

Technical and Bibliographic Notes / Notes techniques et bibliographiques

The Institute has attempted to obtain the best original copy available for scanning. Features of this copy which may be bibliographically unique, which may alter any of the images in the reproduction, or which may significantly change the usual method of scanning are checked below.

L'Institut a numérisé le meilleur exemplaire qu'il lui a été possible de se procurer. Les détails de cet exemplaire qui sont peut-être uniques du point de vue bibliographique, qui peuvent modifier une image reproduite, ou qui peuvent exiger une modification dans la méthode normale de numérisation sont indiqués ci-dessous.

- | | | | |
|-------------------------------------|---|---|---|
| <input type="checkbox"/> | Coloured covers /
Couverture de couleur | <input type="checkbox"/> | Coloured pages / Pages de couleur |
| <input type="checkbox"/> | Covers damaged /
Couverture endommagée | <input type="checkbox"/> | Pages damaged / Pages endommagées |
| <input type="checkbox"/> | Covers restored and/or laminated /
Couverture restaurée et/ou pelliculée | <input type="checkbox"/> | Pages restored and/or laminated /
Pages restaurées et/ou pelliculées |
| <input type="checkbox"/> | Cover title missing /
Le titre de couverture manque | <input checked="" type="checkbox"/> | Pages discoloured, stained or foxed/
Pages décolorées, tachetées ou piquées |
| <input type="checkbox"/> | Coloured maps /
Cartes géographiques en couleur | <input type="checkbox"/> | Pages detached / Pages détachées |
| <input type="checkbox"/> | Coloured ink (i.e. other than blue or black) /
Encre de couleur (i.e. autre que bleue ou noire) | <input checked="" type="checkbox"/> | Showthrough / Transparence |
| <input type="checkbox"/> | Coloured plates and/or illustrations /
Planches et/ou illustrations en couleur | <input checked="" type="checkbox"/> | Quality of print varies /
Qualité inégale de l'impression |
| <input checked="" type="checkbox"/> | Bound with other material /
Relié avec d'autres documents | <input type="checkbox"/> | Includes supplementary materials /
Comprend du matériel supplémentaire |
| <input type="checkbox"/> | Only edition available /
Seule édition disponible | <input type="checkbox"/> | Blank leaves added during restorations may
appear within the text. Whenever possible, these
have been omitted from scanning / Il se peut que
certaines pages blanches ajoutées lors d'une
restauration apparaissent dans le texte, mais,
lorsque cela était possible, ces pages n'ont pas
été numérisées. |
| <input checked="" type="checkbox"/> | Tight binding may cause shadows or distortion
along interior margin / La reliure serrée peut
causer de l'ombre ou de la distorsion le long de la
marge intérieure. | | |
| <input checked="" type="checkbox"/> | Additional comments /
Commentaires supplémentaires: | Various pagings.

Pages 34 & 164 are incorrectly numbered pages 31 & 161. | |

ACTS
OF THE
PARLIAMENT
OF THE
DOMINION OF CANADA,
PASSED IN THE
FORTY-FIFTH YEAR OF THE REIGN OF HER MAJESTY
QUEEN VICTORIA,

AND IN THE
FOURTH SESSION OF THE FOURTH PARLIAMENT,

*Begun and holden at Ottawa, on the ninth day of February, and closed
by Prorogation on the seventeenth day of May, 1882.*



HIS EXCELLENCY
THE RIGHT HONORABLE SIR JOHN DOUGLAS SUTHERLAND CAMPBELL,
(Commonly called THE MARQUIS OF LORNE,)
GOVERNOR GENERAL.

VOL. II.
LOCAL AND PRIVATE ACTS.

OTTAWA:
PRINTED BY BROWN CHAMBERLIN,
LAW PRINTER TO THE QUEEN'S MOST EXCELLENT MAJESTY,
ANNO DOMINI, 1882.



45 VICTORIA.

CHAP. 56.

An Act for the relief of the Bank of Prince Edward Island.

