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No. 60.

1st Session, 6th Parliament, 21 Victoria, 1858.

(PRIVATE BILL.)

BILL.

An Act to amend the Acts of incorporation
of the Great Western Railway Company.

Received and read, first time, Tuesday, 20th
April, 1858.

Second reading, Monday, 26th April, 1858.

MR. TALBOT.

TORONTO:

PRINTED BY JOHN LOVELL, YONGE STREET.

An Act to amend the Acts of Incorporation of the Great Western Railway Company.

WHEREAS the Great Western Railway Company have entered into arrangements with the Government of this Province for the repayment of the amount advanced to the Company under an Act of the Province of Canada, passed in the Twelfth year of Her Majesty's Reigu, intituled "An Act to provide for affording the Guarantee of the Province to the Bonds of Railway Companies on certain conditions, and for rendering assistance in the construction of the Halifax and Quebec Railway." And whereas, to enable them to raise the funds required for this purpose, it is necessary that they should have the authority of Parliament to increase their Capital: And whereas it is desirable to regulate the terms under which such increase shall be effected: And whereas it is also desirable to make some further regulations in reference to the issue and rights of the Bonded Debt of the Company; Therefore Her Majesty, &c., enacts as follows :

I. The Great Western Railway Company are hereby authorized to increase their capital stock to the extent of two million pounds currency, in addition to their present capital, by creating an additional number of shares of such an amount each as the Directors of the Company from time to time may determine.

£2,000,000 may be added to the capital of the Company, in new shares.

II. It shall be lawful for the Directors for the time being, and they are hereby authorized to issue and dispose of the said new shares from time to time, at such times and in such quantities thereof at a time, and at such place and places, and at such price and prices (as to premium or otherwise), and in such manner and on such terms as to the time and mode of payment and otherwise, as to them shall seem most advisable; and if the Directors shall think it expedient, such new shares, or any portion or portions of them may be issued with or under a guarantee, whereby the holders thereof shall be guaranteed and secured out of the general revenues of the Company, by way of preferred dividends, and in priority of the ordinary dividends of the Company, such rate of dividends (not exceeding seven pounds per centum per annum on the amount paid up upon such new shares) as the directors shall fix and determine upon in respect thereto, before or at the time of issuing such new shares or any of them; but such preferred dividends shall nevertheless be subject and postponed to the payment of the interest on the ordinary or non-convertible bonds, until they shall be converted into stock made or to be made, and issued by the said Company under the stipulations and within the limits for the issue of bonds as prescribed by this Act; and such preferred or guaranteed dividends shall be paid and payable half-yearly, at the

Directors may issue their new shares in such manner as they think proper.

Any portion of them may be guaranteed to produce 7 per cent. dividends.

But subject to the payment of the Company's Bonds.

Proviso: such guaranteed share not to confer votes. same time as herein provided for the payment of the ordinary dividends of the Company; Provided always, that the proprietors of any such new shares issued with or under such guarantee shall not be entitled to vote either in the election of directors, or at general meetings, or otherwise howsoever, or be entitled to any profit or dividend, whether funded or divided, beyond the rate so guaranteed in respect of such new shares. 5

Money required to pay off the Government loan may be raised by issue of perpetual debenture stock. III. And whereas it may be expedient to raise the amount of money required by a perpetual debenture stock, therefore it shall be lawful, if the Directors think it advisable to raise the money, or a portion of the sum required to pay off the government loan, by the issue of a perpetual debenture stock, to be treated and considered as a part of the regular debenture debts of the Company, as deferred and regulated by this Act, such debentures not bearing a higher rate of interest than six per cent. per annum. 10 15

