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No. 116.

1st Session, 1st Parliament, 31

BILL.

An Act to incorporate the Rio
Passumpsic Rivers Junction
Company.

(CORRECTED COPY)

PRIVATE BILL.

Mr. CHAM

OTTAWA:

PRINTED BY HUNTER ROSS

Corrected

An Act to incorporate the Richelieu and Passumpsic Rivers Junction Railway Company.

WHEREAS the persons hereinafter named, and others, have petitioned for incorporation as a Company to construct the Railway hereinafter described, and the construction of such Railway would be of great benefit to the commerce and for the general advantage of the Provinces of Ontario and Quebec and of the Dominion of Canada, 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:

Preamble.

1. The Honorable Thomas Wood, Galloway L. Kemp, George H. Boright, George C. Dyer, R. F. Hamilton, Sheldon N. Boright, R. L. Galer, J. B. Gibson, M.D., Edward Finley, William C. Baker, J. A. Galer and Brown Chamberlin, Esquires, with all such other persons and corporations as shall become shareholders in the Company hereby incorporated, shall be and are hereby constituted a body corporate and politic, by the name of "The Richelieu and Passumpsic Rivers Junction Railway Company."

Incorporation and corporate name.

2. The several clauses of "The Railway Act," with respect of 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," "Highways and Bridges," "Fences," "Tolls," "General Meetings," "President and Directors, their election and duties," "Calls," "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; and the expression "this Act," when used herein shall be held and understood to include the clauses incorporated with this Act, save and except in so far as they are varied by any of the provisions of this Act; and subject always to the following modification of the tenth section of "the Railway Act," that is to say, that lands to the extent of twenty acres for Stations, Depôts and other works whenever they may be required, may be taken by the said Company, subject, however, to the provisions of the said Act in that behalf.

Clauses of Railway Act, incorporated with this Act.

Proviso: as to extent of land to be taken.

3. The said Company and their Agents and servants may lay out, construct and finish a double or single track iron Railway, of such width or gauge as the Company see fit, from St. John's in the Province of Quebec, or some point on the River Richelieu adjacent thereto, thence to and through the Townships of Dunham, in the County of Missisquoi, and Sutton, in the County of Brome, to the Province Line, there to connect with a line of Railway in the State of Vermont, about to be constructed under the name of the Missisquoi Railroad, and farther to extend the same through the southern portion of the Townships of Sutton and Potton, in the said County of Brome, in order to connect the said Missisquoi Railroad and the aforesaid section of the Railway authorized by this Act, with the Connecticut and Passumpsic Rivers Railroad, at some point in the United

Line of the Railway. When the first general meeting of shareholders shall be held.

States; and the said Company shall have the power and authority to construct the different sections of the said Railway in such order as they see fit, keeping in view the general direction as hereinbefore provided.

Capital stock and shares; and how to be applied. 1. The Capital Stock of the said Company shall not exceed in the whole the sum of one million five hundred thousand dollars, to be divided into fifteen thousand shares of one hundred dollars each, which amount shall be raised by the persons hereinbefore named, and such other persons and Corporations as may become shareholders in the said Stock, and the money so raised shall be applied, in the first place, to the payment of all fees, expenses and disbursements for procuring the passing 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; Provided always, that until the said preliminary expenses shall be paid out of the capital stock, it shall be lawful for the Municipality of any County, City, Town or Township interested in the said Railway or otherwise, to pay out of the funds of such Municipality such preliminary expenses, which sums shall be refunded to such Municipality from the stock of the said Company or be allowed in payment of stock.

Proviso: as to preliminary expenses.

5. All manufacturing, mining or other trading Corporations carrying on their operations, in whole or in part, within the limits of the Counties of Missisquoi and Brome, whether incorporated by special Act, or under any general Act, may subscribe for or otherwise acquire, and may hold, any number of shares of the capital stock of the said Company, and may dispose of the same at pleasure.

Certain manufacturing, &c., companies may take stock. 6. The Honorable Thomas Wood, Galloway L. Kemp, George H. Boright, George C. Dyer, R. F. Hamilton, Sheldon N. Boright, R. L. Galer, J. B. Gibson, M.D., Edward Finley, William C. Baker, J. A. Galer and Brown Chamberlin, Esquires, shall be and are hereby constituted a Board of Directors of the said Company, and shall hold office as such until other Directors shall be appointed under the provisions of this Act, by the Shareholders, and shall have power and authority to fill vacancies occurring thereon, to associate with themselves thereon not more than five other persons, who shall thereupon become and be Directors of the Company equally with themselves,—to open Stock Books and procure subscriptions for the undertaking, to make calls upon the subscribers, to cause surveys and plans to be made and executed, to call a general meeting of Shareholders for the election of other Directors as hereinafter provided, and generally to do all such other acts as such Board under the Railway Act may lawfully do.