[Assented to 3rd March, 1882]

WHEREAS the bank incorporated by the name of "The President, Directors and Company of the Bank of Prince Edward Island," by Statute of the Legislature of Prince Edward Island, passed in the eighteenth year of Her Majesty's reign, was compelled by unforeseen losses and difficulties, to suspend payment on the twenty-eighth day of November, 1881, and under the provisions of the said Act, if such suspension continues for ninety days from that last mentioned, the charter of the bank will be forfeited except only for the purpose of winding up its affairs and business, unless legislative provision be made for its relief; and whereas it appears that since the said suspension, efforts have been made, and negotiations entered into, in England and elsewhere, for the purpose of enabling the bank to resume payment, and it has been satisfactorily shown that there is every reason to believe that such efforts and negotiations will be successful, and that the bank will be able within the period hereinafter mentioned, to resume payment; and whereas, in the interest of the public and more especially of the people of the said Province, it is expedient that the relief prayed for by the said bank be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

Period for resumption of payment under Act of incorporation.

1. The period of ninety days, during which the said bank may resume payment without forfeiture of its charter, is hereby extended for ninety days after the passing of this Act; and if within that period the said bank resumes and continues payment in specie or Dominion notes, its charter shall continue in force as if no such suspension of payment as aforesaid by the bank had occurred.

Period for resumption of payment extended.

Provision if this Act be not passed within the 90 days last mentioned.

2. If the said period of ninety days should have expired before the passing of this Act, the effect of the preceding section and provisions shall be retroactive, and the charter of the bank shall, on the conditions therein mentioned, be, and be held to have been, revived and continued, as if this Act had been passed before the expiration of the said ninety days.

CHAP. 57.

An Act to reduce the capital stock of the Ontario Bank and to change the nominal value of the shares thereof, and for other purposes.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the existing subscribed and paid-up capital stock of the Ontario bank is three million dollars, divided into seventy-five thousand shares of the nominal value of forty dollars each; and whereas owing to losses in the course of its business, the actual value of the said stock has been greatly reduced; and whereas the shareholders of the said bank have authorized an application to be made by the Board of Directors to Parliament for a reduction of the said capital; and whereas the Board of Directors of the said bank have, by their petition, represented that for the proper carrying on of its business the said capital should be reduced to one million five hundred thousand dollars and divided into fifteen thousand shares of the nominal value of one hundred dollars each distributed *pro rata* amongst existing shareholders, and have prayed for the passing of an Act for that purpose, 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, enacts as follows:—

Capital stock reduced.

1. The capital stock of the said Ontario bank is hereby reduced to one million five hundred thousand dollars, and divided into fifteen thousand shares of the nominal value of one hundred dollars each.

Proportionate reduction of number and value of shares.

2. For every five shares of the existing stock of the nominal value of forty dollars each held by any shareholder or shareholders jointly, he or they is or are entitled to one share in the said capital stock of one million five hundred thousand dollars.

3. Where any shareholder holds less than five shares of the existing stock it shall be lawful for him to purchase a sufficient number of such shares to make up five shares of the existing stock so as to entitle him to one share of the reduced stock.

Shares may be purchased to make up five.

4. In any case in which a shareholder holds less than five of the existing shares and is unable to acquire a sufficient number of shares to make up five shares, such shareholder may surrender to the bank such existing shares; and in every case wherein any shareholder holds such a number of existing shares as are not divisible into new shares without a remainder, and whenever such shareholder is unable to make arrangements with other shareholders, by buying or selling or otherwise, as the case may be, so that he shall hold a number of shares which is so divisible without remainder, then such shareholder, together with any number of other shareholders in the same position, may surrender to the said bank the surplus or indivisible shares held by them; and thereupon new stock therefor shall be issued to them or any of them conjointly, in order that they may dispose of the same for their joint benefit: and if on the fifteenth day of May next, any such existing shares remain unconverted, the Directors of the said bank shall have the right to issue new shares in lieu thereof in the proportion aforesaid, and to cause such new shares to be sold in such manner as the said Directors of the bank shall deem likely to produce the largest return therefor; and thereafter they shall distribute the net proceeds of such sale among the shareholders entitled thereto.

Provision if number of shares held is not evenly divisible by five.

Provision if any shares remain unconverted on 15th May, 1882. *But see Chap. 58.*

5. The register of shareholders of the said bank shall be amended in accordance with the provisions of this Act.

Register to be amended.

6. Except for the purposes hereinbefore set forth the existing shares of the said stock are hereby extinguished.

Existing shares extinguished.

7. Nothing herein contained shall prejudice any claim of creditors of the said bank.

Rights of creditors saved.

