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No. 20.

4th Session, 8th Parliament, 62 Victoria, 1899

BILL

An Act to incorporate the Zenith Mining
and Railway Company,

First reading, April 4, 1889.

(PRIVATE BILL.)

Mr. POUPORE.

OTTAWA
Printed by S. E. DAWSON
Printer to the Queen's most Excellent Majesty
1899

An Act to incorporate the Zenith Mining and Railway Company.

WHEREAS a petition has been presented praying that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, declares and enacts as follows:—

Preamble.

1. H. J. Beemer, of the city of Montreal, W. J. Poupore, of the city of Ottawa, James Conmee, of the town of Port Arthur, F. McDougal, P. W. Resseman and Leopold Meyer, all of the city of Ottawa, together with such persons as become 10 shareholders in the company, are hereby incorporated under the name of "The Zenith Mining and Railway Company," hereinafter called "the Company."

Incorporation.

Corporate name.

2. The undertaking of the Company is hereby declared to be a work for the general advantage of Canada.

Declaratory.

3. The persons named in section 1 of this Act are hereby constituted provisional directors of the Company.

Provisional directors.

4. The capital stock of the Company shall be five hundred thousand dollars, and may be called up by the directors from time to time as they deem necessary, but no one call shall 20 exceed ten per cent on the shares subscribed.

Capital stock and calls thereon.

5. The head office of the Company shall be in the city of Ottawa, or at such other place in Canada as the directors from time to time determine by by-law.

Head office.

6. The annual meeting of the shareholders shall be held on 25 the first Tuesday in September in each year.

Annual meeting.

7. At such meeting the subscribers for the capital stock assembled, who have paid all calls due on their shares, shall choose five persons to be directors of the Company, one or more of whom may be paid directors.

Election of directors.

8. The directors may vote and act by proxy, but such proxies shall be held by directors only, and no director shall hold more than two proxies.

Proxies of directors.

2. No appointment of a proxy to vote at any meeting of the directors shall be valid for that purpose unless it has been 35 made or renewed in writing within one year next preceding the time of such meeting.

Renewal of proxies.

Quorum of directors.

3. No meeting of directors shall be competent to transact business unless at least two directors are present thereat.

Line of railway described.

9. The Company may lay out, construct and operate a railway of any gauge from a point at or near mining location 30 T, north-east of Nopigon Bay, Lake Superior, in a southerly direction to a point on Lake Superior, crossing the Canadian Pacific Railway at or near Schreiber, or Rossport, or some point between the said places. 5

Conversion of gauge.

2. In the event of the railway or any portion thereof being in the first instance constructed of a gauge of less than four feet eight and one-half inches, it may be converted by the Company into the standard gauge.

Powers of Company. Vessels.

10. The Company may—
(a) construct, acquire, navigate, and dispose of, steam and other vessels on any lakes, rivers, or other navigable waters as 15 it deems proper and expedient, and may enter into agreements with the owners of steam and other vessels for such purposes, and may carry on upon the said waters the business of transportation ;

Roads, docks, buildings, etc.

(b) construct, acquire, maintain, and use ways, roads, tram- 20 ways, ferries, docks, piers, wharfs, bridges, viaducts, aqueducts, flumes, ditches, elevators, warehouses and other buildings and works in connection with its undertaking ;

Mining rights.

(c) locate, lease, acquire, work and sell mines, minerals, and mining rights, timber and timber lands, and the products 25 thereof ; and may develop such mines, and may crush, smelt, reduce, amalgamate and dispose of the ores and products of any mines ;

Patent rights.

(d) acquire and dispose of any rights in letters patent, franchises or patent rights for the purposes of the works and 30 undertaking hereby authorized.

Bond issue limited.

11. The Company may issue bonds, debentures, or other securities to the extent of fifteen thousand dollars per mile of its railway and branches, and such bonds, debentures or other securities may be issued only in proportion to the length of 35 railway constructed or under contract to be constructed.

Borrowing powers.

12. In addition to the powers mentioned in the next preceding section, the Company may, for the purpose of its undertaking other than the railway, when authorized by by-law for that purpose approved of by the votes of at least two-thirds in 40 value of the shareholders qualified to vote, who are present or represented by proxy at a special general meeting called for considering such by-law, borrow such sums of money not exceeding in amount seventy-five per cent of its then paid-up capital stock as the shareholders deem necessary, and issue 45 bonds or debentures therefor in sums of not less than one hundred dollars or its equivalent in sterling money each, at such rates of interest and payable at such times and places and secured in such manner by mortgage or otherwise upon the whole or any portion of the property of the Company as 50 are prescribed in such by-law or decided upon by the directors under the authority thereof.

13. In addition to the powers conferred by section 39 of *The Railway Act* the directors of the Company elected by the shareholders may make and issue as paid-up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for property of any kind acquired by the Company; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Issue of paid-up stock.

14. The Company may enter into an agreement with the Canadian Pacific Railway Company for conveying or leasing to such company the railway of the Company, in whole or in part, or any rights or powers acquired under this Act respecting its railway, as also the franchises, surveys, plans, works, plant, material, machinery and other property pertaining to such railway, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit; provided that such agreement has been first approved by two-thirds of the votes at a special general meeting of the shareholders duly called for the purpose of considering it—at which meeting shareholders representing at least two-thirds in value of the stock are present or represented by proxy—and that such agreement has also received the sanction of the Governor in Council.

Agreement with C. P. R.

Approval of shareholders and Governor in Council.

2. Such sanction shall not be signified until after notice of the proposed application therefor has been published in the manner and for the time set forth in section 239 of *The Railway Act*, and also for a like period in one newspaper in each of the electoral districts through which the railway of the Company runs and in which a newspaper is published.

Notice of application for sanction.

3. A duplicate of the agreement referred to in subsection 1 of this section, duly ratified and approved, shall, within thirty days after its execution, be filed in the office of the Secretary of State of Canada, and notice thereof shall be given by the Company in the *Canada Gazette*, and the production of the *Canada Gazette* containing such notice shall be prima facie evidence of the requirements of this Act having been complied with.

Agreement to be filed.

15. The *Companies Clauses Act* shall not apply to the Company.

R.S.C., c. 118.