First Directors and their powers. 7. The said Directors are hereby empowered to take all necessary steps for opening the Stock Books for the subscription of parties desirous of becoming Shareholders in the said Company, and all parties subscribing to the capital stock of the said Company, shall be considered proprietors and partners in the same.

Subscriptions for stock. 8. When and so soon as one-tenth part of the said capital stock shall have been subscribed, as aforesaid, the said Directors, or a majority of them, may call a meeting of Shareholders at such time and place as they shall think proper, giving at least two weeks' notice in one or more newspapers published in the City of Montreal, and in (or as near as may be to) the counties through which the said Railway shall pass, at which the said general meeting and at the annual general meetings in the following sections

mentioned, the Shareholders present either in person or by proxy, shall elect not less than seven nor more than ten Directors in the manner and qualified as hereinafter provided, which said Directors shall constitute a Board of Directors, and shall hold office until the 5 first Monday in September in the year following their election.

9. On the said first Monday in September, and on the first Monday in September in each year thereafter, at the principal office of the said Company, there shall be holden a general meeting of the shareholders of the said Company, at which meeting the said shareholders shall elect a like number of not less than seven nor more than ten Directors for the then ensuing year, in manner and qualified as hereinafter provided; and public notice of such annual general meeting and election shall be published one month before the day of election, in one or more newspapers published in the towns 10 and counties along the line of railroad; and the elections for Directors shall be by ballot, and the persons so elected, together with the *ex-officio* Directors, under "The Railway Act," shall form the Board of Directors. Annual elections of directors.

10. Five Directors shall form a *quorum* for the transaction of business, and the said Board of Directors may employ one or more of their number as paid Director or Directors; Provided, however, that no person shall be elected a Director unless he shall be the holder and owner of at least ten shares of the stock of the said Company, and shall have paid up all calls on the said stock. Quorum of directors, &c. Qualification.

11. In the elections of Directors under this Act, and in the transaction of all business at General Shareholders' Meetings, each shareholder shall be entitled to as many votes as he holds shares upon which the calls have been paid up. One vote for each share.

12. The Directors may at any time call upon the shareholders for 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, no such instalment exceeding ten per cent., and giving one month's notice thereof, in such manner as the Directors may appoint. Calls on shares.

13. All deeds and conveyances of lands to the said Company for the purposes of this Act, in so far as circumstances will admit, may be in the form given in Schedule A, to this Act subjoined, or in any other form to the like effect; and for the purposes of due en- 40 registration of the same, all Registrars in their respective Counties, are required to be furnished by, and at the expense of the said Company, with a book with copies of the forms given in the said Schedule A, one to be printed on each page, leaving the necessary blanks to suit the circumstances on each separate conveyance, and shall, upon the production and proof of due execution of any such conveyance, enter the same without any memorial, and shall minute 45 the enregistration or entry on the Deed, and the Registrar shall charge and receive from the said Company for all fees, on every such enregistration, fifty cents, and no more, and such enregistration shall be deemed to be valid in law; any Statute or provision of law to the contrary notwithstanding.

14. The said Company shall have power and authority to become parties to Promissory Notes and Bills of Exchange, for sums not less than one hundred dollars, and any such Promissory Note made or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer of the said Company, and under the authority of a majority of a quorum of the Directors, shall be binding on the said Company; and every 55 such Promissory Note or Bill of Exchange so made, shall be pre- Company may become parties to notes, &c.

sumed to have been made with proper authority until the contrary be shewn, and in no case shall it be necessary to have the seal of the said Company affixed to such Promissory Note or Bill of Exchange, nor shall the said President, or Vice-President, or the Secretary and Treasurer, be individually responsible for the same, unless the said Promissory Notes or Bills of Exchange have been issued without the sanction and authority of the Board of Directors as herein provided and enacted; provided, however, that nothing in this section shall be construed to authorize the said Company to issue Notes or Bills of Exchange payable to bearer, or intended to be circulated as money or as the notes or bills of a bank.

Proviso.

15. The Directors of the said Company shall have the power, upon being duly authorized thereto by a vote of a majority of stockholders in the said Company, present at any Annual Meeting in the month of September, for the purpose of electing Directors, to issue their Bonds, made and signed by the President and Vice-President of the said Company, and countersigned by the Secretary and Treasurer, and under the seal of the said Company, for the purpose of raising money for prosecuting the undertaking, and such Bonds shall be and be considered to be privileged claims upon the property of the said Company, and shall bear *hypothèque* upon the said Railway without registration; provided, however, that no such Bonds bearing such *hypothèque* shall be issued until after ten per cent. of the whole Capital Stock of the said Company, as provided by this Act, shall have been expended in and upon the said Railway; and provided also, that the whole amount raised upon such Bonds shall not exceed five hundred thousand pounds.