CHAP. 58

An Act to amend the Act of the present Session, intituled "An Act to reduce the capital stock of the Ontario Bank and to change the nominal value of the shares thereof, and for other purposes."

[Assented to 17th May, 1882.]

IN amendment of the Act passed in the present Session of the Parliament of Canada, intituled "An Act to reduce the
Preamble. 45 V., c. 57.
the

the capital stock of the Ontario Bank and to change the nominal value of the shares thereof, and for other purposes:" Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Section 4
of chap. 57,
amended.

1. The fourth section of the Act above cited is hereby amended by striking out the word "fifteenth" in the sixteenth line thereof, and by inserting the words "thirty-first" in lieu thereof; and also by striking out the word "next" in the seventeenth line thereof, and by inserting the words "in the present year, one thousand eight hundred and eighty-two" in lieu thereof.

CHAP. 59.

An Act to revive and amend the Charter of the Chartered Bank of London and North America, and to change the name thereof to "The Chartered Bank of London and Winnipeg."

[Assented to 17th May 1882.]

Preamble.
39 V., c. 40.

WHEREAS certain of the corporators of the Chartered Bank of London and North America, incorporated by Statute passed in the thirty-ninth year of Her Majesty Queen Victoria, and chartered forty, to wit: James Domville, M.P., of Kingshurst, Province of New Brunswick, and the Honorable Henry Adolphus Newman Kaulbach, Senator, of Lunenburg, Nova Scotia, and certain other persons, have by their petition prayed that the said Act may be revived and amended, by changing the name of the bank to "The Chartered Bank of London and Winnipeg," and by extending the time during which the said Act shall remain in force as set forth in section eight thereof, as hereinafter amended, and the time during which the certificate from the Treasury Board may be obtained to two years from and after the passing of this Act, and by reducing the capital stock of the said bank to one million dollars; by changing the head office of the same from the City of Montreal to the City of Winnipeg; and also that certain persons residing in the City of Winnipeg may be added as corporators; and whereas 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, enacts as follows:—

Act revived
and continued
and name of
bank chang-

1. The said Act is hereby revived and continued and the corporate name of the said "The Chartered Bank of London and North America" is hereby changed, and James Domville,

Domville, M.P., the Honorable Henry Adolphus Newman Kaulbach, Senator, the Honorable John Norquay, M.P.P., Provincial Treasurer of the Province of Manitoba, James Isbester, of the village of Rat Portage, in the said Province, contractor, Thomas Clarkson Scoble, of the City of Winnipeg, Esquire, and Alexander Logan, Mayor of the said City of Winnipeg, are hereby constituted and declared to be a corporation, body politic and corporate, under the name of "The Chartered Bank of London and Winnipeg," in lieu of the persons by the said Act incorporated under the name of "The Chartered Bank of London and North America."

ed. Certain persons substituted as corporators.

Corporate name.

2. The second section of the Act hereinbefore cited is hereby repealed, and the following substituted in lieu thereof :—

Section 2 of Act repealed.

"2. The capital stock of the said bank shall be one million dollars, divided into ten thousand shares of one hundred dollars each,—which said shares shall be and are hereby vested in the several persons who shall subscribe for the same."

New section substituted. Capital and shares.

3. Section three of the said Act is hereby repealed and for the purpose of organizing the said bank, and of raising the amount of the said capital stock, the persons in the first section of this Act mentioned by name shall be provisional Directors thereof, and they, or a majority of them, may cause stock books to be opened, after giving due notice thereof in the *Canada Gazette*,—upon which stock books shall and may be received the signatures and subscriptions of such parties or persons as desire to become shareholders in the said Bank ; and such books shall be opened at Winnipeg and elsewhere at the discretion of the provisional Directors and shall be kept open as long as they shall deem necessary : and as soon as five hundred thousand dollars of the said capital stock shall have been subscribed upon the stock books, and one hundred thousand dollars thereof actually paid into some one of the present chartered banks in Canada, and a certificate shall have been obtained from the Treasury Board, that it has been proved to their satisfaction that such amounts of the capital have been *bona fide* subscribed for and paid respectively, a public meeting shall be called of the subscribers thereof by notice, published for at least two weeks in two newspapers of the said City of Winnipeg,—such meeting to be held in Winnipeg aforesaid, at such time and place therein as such notice shall indicate ; and at such meeting the subscribers shall proceed to elect seven Directors having the requisite stock qualification, who shall thenceforward manage the affairs of the said corporation, shall take charge of the stock-books hereinbefore referred to, and shall continue in office until the first Wednesday in July, which shall be in the year next after the year in which they

Section 3 repealed.

