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No. 144.

1st Session, 5th Parliament, 18 Victoria, 1854.

(PRIVATE BILL.)

BILL.

An Act to incorporate the Quebec,
Chaudière, Maine, and Portland Rail-
way Company.

Received and read first time, Wednesday, 18th
Oct., 1854.

Second Reading, Monday, 23rd Oct., 1854.

MR. LEMIEUX.

QUEBEC:

PRINTED BY LOVELL AND LAMOUREUX,
MOUNTAIN STREET.

(144)

1854]

BILL.

[No. 144.]

An Act to incorporate the Quebec, Chaudière, Maine and Portland Railway Company.

WHEREAS James Gibb, Jean Thomas Taschereau, Dunbar Ross, Barthélemy Pouliot, F. Lemieux, Oliver Perrault, Elzéar Duchésnay, Jean Pierre Proux, Siméon Larochelle, Jean Baptiste Carrier, Thomas Jacques Taschereau, A. Lemoine, E. Boyd Lindsay, F. S. A. Bélanger, J. O. C. Arcand, L. Carrier, and others, have petitioned the Legislature to incorporate a Company to construct a Railroad from some point on the south shore of the River St. Lawrence, as nearly as possible, opposite Quebec, passing through the Seigniorship of Lauzon, and part of the valleys of the Rivers Etchemin and Chaudière, to the State of Maine, by the route which may be deemed most eligible, and it is expedient to grant the prayer of the said petitioners; Be it therefore enacted, &c.. as follows :

James Gibb, Jean Thomas Taschereau, Dunbar Ross, Barthélemy Pouliot, F. Lemieux, Elzéar Duchésnay, Jean Pierre Proux, Siméon Larochelle, Jean Baptiste Carrier, Thomas Jacques Taschereau, Oliver Perrault, A. Lemoine, E. B. Lindsay, F. S. A. Bélanger, J. O. C. Arcand, Louis Carrier, and others, with all such other persons and corporations as shall become Shareholders in such Joint Stock Company, as hereinafter mentioned, shall be and are hereby ordained, constituted, and declared to be a body corporate and politic in fact, by and under the name and style of "The Quebec, Chaudière, Maine and Portland Railway Company."

II. The several clauses of "The Railway Clauses Consolidation Act," with respect to the first, second, third and fourth clauses thereof, and also, the several clauses of the said Act, with respect to "interpretation" "incorporation," "powers," "plans and surveys," "lands and their valuation" "high-ways 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 with this Act, save in so far as they are expressly varied by any clause or provision hereinafter contained, subject always to the following modification, of the ninth sub-section of the clause of the said "Railway clauses consolidation Act," headed, "Plans and Surveys," that is to say that lands to the extent of twenty acres may be taken by the said Company, without the consent of the owner thereof, but subject to the provisions of the said act in that behalf, for stations, depots, or other works in any City or town.

Empowered
to construct
Road

III. The said Company and their agents and servants shall have full power under this Act to lay out, construct, make and finish a double or single Iron Railroad or Way, at their own costs and charges, on and over any part of the Country, lying between the said starting place on the South Shore of the River St. Lawrence, opposite Quebec, and the boundary. Line of Canada, and of the State of Maine in the United States of America. 5

And to erect
bridges.

IV. The said Company shall have the power to erect and construct such bridges as they may require, for the purposes of their said Railway, over any part of the said Rivers Etchemin and Chaudière, and over all such rivers 10 as they may meet with, on the route of the said Railway, as they may deem necessary, with the right, if they think proper, to adapt the said bridges to the passage of horses, vehicles and passengers, subject to the clauses, conditions and stipulations of the "Railway Clauses Consolidation Act." And in case such bridges be used by the public as toll bridges, the rates and tolls 15 shall be fixed by the Governor in Council; Provided always, that the said Company shall not commence the construction of any bridge until they shall have submitted the plans thereof, and of all works thereunto relating, to the Governor in Council, nor until such plans shall have been approved by him: Provided also, that no such bridge shall be constructed for the pas- 20 sage of ordinary vehicles, animals, and passengers within the exclusive limits attached to any toll bridge over any river, except with the consent of the proprietor of such bridge, nor for Railway purposes only, except with his consent, or after paying or tendering to him such compensation as may be awarded to him, in case of disagreement between him and the 25 said Company.

Proviso.

May appro-
priate certain
wild lands of
the Crown.

V. It shall and may be lawful for the said Company to take and appropriate for the use of the said Railway, but not to alienate, so much of the wild lands of the Crown, not heretofore granted and sold, lying on the route of the said Railway, as may be necessary for the said road; as also, 30 so much of the lands covered with the waters of any river, stream, lake, 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, bridges, cranes, and other works, as to the Company shall seem meet: Provided always, that it shall 35 not be lawful for the said Company to cause any obstruction in, or to impede the free navigation of any 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 40 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 shall it be lawful for the said Company to construct any wharf, 45 bridge, pier, or other work upon the public beach or bed of any navigable river or stream, or upon the lands 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 afore- 50 said.