Recital. IV. And whereas the said Company have issued and may continue to issue their Bonds: And whereas the said Company have issued their Bonds to borrow money under the powers conferred upon them and may continue to issue the same whenever it may be by them deemed expedient to avail themselves of borrowing money by such means; And whereas the power to issue such Bonds is at present unlimited, and it is expedient in consequence of the desire of the Shareholders that such right, with regard to their protection, should be limited: Therefore,— It shall not be lawful for the said Company to borrow or raise money on their Bonds to a greater extent than one-half of their authorized Capital Stock, whether such capital shall be in consolidated Stock, ordinary shares or preference shares; And all Bonds issued or to be issued by the said Company under the Corporate powers contained in this or in any other Act conferring such powers upon them, shall be a first Mortgage and Lien upon the Railway, Tolls, lands and other property of the Company which are hereby pledged and shall stand pledged for the due payment of the said Bonds and the interest thereon, now or hereafter to be issued as aforesaid, which said Bonds shall have priority of lien in accordance with the dates at which they shall become due; Provided always that nothing herein contained shall affect the priority of the Government Loan until the same shall have been paid and discharged. 20 25 30 35

Power to borrow money limited.

Bonds to be a mortgage on the Railway, &c., and their order of priority.

Proviso: as to Government Loan.

Words "Railway," &c., how to be construed as regards the G. W. R. Company V. The words "Railway," "Roadway" and "Railroad," in this Act or in any other of the Statutes of this Province or of the late Province of Upper Canada now passed or hereafter to be passed shall, as far as regards the *Great Western Railway Company*, include and be construed to cover all Viaducts, Bridges, Stations, Freight and Section Houses, Depots and other Works, Machinery, and the land covered by the same, Engines, Vessels Carriages, Trucks and things of every kind which may be necessary or convenient to the making or using of any Railway. 40 45

And with respect to the consolidation of Shares into Stock be it enacted as follows:

All or any of the shares in the Com- VI. It shall be lawful for the said Company from time to time, with the consent of three-fifths of the votes of the Shareholders present in person 50

or by proxy at any General Meeting of the Company, when due notice for that purpose shall have been given, to convert or consolidate all or any part of the Shares then existing in the Capital of the Company and in respect whereof the whole money subscribed shall have been paid up, 5 into a general Capital Stock to be divided amongst the Shareholders according to their respective interests therein.

pany's stock may be consolidated into a general Stock.

VII. After such conversion or consolidation shall have taken place, all the provisions contained in this or the Special Act which require or imply that the Capital of the Company shall be divided into Shares of 10 any fixed amount and distinguished by numbers, shall, as to so much of the Capital as shall have been so converted or consolidated into Stock, cease and be of no effect, and the several holders of such Stock may thenceforth transfer their respective interests therein or any parts of such interests, in the same manner and subject to the same regulations and 15 provisions as or according to which any Shares in the Capital of the Company might be transferred under the provisions of this or the Special Act; and the Company shall cause an entry to be made in some Book to be kept for that purpose of every such transfer; and for every such entry they may demand any sum not exceeding the prescribed amount, 20 or if no amount be prescribed, a sum not exceeding two shillings and sixpence.

After such conversion, certain enactments to have no effect, and any amount of stock to be transferable.

Fees on transfer.

VIII. The Company shall from time to time cause the names of the several parties who may be interested in any such Stock as aforesaid with the amount of the interest therein possessed by them respectively, 25 to be entered in a book to be kept for that purpose, and to be called *The Register of Holders of Consolidated Stock*, and such book shall be accessible at all reasonable times to the several holders of shares or stock in the undertaking.

Register of consolidated stock.

IX. The several holders of such stock shall be entitled to participate 30 in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company, qualification for the office of Directors, and for 35 other purposes as would have been conferred by shares of equal amount in the capital of the Company, but so that none of such privileges or advantages, except in the participation in the dividends and profits of the Company, shall be conferred by any aliquot part of such amount of consolidated stock as would not, if existing in shares, have conferred 40 such privileges or advantages respectively.

Rights of holders of consolidated stock.

As to fractions of shares.

X. And whereas the said Railway Company have, in the exercise of their powers, acquired lands which are and may hereafter be unnecessary for them to hold; Therefore, it shall be lawful for them to sell and dispose of all such lands as they may now or hereafter deem superfluous, 45 and, upon payment to them of the purchase money agreed upon, they shall convey such lands to the purchasers thereof by deed under their Common Seal; and a deed so executed shall be effectual to vest the lands comprised therein in the purchaser of the said lands as though he had acquired the same from the party or parties from whom the same had 50 by the said Railway Company been obtained.