Provisional Directors and their powers.

Conditions precedent to the bank's going into operation.

General meeting of subscribers and election of directors.

they are so elected, and until their successors in office shall be duly elected; and immediately upon such election being had, the functions of the said provisional Directors shall cease.

Section 5 amended.

4. The fifth section of the said Act is hereby amended by substituting the word "Winnipeg" for "Montreal" wherever the same occurs in the said section.

Section 7 repealed.

5. The seventh section of the said Act is hereby repealed, and the said Bank shall obtain from the Treasury Board within two years from and after the passing of this Act, the certificate mentioned and required by section seven of the "*Act relating to Banks and Banking*," passed in the thirty-fourth year of Her Majesty's reign, chapter five; and if at least two hundred thousand dollars of the subscribed capital of such bank has not been paid up before it shall have commenced business, such further amount as shall be required to complete the said sum shall be called in and paid up within one year thereafter; and in the event of failure to comply with any of the provisions in this section contained, this Act shall become and be null and void, and of no effect, and the charter hereby granted, and all and every the rights and privileges hereby conferred, shall be forfeited.

When the certificate under 34 V., c. 5 must be obtained and a certain sum paid up.

Penalty for failure.

Section 8 amended.

6. The eighth section of the said Act is hereby amended by striking out the word "eighty" in the said section, and substituting in lieu thereof the word "ninety."

CHAP. 60.

An Act respecting the Exchange Bank of Yarmouth h
Nova Scotia.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the Exchange Bank of Yarmouth, Nova Scotia, has, by its petition, represented that owing to recent heavy and unexpected losses, the capital of the Bank has been impaired and the value of the shares reduced, whereby it has been found necessary to suspend the payment of dividends; that it is most important, in the interest of the shareholders, that the payment of dividends should be resumed as soon as possible; and for that purpose, and in order that a fair market value for the stock may be established, it is necessary that the capital stock of the said Bank should be reduced to the extent of thirty per cent, and the nominal

nominal value of the said stock and the shares thereof, made to agree with the actual value of the same; and that at the last annual general meeting of the shareholders of the said Bank, the report of the Directors thereof, recommending that the paid-up capital of the said Bank should be reduced thirty per cent, was received and adopted by vote of the said meeting; and whereas the said Bank has, by its said petition, prayed for the passing of an Act to that end, 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, enacts as follows:—

1. The capital stock of the said Bank is hereby reduced from four hundred thousand dollars to two hundred and eighty thousand dollars, divided into four thousand shares of seventy dollars each, and the nominal value of the existing subscribed shares is also reduced from one hundred dollars each to seventy dollars each, and the total amount of the paid up capital stock of the said Bank is reduced in proportion.

Capital stock reduced.

And nominal value of shares.

2. Nothing in this Act contained or done hereunder shall in any way affect or diminish the present liability of holders of shares not paid up, to payment in full of such shares to the extent of their present nominal value, or lessen or vary the liability of the shareholders of the said Bank to the present creditors thereof.

Present liability of shareholders not affected.

CHAP. 61

An Act to incorporate the Manitoba Bank.

[Assented to 17th May, 1882.]

WHEREAS the persons hereinafter named, by their petition, have prayed that they may be incorporated for the purpose of carrying on the business of banking; and whereas 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, enacts as follows:—

Preamble.

1. James H. Ashdown, Robert J. Whitla, George Wishart, the Honorable W. N. Kennedy, D. H. McMillan, M.P.P.; George Winks, J. H. Brock, Alexander Murray and such other persons as may become shareholders in the corporation hereby created, shall be and they are hereby created, constituted and declared

Certain persons incorporated.

Corporate name and powers. declared to be a corporation, body corporate and politic, under the name of "The Manitoba Bank," and as such shall have perpetual succession and a common seal, and also all other powers incident to and necessary for the purposes hereinafter declared.

Capital stock and shares. 2. The capital stock of the said Bank shall be one million of dollars, divided into ten thousand shares of one hundred dollars each, and its chief office shall be at the City of Winnipeg in the Province of Manitoba.

