to do all other things whatsoever necessary or expedient in order to the organization of the Company and the conduct of its affairs until the election of the Board of Directors thereof.

10 VII. The first general meeting of the Company shall be held at the City of Ottawa, at such time within six months at furthest after the requisite amount of stock shall have been raised, and at such place as the said Provisional Board of Directors shall appoint, and after at least one month's due notice given thereof; and annual general meetings of the
 15 Company shall thereafter be held at such time and place, and after such notice to be given thereof, as by the By-laws of the Company shall from time to time be ordained.

VIII. If at any time an election of Directors be not made or do not take effect at the proper time as appointed under this Act, the Corporation
 20 hereby constituted shall not be taken to be thereby dissolved, but it shall be lawful at any subsequent time to make such election at a general meeting of the shareholders to be duly called by the Board of Directors for that purpose; and the term of office of any retiring Director of the Company shall not be deemed to have expired until his successor shall
 25 have been elected.

IX. The Board of Directors of the Company may make or cause to be made on behalf of the Company any description of contract what-oever which the Company may by law enter into, and in
 30 all things to administer the affairs of the Company; and may from time to time make By-laws not contrary to this Act nor to law, to regulate the making of calls on stock, the payment thereof, the issue and registration of certificates of stock, the forfeiture of stock for non-payment, the disposal of forfeited stock and of the proceeds thereof, the transfer of stock, the declaration and payment of dividends, the forma-
 35 tion and maintenance of a reserve fund, the appointment, functions and removal of all agents, officers and servants of the Company, the security to be given by any of them to the Company, their remuneration and that (if any) of the Directors, the calling of meetings, general and special, of the Board of Directors and of the Company, the quorum, mode
 40 of voting (by proxy or otherwise) and procedure generally at such meetings, the imposition and recovery of all penalties and forfeitures admitting in anywise 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; and every such By-law, and
 45 every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a Special General Meeting of the Company duly called to that end, shall only have force until the then next annual general meeting of the Company, and shall require to be confirmed thereat; and any copy of any By-law under the Seal of the Company,
 50 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 in this Province.

X. The shares in the capital stock of the Company shall be deemed personal estate, and shall be transferable as such, but in such manner only and subject to all such restrictions as by any By-law of the Company may be prescribed; and no shares shall be transferable, unless with the express consent of the Board of Directors, until fully paid up. 5

XI. The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, in respect of any shares; and the receipt of the shareholder in whose name the same shall stand in the books of the Company, shall be a valid and binding discharge to the Company for any dividend or money payable in respect of such 10 shares, and whether or not notice of such trust shall have been given to the Company; and the Company shall not be bound to see to the application of the money paid upon such receipt.

XII. Any Joint Stock Company, community, or body corporate may take shares in the Company. 15

XIII. It shall be lawful for the Company, either by suit, to enforce payment of any calls or of any unpaid part thereof, with interest on the sum due from the time of the call, and costs, or to forfeit and sell the shares whereon the same may be due, or a sufficiency of them, for the payment of the amount due, with interest; and in any such suit it shall be sufficient to allege the defendant to be the holder of one or more shares, as 20 the case may be, and to be indebted to the Company in the amount in arrear thereon; 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 stockholder, and that the calls in question have been made and 25 that the amount claimed thereon is due and unpaid, shall be received as *prima facie* evidence to that effect.

XIV. 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 30 or thing whatsoever, relating to or connected with the Company, beyond the amount of their respective shares in the capital stock thereof.

XV. 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, on behalf of 35 the Company, by any agent, officer or servant of the Company, 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 40 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; nor shall the party so acting as agent, officer or servant of the Company, be thereby subjected individually to any liability whatsoever to any third party, therefor; Provided always, that nothing in this 45 section shall be construed to authorise the Company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money or as the note of a Bank.

XVI. Any suit at law or in equity may be prosecuted and maintained between the Company and any shareholders thereof, and no shareholder not being himself a party to such suit, shall be incompetent as a witness therein.