Company may dispose of lands no longer needed by them.

Recital.

Company may use its funds on works in the United States.

XI. And whereas the Great Western Railway Company, in order to form connections with Railways in the United States of America, has to lay down its rails out of the Province of Canada and to provide facilities at stations and otherwise, for consolidating its traffic; Therefore the Great Western Railway Company shall have full power and authority to use its funds in providing proper connections and in promoting its traffic with Railways in the United States of North America, provided that no such expenditure shall be incurred unless sanctioned by a General Meeting of the shareholders of the Company. 5

Recital.

The Company might and may transfer shares, &c., at their office in London, England.

XII. Whereas, under the earlier Acts incorporating the Great Western Railway Company, an office for the Transfer of Stock was established in England in the City of London, and a section of the Board of Directors appointed there have exercised certain Ministerial functions, parts of which said Acts have been repealed and parts relating thereto are yet in force, and to make clear those portions of the Acts which are unrepealed; Therefore it is declared and enacted, that the said Company has had and shall have full power and authority to establish and maintain an office in England in the City of London, for the purpose of regulating and carrying on the business of issuing and transferring shares and bonds and generally to do all matters and things that may be necessary or desirable in regard to the transferring or arrangements connected with the capital of the Company held out of Canada, and that all such acts and proceedings shall be considered precisely the same as if carried on in the office of the Company in Canada. 10 15 20

Recital.

Height and span of arches over Highways.

XIII. And whereas there is no express provision for the width between the arches of Bridges erected or to be erected, in the Acts incorporating the Great Western Railway Company, and it is proper to provide for the same as is required by the General Railway Clauses Consolidation Act; Therefore the span of the arch of any Bridge erected for carrying the Railway over or across any highway shall at all times be and be continued of the open and clear breadth and space under such arch of not less than twenty feet, and of a height from the surface of such highway to the centre of such arch, of not less than twelve feet, and the descent under any such bridge shall not exceed one foot in twenty feet. 25 30

Company may cut down trees standing near their Road.

XIV. And for further assimilation to the Railway Clauses Consolidation Act, the Company shall have power and authority to fell or remove any trees standing in any woods, lands, or forests where the Railway shall pass to the distance of six rods from either side thereof. 35

Recital.

This clause and clauses 16, 17, 18, 19, 20, 21, 23, and 24 are general, and ought to be in a General and not a Private Bill, or limited to the G. W. R. Company. Constables on Railways may be appointed by Quarter Sessions.

XV. Whereas robberies and outrages are frequently committed on Railways in this Province, and it is expedient that power be given to appoint Constables for better keeping the peace and for the prevention and detection of crime along the line of such Railways and in the neighborhood thereof; Therefore, it shall be lawful for the Justices of the Peace for any County through which any Railway passes, assembled at any General Quarter Sessions of the Peace, on the application of the Committee or Board of Directors, acting in the management of the affairs of the Company or Proprietors of any such Railways as aforesaid, or of any Clerk or Agent of any such Company, duly authorized by such Committee or Board of Directors, to appoint so many persons as they shall think fit from among those who shall be recommended to them for that purpose by such Company or Proprietors, Clerk or Agent, to act as 40 45 50

Constables on and along such Railways ; and every person so appointed shall take an oath or make a solemn declaration in the form or to the effect following, (that is to say) :—

“ I, A. B, having been appointed a Constable to act upon and along
 5 “ the (*here name the Railway,*) under the provisions of (*here insert the*
 “ *Title of this Act,*) do swear that I will well and truly serve our Sove-
 “ reign Lady the Queen, in the said office of Constable, without favor or
 “ affection, malice or ill-will, and that I will, to the best of my power,
 “ cause the peace to be kept, and prevent all offences against the peace ;
 10 “ and that while I continue to hold the said office, I will, to the best of
 “ my skill and knowledge, discharge the duties thereof, faithfully, ac-
 “ cording to law. So help me God.”