Provisional directors and their powers. 3. For the purpose of organizing the said Bank, the persons hereinbefore mentioned by name shall be provisional Directors thereof; and they, or a majority of them, may cause stock books to be opened, after giving due notice thereof,—
Stock books. upon which stock books shall and may be received, the signatures and subscriptions of such parties or persons as desire to become shareholders in the said Bank; and such books shall be opened at Winnipeg and elsewhere at the discretion of the provisional Directors, or a majority of them, and shall be kept open so long as they shall deem necessary.

First meeting of shareholders. 4. So soon as five hundred thousand dollars of capital stock shall have been subscribed upon the said stock books, and one hundred thousand dollars thereof actually paid into some one of the present chartered banks of Canada, a general meeting of the subscribers thereof shall be called, by notice published for at least four weeks in a newspaper of the City of Winnipeg and in the *Canada Gazette*; such meeting shall be held in Winnipeg at such time as such notice shall indicate.

Time and place and notice.

Election of directors. 5. At such meeting the subscribers shall proceed to elect seven Directors having the requisite stock qualification, who, from thenceforth, shall manage the affairs of the said corporation, shall take charge of the stock books hereinbefore referred to, and shall continue in office until the first Wednesday in the month of July, which shall be in the year next after the year in which they are so elected, and until their successors in office are duly elected; and immediately upon such election being had the functions of the said provisional Directors shall cease.

Term of office.

General Acts 34 V., c. 5, and its amendments to apply. 6. The Act passed in the thirty-fourth year of Her Majesty's reign intituled "*An Act relating to Banks and Banking*" and the amendments thereto, and all the provisions of the said Act and amendments, shall apply to the bank hereby incorporated in the same manner as if they were expressly incorporated with this Act, excepting so far as such provisions relate only to banks already in existence or to banks *en commandite*.

Exception.

7. The said Bank shall obtain from the Treasury Board within two years from and after the passing of this Act the certificate required by section seven of the said "*Act relating to Banks and Banking*;" and if at least two hundred thousand dollars of the subscribed capital of such bank has not been paid up before it shall have commenced business, such further amount as shall be required to complete the said sum shall be called in and paid up within one year thereafter; and in the event of failure to comply with any of the provisions in this section contained, this Act shall become and be null and void, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

Certificate of treasury board under 34 V., c. 5, to be obtained within two years.

8. This Act shall remain in force until the first day of July, in the year of Our Lord, one thousand eight hundred and ninety-one.

Duration of Act.

CHAP. 62.

An Act to incorporate the North-Western Bank.

[Assented to 17th May, 1882.]

WHEREAS Jeremiah H. Long, Joshua Richardson, John Rice, Aaron Ross, Robert John Gunn, William Northwood, John Rice, merchant, Andrew Northwood, F. Marx, George Young Smith and others, have by their petition prayed that they and their legal representatives may be incorporated for the purpose of establishing a Bank in the City of Winnipeg; 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, enacts as follows:—

Preamble.

1. The several persons hereinabove named, and such other persons as may be shareholders in the corporation to be by this Act created, and their assigns, shall be and they are hereby created, constituted and declared to be a corporation, body corporate and politic, by the name of "The North-Western Bank," and shall continue such corporation, and shall have perpetual succession, and a corporate seal with power to alter and change the same at pleasure, and may sue and be sued, implead or be impleaded in all courts of law.

Certain persons incorporated.

Corporate name and powers.

2. The capital stock of the said Bank shall be one million of dollars of lawful money of Canada, divided into ten thousand shares of one hundred dollars of lawful money aforesaid each,

Capital stock and shares.

each,—which said shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns; and the chief office of the Bank shall be at the City of Winnipeg.

Chief office.