Proviso.

Form of deeds
and convey.

VI. All deeds and conveyances for lands to be conveyed to the said Company, for the purposes of this Act, shall and may, as far as the titles

to the said lands or the circumstances of the party making such conveyance will admit, be made in the form given in the Schedule to this Act, marked A. And for the purpose of a due enregistration of the same, all Registrars in their respective Counties are hereby required to
 5 procure books with copies of the form given in the said Schedule A, one to be printed on each page, leaving the necessary blanks to suit the separate cases of conveyance, and in such book to enter and register the said deeds upon production thereof, and proof of execution, without any memorial, and to minute such entry on the deed: And the said
 10 Company shall pay the said Registrars for so doing the sum of two shillings and six pence, and no more, which said enregistration will be held and deemed to be valid in law; the provisions of any Acts for the enregistration of deeds now in force in this Province, to the contrary notwithstanding.

15 VII. The Capital Stock of the said Company shall not exceed in the whole the sum of five hundred thousand pounds currency, to be divided into fifty thousand shares of ten pounds currency each, which amount shall be raised by the persons and Corporations, who may become Shareholders in such Stock, and the said money so raised shall be applied, in
 20 the first place, towards the payment and discharge of all fees, expenses and disbursements, for procuring the passage of this Act, and, for making the surveys, plans and estimates, connected with the Railway, and all the rest and remainder of such money shall be applied towards making, completing and maintaining the said Railway, and other purposes of this Act, and to no other purpose whatever; Provided always
 25 that until the said preliminary expenses connected with the said Railway shall be paid out of the Capital Stock thereof, it shall be lawful for the Municipality of any County or town on the line of the said Railway, to pay out of the general funds of such Municipality, their fair proportion of such preliminary expenses, which sum shall be refunded to such Municipality from the stock of the said Company, or be allowed to them in
 30 payment of stock.

VIII. In case the said sum of five hundred thousand pounds, hereinafore authorized to be raised, shall be found insufficient for the
 35 purposes of this Act, then and in such case it shall be lawful for the said Company to raise and contribute among themselves, by subscriptions 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 sum of money for completing the said
 40 intended Railway, and its Branches, and other works connected therewith, not exceeding the sum of four hundred thousand pounds, and every subscriber towards raising such further or other sum of money, shall be a Shareholder in the said undertaking, and shall have the same right of voting by himself, or herself, or his or her proxy,
 45 in respect of every share in the said additionnal sum so to be raised, and shall also be liable to the same 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 to the same extent as if such other or further sum had been originally
 50 raised as part of the said first sum of five hundred thousand pounds, any thing herein contained to the contrary notwithstanding.

ance of lands
to Company.

Amount of
Capital Stock
and number of
of shares.

Proviso.

In case of or-
iginal capital
not proving
sufficient a
further sum
may be raised.

First Directors of Company.

IX. James Gibb, Jean Thomas Taschereau, Dunbar Ross, Barthélemy Pouliot, François Lemieux, Elzéar Duchesnay, François Stanislas, Alfred Bélanger, Jean Pierre Proux, and Errol Boyd Lindsay, Esquires, shall be and are hereby constituted and appointed the first Directors of the said Company, and shall hold their office until others shall under the provisions of this Act be elected by the Shareholders, and shall until that time constitute the board of Directors of the said Company, with power to open Stock books and make a call on the shares subscribed in such books, and call a Meeting of Shareholders for the Election of Directors in the manner hereinafter provided.

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Directors empowered to open Stock books.

X. The said Directors are hereby empowered to take all necessary measures for opening the Stock Books for the subscription of parties desirous of becoming Shareholders in the said Company, and to assign to parties subscribing for Stock in the Company, the number of shares, (if any) that parties so subscribing may have and hold in the Capital Stock aforesaid; Provided always, that no subscription in such Stock Books, shall create a party so subscribing, a partner in the said Company, without and until the authorization by the Directors of the Company for the time being to that effect obtained; Provided also that no such approval or authorisation as aforesaid, shall be required to confirm the subscriptions of Municipalities or other corporate bodies empowered to take Stock in Railway Companies.

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Proviso.

Stock allotted to subscribers to be entered in Books of Company.

XI. The said Directors shall cause an entry to be made in the records of their proceedings and in the Shareholder's Books, of the Stock so allotted and assigned to parties subscribing as aforesaid, and the Secretary of the said Company, shall notify the respective parties, in writing of such allocation and assignment.

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Rights of Shareholders to date from such entry.