Such oath or declaration to be administered by any one such Justice ; Powers of
 —and every one so appointed, and having taken such oath or made such Constables so
 15 declaration as aforesaid, shall have full power to act as Constable for the appointed.
 preservation of the peace and for the security of persons and property
 against felonies and other unlawful acts on any such Railways or any of
 the works belonging thereto, and on and within any trains, roads,
 wharves, quays, landing places, warehouses, lands and premises belong-
 20 ing to any such Company, whether the same be in the County from
 which they were appointed or in any other County or City through
 which the said Railway passes, or in which the same may terminate, or
 through or to which any Railway passes, which may be worked or
 leased by the said Railway Company, on whose application, as aforesaid,
 25 he shall have been appointed as Constable as aforesaid, and in all places
 not more than one quarter of a mile distant from such Railway ; and
 shall have all such powers, protections and privileges for the apprehend-
 ing of offenders, as well by night or by day, and for doing all things for
 the prevention, discovery and prosecution of felonies and other offences
 30 and for keeping the peace, which any constable duly appointed has
 within his Constablewick : Provided always, that it shall be lawful for
 such Constable to take such person or persons as may be punished by
 summary conviction for any offence against the provisions of this Act,
 or of any of the Acts or By-Laws affecting the Railway for which such
 35 Constable shall be appointed and sworn to act under this Act, before any
 Magistrate or Justice having jurisdiction with or over any County or
 City through or in which the said Railway may pass or terminate.

XVI. It shall be lawful for any two Justices to dismiss any such How such
 Constable who shall act within their several jurisdictions, or for the Com- Constables
 40 pany or Proprietors of any such Railway for which any such Constable may be dis-
 shall be appointed, or Board of Directors of such Companies, to dismiss missed.
 any such Constable from his office of Constable, and upon every such
 dismissal, all powers, protections and privileges belonging to any such
 person by reason of such appointment, shall wholly cease ; and no
 45 person so dismissed shall be capable of being again appointed or acting
 as a Constable for the same Railway, without the consent of the authority
 by which he was dismissed.

XVII. Every such constable who shall be guilty of any neglect or Punishment of
 breach of duty in his office of constable, shall be liable to a penalty of Constables
 50 more than ten pounds, the amount of which penalty may be deducted offending
 from any salary due to such offender, if such constable shall receive a against this
 Act.

salary from the railway company over whose line of railway he has been acting or empowered to act as constable under this Act, or in the discretion of the magistrate before whom such offender may be convicted, he may be imprisoned in the gaol for the county or place in which such offence shall have been committed, with or without hard labor, for any time not more than one calendar month. 5

Punishment for assaulting or resisting Constables.

XVIII. Every person who shall assault or resist any constable appointed as aforesaid, in the execution of his duty, or who shall incite any person so to assault or resist, shall for every such offence be liable to a penalty, not more than ten pounds, or in the discretion of the magistrate before whom he shall be convicted, may be imprisoned in any such gaol as aforesaid, with or without hard labor, for any time not more than two calendar months. 10

Punishment for breaking open packages, drinking or spilling liquors, &c., on any Railway, &c.

XIX. Every person who shall bore, pierce, cut open, or otherwise injure any cask, box, or package containing wine, spirits, or other liquors, or any case, box, sack, wrapper, package, or roll of goods, on board of any car, waggon, boat, vessel, or in or upon any warehouse, station-house, wharf, quay, or premises of or belonging to any such Railway Company, with intent feloniously to steal, or otherwise unlawfully to obtain or to injure the contents or any part thereof, or who shall unlawfully drink, or wilfully spill or allow to run to waste any such liquors or any part thereof, shall, for every such offence, be liable to a penalty not more than five pounds, over and above the value of the goods or liquors so taken or destroyed, or in the discretion of the magistrate before whom he shall be convicted, may be imprisoned as aforesaid, with or without hard labor, for any time not more than one calendar month. 20 25

Proceeding against offenders under this Act, may be according to 16 V. c. 178. If these enactments are made general, corresponding provision should be made as to Lower Canada.