3. For the purpose of organizing the said Bank, the persons hereinbefore mentioned by name shall be provisional Directors thereof; and they or the majority of them may cause stock books to be opened after giving due public notice thereof,—upon which stock books may be recorded the subscription of such persons as desire to become shareholders in the said Bank; and such books shall be opened at Whitby, Ontario, and elsewhere at the discretion of the said provisional Directors, and remain open so long as they deem necessary: and as soon as the sum of five hundred thousand dollars of the said capital stock has been subscribed, and one hundred thousand dollars actually paid into some one of the present chartered banks in Canada, thereupon it shall and may be lawful for the said provisional Directors to call a meeting of subscribers by notice published in the *Canada Gazette*, and in two newspapers, one in Whitby, Ontario, and the other at Winnipeg, during at least two weeks,—such meeting to be held either in Whitby or Winnipeg at such time as such notice shall indicate and specify; and at such meeting the subscribers shall proceed to elect seven Directors, having the requisite stock qualification, who shall, from thenceforth, direct the affairs of the said corporation, shall assume the charge of the stock books hereinbefore referred to, and shall remain in office until the second Tuesday in June, which shall be in the year next after the year in which they are so elected, and until such time as their successors in office shall be duly and regularly elected in the manner provided by law in respect of the annual election of Directors; and upon such election being held the functions of the said provisional Directors shall cease.

Provisional directors.

Stock books to be opened.

First general meeting of shareholders.

Election of directors.

Term of office.

Number of directors may be varied.

4. The number of Directors of the said Bank shall be seven, subject to be diminished or increased from time to time, by by-law of the Bank.

General Acts 34 V., c. 5, and its amendments to apply.

5. The Act passed in the thirty-fourth year of Her Majesty's reign intituled "*An Act relating to Banks and Banking*," and all Acts amending the same, and all the provisions thereof shall apply to the Bank hereby incorporated, excepting so far as such provisions relate only to Banks already in existence or to Banks *en commandite*.

Exception.

Certificate from treasury board under 34 V., c. 5, to be obtained within twelve months.

6. The said Bank shall obtain from the Treasury Board within twelve months after the passing of this Act the certificate required by section seven of the said "*Act relating to Banks and Banking*," passed in the thirty-fourth year of

of Her Majesty's reign, chapter five; and if at least two hundred thousand dollars of the subscribed capital of such bank has not been paid up before it shall have commenced business, such further amount as shall be required to complete the said sum shall be called in and paid up within one year thereafter; and in the event of failure to comply with any of the provisions in this section contained, this Act shall become and be null and void and of no effect, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

\$200,000 must be subscribed and all provisions of Act complied with within certain periods, on pain of forfeiture.

7. This Act shall remain in force until the first of July, in the year of Our Lord one thousand eight hundred and ninety-one.

Duration of Act.

CHAP. 63.

An Act to incorporate the Planters' Bank of Canada.

[Assented to 17th May, 1882.]

WHEREAS the persons hereinafter named and others, by their petition, have prayed that they may be incorporated for the purpose of establishing a Bank in the City of Montreal, with a view to more direct trade relations between the Dominion of Canada and the West India Islands, 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, enacts as follows:—

Preamble.

1. The Honorable A. W. Ogilvie, M. H. Gault, M.P., Thomas Walmsley, S. C. Stevenson, Richard Truax, T. Craig and S. H. Ewing, and such others as may become shareholders in the corporation to be by this Act created, and their assigns, shall be and they are hereby created, constituted and declared to be a corporation, body corporate and politic, by the name of "The Planters' Bank of Canada."

Certain persons incorporated.
Corporate name.

2. The capital stock of the said Bank shall be two millions four hundred and thirty-three thousand two hundred and fifty dollars, divided into twenty-five thousand shares of ninety-seven dollars and thirty-three cents, or twenty pounds sterling each, which said shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns

Capital stock and shares.
How vested.

3. For the purpose of organizing the said Bank, and of raising the amount of the said capital stock, the persons hereinbefore

Provisional directors.

hereinbefore named shall be provisional Directors thereof; and they or a majority of them may cause stock books to be opened, after giving due notice thereof in the *Canada Gazette*,—upon which stock books shall and may be received the signatures and subscriptions of such parties or persons as desire to become shareholders in the said Bank; and such books shall be opened at Montreal and elsewhere at the discretion of the provisional Directors, and shall be kept open as long as they shall deem necessary: and as soon as five hundred thousand dollars of the said capital stock have been subscribed upon the stock books, and one hundred thousand dollars thereof actually paid into some one of the present chartered banks in Canada, a public meeting shall be called of the subscribers thereof, by notice published for at least two weeks in two newspapers of the said City of Montreal,—such meeting to be held in Montreal aforesaid, at such time and place therein as such notice shall indicate; and at such meeting the subscribers shall proceed to elect five Directors, having the requisite stock qualification, who shall thenceforward manage the affairs of the said corporation, shall take charge of the stock books hereinbefore referred to, and shall continue in office until the first day of March, which shall be in the year next after the year in which they are so elected, and until their successors in office shall be duly elected; and immediately upon such election being had the functions of the said provisional Directors shall cease.