XII. Upon such entries being made the rights and liabilities of such Shareholder or Shareholders shall accrue in respect of his, her or their particular interest in the said Company.

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When a meeting of subscribers may be called.

XIII. When and so soon as one fifth of the said Capital Stock, shall have been subscribed, allotted and authorized, it shall be lawful for the said Directors or a majority of them, to call a meeting of the holders of such shares, at such place and time as they shall think proper, giving at least fifteen day's public notice of the same, in one or more newspapers published in the City of Quebec, at which said general meeting and at the annual general meeting in the following sections mentioned, the Shareholders present, either in person or by proxy, shall elect nine Directors in the manner hereinafter prescribed, which said nine Directors shall hold office until the first Monday in March following.

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Annual Election of Directors.

XIV. On the first Monday in March, and on the first Monday in March in each year thereafter, or on such day and at such place as shall be appointed by any Bye-law, there shall be chosen by the Shareholders nine Directors in manner hereinafter mentioned; and public notice of such annual election shall be published one month before the day of election, in the Canada Gazette, and also once at least, fifteen days before the election in one newspaper in the City of Quebec; and all elections for such Directions shall be by ballot, and the persons who shall have the

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greatest number of votes at any election shall be the Directors, and if it shall happen that two or more shall have an equal number of votes, the Shareholders shall determine the election by another or other ballots, until a choice is made; and if a vacancy shall at any time happen among the Directors by death, resignation, or otherwise, either before or after the elections of Directors as aforesaid, such vacancy shall be filled for the remainder of the year or for the time to elapse before the next election by a majority of the Directors; and the said nine Directors shall form the Board of Directors.

10 XV. The number of Directors of the said Company shall be nine, who shall all retire at the time of the first election, and at each of the subsequent said annual meetings of Shareholders, three of the said nine Directors shall annually retire in rotation, the retirement of the said first elected nine Directors to be decided by lot, but the Directors then or at any subsequent time retiring shall be eligible for re election: Provided always that the said Directors shall not retire from Office unless the Shareholders at such General Meeting proceed to fill up the vacancies thereby occurring in the Direction.

Directors their number and manner of election.

20 XVI. Five of the said Directors shall form a quorum for the transaction of business: Provided that the said Directors may employ one or more of their said number as paid Director or Directors.

Quorum.

25 XVII. The persons qualified to be elected Directors of the said Company under this Act shall be any Shareholder holding at least ten shares respectively in the stock of the said Company, and who shall have paid up all calls on such shares.

Qualification of Directors.

30 XVIII. Every such annual general meeting shall have power to appoint auditors, not exceeding three in number to audit all accounts of money laid out and disbursed on account of the said undertaking, by the Treasurer, Receiver, or Receivers, or 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 for that purpose shall have power to adjourn from time to time, and from one place to place, as they may deem expedient.

Auditors, their appointment and duty.

35 XIX. Municipal Corporations subscribing to the capital stock of the said Company, shall be represented by the Mayors, for the time being, of such Municipal Corporations or by such persons as shall be appointed by such Municipal Corporations, respectively; and the said Mayors or persons deputed as aforesaid, shall, at the election of Directors as aforesaid, be entitled to vote in respect of the Stock subscribed for, by such Municipal Corporations, in the respectively proportion following, that is to say, one vote for every fifty shares subscribed for by such Municipality; provided always, that on every occasion, other than the election of Directors, the Mayors or persons representing Municipalities, shall be entitled to a number of votes proportioned to the number of shares held by such Municipalities in the same ration as private individuals.

Municipal Corporations to be represented by their Mayors.

Proviso.

45 XX. Each shareholder shall be entitled to a number of votes proportioned to the number of shares which he, shall hold in his own name, at least two weeks prior to the time of voting; Provided always, that no one

Votes of Shareholders to be in pro-

portion to
number of
shares held.

shareholder as aforesaid, shall have more than five hundred votes; and provided also, that no party shall be entitled to vote at the meetings of shareholders, who shall not have paid all the calls upon his, or her, stock, or the stock upon which such party claims to vote, at least eighteen hours before the time appointed for any such meeting.

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Directors may
call in instal-
ments.

XXI. It shall and may be lawful for the Directors, at any time, to call upon the shareholders for such instalments upon each share which they or any of them may hold in the Capital Stock of the said Company, in such proportion as they may see fit, so as no such instalment shall exceed ten per cent, giving, at least, one month's notice of each call, in such manner as they shall appoint.

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Shareholders
to be compe-
tent witnesses
in actions
by or against
the Company.

XXII. 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, and the service of any summons, paper, or document made at the office of the said Company shall be legal and sufficient.

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Tolls and
charges.