XX. For any offence against the provisions of this Act, punishable by summary conviction, it shall be lawful to proceed against the offender either in the manner provided by this Act, or according to the provisions of the Act passed in the sixteenth year of Her Majesty's reign, intituled, "*An Act to facilitate the performance of the duties of Justices of the Peace out of Session in Upper Canada, with respect to summary convictions and orders*," in regard to the acts and offences therein mentioned: and it shall be lawful to use, pursue and adopt any or all of the forms, directions, modes of procedure, remedies and proceedings (as well in regard to witnesses and parties as others) mentioned or provided in the last mentioned Act, in all complaints, persecutions, convictions, levies and proceedings for offences against this Act. 30 35 40

Appeal in cases of summary conviction.

13, 14 V. c. 54.

XXI. In all cases of complaint by way of summary proceedings before a Justice of the Peace against any person for a violation of any of the provisions of this Act, all decisions, convictions and orders made by any Justice of the Peace, shall be subject to an appeal in the manner and subject to the provisions prescribed in the Act of Parliament of this Province, passed in the thirteenth and fourteenth years of Her Majesty's reign, intituled, "*An Act to extend the right of Appeal in certain cases in Upper Canada*." 45

Recital.

XXII. And whereas the Great Western Railway Company have, in the construction of their railway, encroached upon certain proposed 50

streets or allowances of streets, or highways or roads, and not only such as known as original allowances, but which encroachments have been licensed by the respective parties in whom the title to the said streets was vested and by the Municipality within whose boundaries the said original allowances are situated; Therefore, all highways, roads or streets which have been occupied by the Great Western Railway Company, with the assent of the Municipality within which the same are situated, shall be hereby declared vested in them to the extent of the user, permitted or enforced by the said Municipality; and all proposed or contemplated streets occupied by the said Company or which they have been permitted to occupy by the license of the owner in fee, and which shall not lead to any place beyond the said railway, shall be deemed closed, and the occupation by the said railway shall be and is hereby declared to be lawful.

Occupation of Roads, &c., by the Company, confirmed.

15 XXIII. If any person or persons travel or attempt to travel in any carriage, or upon any train of any railway company, or of any other party using the railway, without having previously paid his or their fare or fares, and with intent to avoid payment thereof, or if any person or persons having paid his or their fare or fares for a certain distance, knowingly and wilfully proceed on any such carriage or train beyond such distance without previously paying the additional fare or fares for the additional distance, and with the intent to avoid payment thereof, or if any person or persons knowingly and wilfully refuse or neglect, on arriving at the point to which he or they shall have paid his or their fare or fares to quit such carriage, every such person or persons so offending shall, in addition to any other punishment, forfeiture, penalty or proceeding to which he would have been liable if this Act had not been passed, forfeit and pay to the uses of the said Railway Company. or any parties leasing or using the same as aforesaid, to be recovered by summary conviction before any Justice of the Peace having jurisdiction of offences within any City or County in which the said railway may pass or terminate, or where such offender may be found, such sum not exceeding nor less than as such Justice in his discretion shall adjudge, together with the costs of prosecution, and in default of immediate payment shall be liable to be imprisoned in the common gaol for the county in which such conviction shall be had, for such term not exceeding calendar months, or less than as such Justice shall award, unless such sum and costs and the costs of commitment, be sooner paid.

Punishment of persons travelling on Railways and attempting to avoid payment of fares.

XXIV. If any person or persons be discovered either in or after committing or attempting to commit any such offence as in the preceding enactment mentioned, all officers and servants, and other persons on behalf of the Company or party aforesaid, and all constables, gaolers, and peace officers, may lawfully apprehend and detain such person or persons and all others aiding or abetting therein, until he can be conveniently taken before some Justice, or until he be otherwise discharged by due course of law.

Persons offending against this Act may be arrested, &c.

XXV. This Act shall be deemed a public Act.

Public Act.