First meeting of shareholders.

Time and place.

Election of directors.

Term of office.

Number of directors, subject to alterations under 34 V., c. 5.

4. The number of Directors of the said Bank may be diminished or increased from time to time by by-law, to be passed as provided in the twenty-eighth section of the Act of the Parliament of Canada passed in the thirty-fourth year of Her Majesty's reign, intituled "*An Act relating to Banks and Banking.*"

Head office and branches.

5. The chief place of business and head office of the said corporation shall be in the City of Montreal in Canada, and the Board of Directors may establish a place or places of business in the United Kingdom of Great Britain, and in the West India Islands, and may appoint local Directors; and shares in the capital stock of the said Bank may be made transferable, and the dividends accruing thereon may be made payable in the said United Kingdom, and in the West India Islands, in like manner as such shares and dividends are respectively transferable and payable at the chief office of the said Bank in the City of Montreal; and to that end the Directors may, from time to time, make such rules and regulations, and prescribe such forms and appoint such agent or agents as they may deem necessary.

Transfers of shares, &c.

General Acts 34 V., c. 5,

6. The Act passed in the thirty-fourth year of Her Majesty's reign, chaptered five, and intituled "*An Act relating*

relating to Banks and Banking," and all Acts amending the same, and all the provisions thereof, shall apply to the Bank hereby incorporated in the same manner as if they were expressly incorporated with this Act, except so far as such provisions relate only to banks already in existence, or to banks *en commandite*, or are not consistent with the provisions of this Act.

and amend-
ments to
apply.

Exception.

7. The said Bank shall obtain from the Treasury Board, within two years from and after the passing of this Act, the certificate mentioned and required by section seven of the said "*Act relating to Banks and Banking*," passed in the thirty-fourth year of Her Majesty's reign, chaptered five; and if at least two hundred thousand dollars of the subscribed capital of such bank has not been paid up before it shall have commenced business, such further amount as shall be required to complete the said sum shall be called in and paid up within one year thereafter; and in the event of failure to comply with any of the provisions in this section contained, this Act shall become and be null and void and of no effect, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

Certificate of
treasury
board to be
obtained and
\$200,000 paid
up within cer-
tain periods
on pain of
forfeiture.

8. This Act shall remain in force until the first day of July, one thousand eight hundred and ninety-one.

Duration of
Act.

CHAP 64.

An Act to incorporate the Western Bank of Canada.

[Assented to 17th May, 1882.]

WHEREAS William Frederick Cowan, Reuben Smith Hamlin, William Frederick Allen, Thomas Henry McMillan, John Cowan, Henry Brien, William Brien, Lyman English and James Alexander Gibson, have, by their petition, prayed that they may be incorporated for the purpose of establishing a bank in the town of Oshawa, in the Province of Ontario; and whereas it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. William Frederick Cowan, Reuben Smith Hamlin, William Frederick Allen, Thomas Henry McMillan, John Cowan, Henry Brien, William Brien, Lyman English and James Alexander Gibson, and such other persons as may become shareholders in the corporation by this Act created, and

Certain persons incor-
porated.