5 XVII. It shall be lawful for the Governor in Council, upon the report of the Commissioner of Crown Lands, to authorise the Company to enter upon any ungranted lands of the Crown, on which it may be deemed requisite or desirable that any work such as the Company is authorised to construct, should be constructed, and to sell or grant to the Company
10 any such lands; Provided always, that the Company shall first lay before the Commissioner of Crown Lands detailed plans of any works so contemplated, to be submitted by the said Commissioner, with his report, for the information and approval of the Governor in Council, and shall not deviate from such plans without being thereunto authorised by the
15 Governor in Council.

XVIII. The Company may, if it be found necessary for the construction of any work or for any purpose contemplated by this Act, cut timber and procure stone, fuel and other materials from any unsold lands of the Crown lying beyond the limits of any land acquired by the Company as
20 hereinbefore provided, on such terms and under such regulations as may be made by the Governor in Council, upon the like report of the Commissioner of Crown Lands.

XIX. The Company may explore the ground lying between the termini of any railway or other road, or which may be supposed to
25 be adapted for the site of any such works or buildings as the Company is hereby authorised to undertake; and may designate, take and hold, the requisite land upon the line and within the limits of any such railway or other road, or for any such other work, according to the provisions hereinafter contained, and may take and carry
30 away stone, gravel, sand, earth and other like materials, from any adjoining or neighbouring lands, and also may cut, make and keep in repair, upon such adjoining or neighboring lands, such ditches, drains, and water-courses as may be necessary for effectually draining or carrying off the water from any such railway, road or other work;
35 and whenever any such railway or other road passes through or by any wood or standing timber, the Company may cut down the trees and underwood for one hundred feet on each side of the same, making compensation therefor as hereinafter provided; And for the purposes aforesaid, the Company and their agents, servants and workmen may
40 enter into and upon the lands of any person, doing no unnecessary damage.

XX. If the owner or occupier of any land, through or upon which the Company desire to construct any such railway, road or other work, or from which they desire to take materials, or upon which they intend
45 to exercise any power given to them by this Act, neglects or refuses, upon demand made by the Company, to agree with them upon the price or amount of damages to be paid for, or for passing through or upon such land, and appropriating the same to the use of the Company, or for materials taken, or for the exercise of any such power
50 as aforesaid, the Company may name one arbitrator, and the owner or occupier of such land may name another, and the said two arbitrators

may name a third, and the said three arbitrators shall determine the amount which the Company shall pay to such owner or occupier before taking possession of such land, or taking materials therefrom or exercising such power as aforesaid, and also the amount which either party or both shall pay for the costs of the arbitration; and if any such owner or occupier neglects to name an arbitrator for the space of twenty days after having been required so to do by the Company, or if the said two arbitrators do not, within the space of twenty days after their appointment, name such third arbitrator, or if any one or more of the arbitrators appointed as herein provided, refuses or neglects within the space of ten days after his or their appointment, to take upon him or them the duties thereby imposed, then, upon the application of the Company, or of such owner or occupier, it shall be lawful for the Judge of the County Court of the County within which the land lies, if it be in Upper Canada, and for any Judge of the Superior Court for Lower Canada, if the land be in Lower Canada, to nominate any disinterested competent person from any Township or Local Municipality adjoining that in which such land lies, to act as an arbitrator for the person so neglecting to name an arbitrator as aforesaid, or to act in the place of the arbitrator so refusing or neglecting as aforesaid; and in ascertaining the amount of compensation, the arbitrators shall have due regard to the benefits to accrue to such owner or occupier, by the construction of such railway, road or other work; and any award made by a majority of the said arbitrators shall be as binding as if the three arbitrators had concurred in and made the same; and upon the amount of the compensation to be paid being so ascertained, the Company may tender the same, with any sum due for costs, or less any such sum as the terms of award may require, to the owner or occupier, who shall thereupon be bound to execute a conveyance of such land to the Company, or such other document as may be requisite; and the Company may, after such tender, and whether such conveyance or other document be executed or not, enter upon and take possession of such land for the use of the Company, and hold the same, or exercise such power as aforesaid, in like manner as if the conveyance thereof or other document had been executed; but no such railway, road or other work shall encroach upon any building, or pass through or upon any pleasure ground, garden, yard or orchard, nor shall any timber or other materials be taken from any enclosed land, without the consent of the owner; and the owner or occupier of any land so required for any such railway, road or other work, after survey made, shall not by erecting any building, or enclosing any part of such surveyed land as a pleasure ground, garden or yard, or by planting fruit trees, or forming an orchard thereon, prevent the Company from taking possession of such land.