XXIII. It shall and may be lawful for the President and Directors of the said Company from time to time to fix, regulate and receive the tolls and charges to be received for the transmission of property or persons on the said Railway, subject always to the approval of the Governor in Council, as is provided by the Railway Clauses Consolidation Act; Provided always that in no case shall the amount charged for toll and charges exceed, for First Class Passengers, two pence currency per mile, and for Second Class Passengers one penny half penny currency per mile; and for Third Class Passengers one penny currency per mile.

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Proviso.

In case of re-
fusal or neg-
lect to pay toll
or freight.

XXIV. In case of neglect or refusal to pay the toll or freight due to the said Company on any goods, they shall have the power to detain the same until payment of such freight be made, and in the meantime such goods shall be at the risk of the owner; and if such goods are of a perishable nature the said Company shall have the right to sell the same forthwith on the certificate of two competent persons establishing the fact of their being so perishable, and if such goods be not of a perishable nature and shall remain unclaimed for a period of twelve months, it shall be lawful for such Company, after giving one month's notice in two newspapers published at or nearest the locality where such goods may be, to dispose of the same by public auction, and to hand over to the owner the produce of such sale if he claims the same, after deduction of the said tolls, freight and of the expenses incident to any such sale.

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Subsection
3rd of Section
18 of Rail-
way Clauses
Consolidation
Act.

XXV. Subsection third of section eighteen of the Railway Clauses Consolidation Act shall not be incorporated with this Act.

Company may
become parties
to Promissory Notes
&c.

XXVI. 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 of

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the Company or Vice-President, 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 said Company, and every such promissory note, or bill of exchange so made, drawn, accepted or endorsed by the President or Vice-President of the said Company, and countersigned by the Secretary and Treasurer as such, after the passing of this Act, shall be presumed to have been properly made, drawn and accepted, or endorsed, as the case may be for the Company until the contrary be shewn : 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 authorise 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.

XXVII. 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 have power, by a vote or resolution entered among the minutes and proceeding of any meeting, to authorize the President or Treasurer to appear in any cause to answer such interrogatories ; and the answer 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 of law required had been complied with ; and the production of a copy of such Resolutions, certified by the Secretary, with the said answers, shall be sufficient evidence of such authorization.

Secretary or Treasurer may appear in legal proceedings on behalf of Company.

XXVIII. The said Company shall have the right to purchase, hold, and subscribe for stock in any other Railway or Steamboat Company as they may consider conducive to the interests of the said Company, and the Directors of the said Company may authorise one or more persons to vote upon such stock at any meetings of such other Railway or Steamboat Company.

Company may hold shares in other Railway and Steamboat Companies.

XXIX. Any Shareholder in the said Company, whether a British subject or alien, or a resident in Canada or elsewhere, shall have equal rights to hold stock in said Company, to vote on the same, and be eligible to office in the said Company.

All Shareholders may hold Stock, &c.

XXX. The Provincial Government may at any time after the commencement of the 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 and privileges and advantages vested in the said Company, all of which shall after such assumption be vested in Her Majesty, on the Government giving to the Company four months' notice of the intention to assume the same.

Government may take possession of the Road.

In case of such assumption, compensation to be made to Company.

XXXI. In case of such assumption as aforesaid, the Government shall within four months after the Company shall render an account in writing of the amount of money expended by the said Company, and all their then ascertained liabilities up to the time of such assumption, pay to the said 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 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 Company; Provided always, that in case of a difference between the Government and the Company as to the amount to be paid by the Government, such difference shall be referred 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 such Arbitrators before entering into the consideration of the said difference, and the said award so made by the Arbitrators or the Umpire shall be final; and provided 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 either of the Superior Courts of Common Law in Upper Canada, or by any two Judges of the Superior Court in Lower Canada, on the application of the Government.

Public Act.

XXXII. This Act shall be a Public Act.



SCHEDULE A.

Form of Conveyance.

Know all men by these presents, that I, A. B., &c., (*name also of wife, if any,*) do hereby, in consideration of (*here the sum,*) paid to me by the *Quebec, Chaudiere, Maine, and Portland Railway Company*, the receipt whereof is hereby acknowledged, grant, bargain, sell, convey, and confirm unto the said *Quebec, Chaudiere, Maine, and Portland Railway Company*, their successors and assignees, for ever, all that certain tract or parcel of land situate (*here describe the lands,*) the same having been selected and laid out by the said Company for the purposes of their Railway. To have and to hold the said lands and premises, together with the appurtenances thereto, to the said *Quebec, Chaudiere, Maine, and Portland Railway Company*, their successors and assigns, for ever, (*here the release of dower, if any.*)

Witness my (*or our*) hand (*or hands*) seal (*or seals,*) this A. B., day of _____ one thousand eight hundred and _____ Signed, sealed, and delivered in presence of

L. S.)