Bonds for raising money by loan, bearing hypothec.

Proviso.

Proviso.

16. 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 the payment of such freight be made, and in the meantime such goods shall be at the risk of the owner, and if such goods be of a perishable nature, the said Company shall have a 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 are not of a perishable nature, and shall remain unclaimed for twelve months, the Company may, after giving one month's notice in two newspapers nearest the place where the goods may be, dispose of the same by public auction, and the proceeds of the sale, after paying the freight and cost of sale, shall be handed over to the owner if he shall claim the same.

Enforcing payment of freight on goods.

Agreements with other companies.

17. It shall be lawful for the said Company to enter into an agreement with the Stanstead, Shefford and Chambly Railway Company, or the Montreal and Vermont Junction Railway Company, for the establishment of the north western terminus of their railway at any station within Canada on the line of either of the said Railways instead of at the Town of St. John's, or may without such agreement so establish said terminus, and thence to connect as aforesaid with the Missisquoi Railroad and the Connecticut and Passumpsic Rivers Railroad; and may also enter into agreements with the said Railway Companies or any other Railway Company either in Canada or in any Foreign State, for leasing the said Railway or any part thereof, or the use thereof, at any time or times, to such other Company, or for leasing or hiring from such other Company, any Railroad or part thereof, or the use thereof, or for leasing or hiring any locomotives, tenders, or moveable property, and generally to make any agreement or agreements with any such other Company touching the use by one or the other or by both Companies, of the Railroad or moveable property of either or of both, or any part thereof, or touching any service to be rendered by the one Company to the

other, and the compensation therefor, and any such agreement shall be valid and binding, and shall be enforced by Courts of Law, according to the terms and tenor thereof; and any locomotive, car, carriage, or tender of any Foreign Railway Company brought into this Province in pursuance of any such agreement, but remaining the property of such foreign company as intended to pass regularly along the said Railway between Canada and a Foreign State, shall for all purposes of the Laws relative to Customs, be considered as carriages of travellers coming into Canada, with the intent of immediately leaving it again.

Cars from
U. S.

18. The Directors of the said Company elected by the shareholders in accordance with the provisions of this Act shall have power and authority to enter into and conclude any arrangements with any other Chartered Railway Company, for the purpose of making any branch or branches to facilitate a connection between this Company and such other Chartered Railway Company, and shall have full power and authority to negotiate with any Company having the chartered right of constructing a bridge across the St. Lawrence River, at or near the City of Montreal, for the right of using the said bridge for the purposes of the Railway, and the advantage and benefit of the Company hereby incorporated.

Agreements
for branches,
or use of any
railway
bridge.

19. 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, any wild lands of the Crown along the line of the said Railway which may be necessary for the said Railway, with the consent of the Governor in Council, and also so much of the land covered with the waters of any river, stream, lake or canal, as may be necessary for the works of the said Railway; provided that if the said Railway shall cross any navigable river or canal, it shall not be lawful for the said Company to obstruct the navigation of such river or the use of such canal, save and except under and subject to such rules and regulations as may be made from time to time by the Governor in Council, with reference to draw or swing-bridges for the passage of vessels, boats or rafts.

Use of wild
lands of the
Crown; lands
covered with
water, &c.

Regulations.

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

Aliens may
vote, &c.

21. The Government of Canada 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 of all the rights and advantages vested in the said Company, upon giving four months' notice of the intention to assume the said Railway and works.

Government
may assume
the works.

22. In the event of such assumption as aforesaid, the said Company shall make out and submit to the Government of Canada a statement and account in writing of all moneys then expended, and all their ascertained liabilities, and the Provincial Government shall within four months from the time of receiving the said account, pay to the said Company the amount of money so expended, and the amount of such liabilities, with interest at six per cent. and with an addition of ten per cent.; and the Government shall also from time to time pay all such liabilities as shall be further ascertained and established against the said Company; Provided always, that in case of a difference between the Government and the Company as to the amount so to be paid by

Compensation
in such
case.

Proviso.

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 a 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 the Superior Court. 5

SCHEDULE A.

FORM OF DEED OF SALE.

Know all men by these presents, that I, A.B., of do hereby, in consideration of paid to me by the Richelieu and Passumpsic Rivers Junction Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said Richelieu and Passumpsic Rivers Junction Railway Company, their successors and assigns, all that tract or parcel of land, (*describe the land*) 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 land and premises unto the said Company, their successors and assigns forever.

Witness my hand and seal, this day of one thousand eight hundred and

Signed, sealed and delivered, in presence of

A. B.

[L.S.]