XXI. In case any land required by the Company for the purpose of any such railway, road or other work, or with regard to which any such power is to be exercised as aforesaid, is held or owned by any person or body politic, whose residence is not within this Province or is unknown, or in case the title to any such land be in dispute, or in case the owner of such land be unknown or unable to treat with the Company for the sale thereof or for the exercise of any such power by the Company, or to appoint an arbitrator as aforesaid, the Company may name one disinterested competent person, and the Judge of the County Court of the County within which such land lies, if it be in Upper Canada, and any Judge of the Superior Court for Lower Canada, if the land be in Lower

Canada, on the application of the Company, may name another such person, from any Township or Local Municipality adjoining that in which such land lies, which persons, together with one other such person to be chosen by them, before proceeding to arbitrate, or, (in the event of their disagreeing as to the choice of such other person) to be chosen by such Judge, shall be arbitrators to determine what amount the Company shall pay for such land or for damages, and what amount either party or both shall pay for the costs of the arbitration, and the decision of a majority of such arbitrators shall be binding; and a record shall be made and signed by the said arbitrators, or a majority of them, specifying the amounts so awarded, which record shall be deposited in the Registry Office of the County in which such land lies, and the Company may thereupon enter upon and take possession of such land for the use of the Company, and hold the same, or exercise such power as aforesaid.

In any case of arbitration under this Act, if the Company, before the appointment of their arbitrator, tendered a sum equal to or greater than that awarded by the arbitrators, the costs of arbitration shall be paid by the opposite party.

All land in Upper Canada so taken, purchased and paid for by the Company, shall become and thenceforward shall continue to be the property of such Company, free from all mortgages, incumbrances and other charges.

XXII. The Company shall not be held entitled to exercise any of the rights or powers in the preceding three sections set forth, in respect of any land whatever which may be *bonâ fide* in occupation of any other party for any such use as that for which the Company might otherwise under this Act acquire the same.

XXIII. All land in Upper Canada so taken, purchased and paid for by the Company, as hereinbefore is provided, shall thereupon become the property of the Company, for such use as aforesaid, free from all mortgages, incumbrances and other charges.

XXIV. In every case where any land in Lower Canada is by the Company so acquired (whether by voluntary purchase or otherwise) or taken possession of as hereinbefore is provided, if the Company have reason to fear any claim, hypothec or incumbrance, or if any party to be paid or compensated therefor refuses to execute the proper conveyance and guarantee, or cannot be found, or is unknown to the Company or if for any other cause the Company deem it advisable, the Company may pay such price or compensation (including any costs awarded if the case be one of award) into the hands of the Prothonotary of the Superior Court for the District in which the land is situate, with interest thereon for six months, and may deliver to such Prothonotary an authentic copy of the conveyance or of the award, as the case may be, forming the title of the Company; and proceeding shall thereupon be had for the confirmation of such title, in like manner as in other cases of confirmation of title, except that, in addition to the usual contents of the notice, the Prothonotary shall state that the title of the Company (that is, the conveyance or award, as may be) is under this Act, and shall call upon all persons entitled to such land or any part thereof, or representing or being the husband of any party so entitled, or having any other

description of claim whatever, to file their claims to such price or compensation, or any part thereof; and all such claims shall be received and adjudged upon by the Court; and such judgment shall for ever bar all claims to the land, or any part thereof, (including dower not yet open), as well as all hypothecs and incumbrances whatsoever thereon; and the Court may make such order as to the distribution, payment or investment of such price or compensation, and otherwise for securing the rights of all parties whomsoever as to right and justice may appertain. 5

XXV. This Act shall be deemed a public Act.

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