- and their assigns, shall be and they are hereby created, constituted and declared a corporation, body corporate and politic, by the name of "The Western Bank of Canada."
- Corporate name.**
- Capital stock and shares.** 2. The capital stock of the said bank shall be one million dollars, divided into ten thousand shares of one hundred dollars each,—which shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns.
- Provisional directors and their powers.** 3. For the purpose of organizing the said bank, and of raising the amount of the said capital stock, the said William Frederick Cowan, Reuben Smith Hamlin, John Cowan, William Frederick Allen, Henry Brien, James Alexander Gibson and Thomas Henry McMillan shall be the provisional Directors thereof; and they, or a majority of them, may cause stock books to be opened, after giving due notice thereof in the *Canada Gazette*,—upon which stock books shall and may be received and inscribed the signatures and subscriptions of such parties and persons as desire to become shareholders in the said bank; and such stock books shall be open at the Town of Oshawa and elsewhere at the discretion of the provisional Directors, and shall be kept open so long as they shall deem necessary: and so soon as five hundred thousand dollars of the said capital stock shall have been subscribed upon the said stock books, and one hundred thousand dollars thereof actually paid into some one of the present chartered banks in Canada, a public meeting may be called of the subscribers thereof by notice to be inserted at least two weeks in two newspapers published in the said Town of Oshawa,—such meeting to be held at the said Town of Oshawa, at such time and place as such notice shall indicate; and at such meeting the subscribers shall proceed to elect seven Directors having the requisite stock qualification who shall from thenceforward direct the affairs of the said bank, take charge of the stock books hereinbefore referred to, and continue in office until the second Wednesday in the month of April, which shall be in the year next after the year in which they shall have been so elected, and until their successors in office shall be duly elected; and immediately after such election shall be had the functions of the said provisional Directors shall cease.
- Stock books.**
- First meeting of shareholders.**
- Time and place.**
- Election of directors.**
- Term of office.**
- Chief place of business.** 4. The chief place of business of the said bank shall be at the said Town of Oshawa.
- Directors, number of, subject to 34 V., c. 5, s. 28.** 5. The number of Directors of the said bank shall be seven, subject to be diminished or increased by by-law to be passed, as provided in the twenty-eighth section of the Act of the Parliament of Canada, passed in the thirty-fourth year of Her Majesty's reign, intituled "*An Act relating to Banks and Banking.*"

6. The said Act passed in the thirty-fourth year of Her Majesty's reign, intituled "*An Act relating to Banks and Banking*," and all Acts amending the same, and all the provisions thereof shall apply to the bank hereby incorporated in the same manner as if they were expressly incorporated with this Act, excepting so far as such provisions relate only to banks already in existence or to banks *en commandite*.

34 V., c. 5,
and its
amendments
to apply.

Exception.

7. The said bank shall obtain from the Treasury Board within two years from, and after the passing of this Act the certificate mentioned and required by section seven of the "*Act relating to Banks and Banking*," passed in the thirty-fourth year of Her Majesty's reign, chapter five; and if at least two hundred thousand dollars of the subscribed capital of such bank has not been paid up before it shall have commenced business, such further amount as shall be required to complete the said sum shall be called in and paid up within one year thereafter; and in the event of failure to comply with any of the provisions in this section contained, this Act shall become and be null and void and of no effect, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

Certificate to
be obtained
from treasury
board and
\$200,000 paid
up within
certain pe-
riods on pain
of forfeiture.

8. This Act shall remain in force until the first day of July, one thousand eight hundred and ninety-one.

Duration of
Act.

CHAP. 65.

An Act respecting a certain agreement between the Canadian Securities Company and the liquidators of the Consolidated Bank of Canada.

[Assented to 17th May, 1882.]

WHEREAS the Canadian Securities Company (limited), has, by its petition, represented that the Company has purchased from the liquidators of the Consolidated Bank of Canada the whole of the remaining assets of the said bank, the liabilities of which the said Company has assumed and secured by sufficient deposits, and that a final dividend has been declared in favour of the shareholders of the said bank; and whereas the said Company has, by its said petition, prayed that the liquidators of the said bank may be relieved from further responsibility as such, and for the enactment of further provisions respecting the winding up of the affairs of the said bank, 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, enacts as follows:—

Preamble.

Functions of liquidators transferred to company.

1. From and after the passing of this Act the functions of the liquidators of the said Consolidated Bank of Canada shall cease, and the said Canadian Securities Company (limited) shall fulfil all the duties and have all the powers and responsibilities of the said liquidators as they existed immediately before the passing of this Act.

Proviso, as to funds now held by liquidators for dividends, which shall remain for such purpose.

2. But no part of the funds now held by the liquidators, as constituting the dividends declared by them in favour of the shareholders, shall become vested in or become the property of the said Company, but such funds shall remain deposited in the Bank of Montreal at Montreal, and shall be paid out upon the dividend cheques already signed on behalf of the liquidators,— which cheques shall remain valid and shall be held by the said Company and delivered to the shareholders entitled thereto on demand : and if at the end of eight years from the passing hereof any portion of the said funds shall remain undrawn, the said Company shall then be entitled to draw the same with the accrued interest thereon, for the purpose of dividing it, and shall be bound to divide it, less the cost incident to such division *pro ratâ* among the shareholders who have received the previous dividends declared by the liquidators, and in default of dividing the same, may be compelled so to do at the suit of any shareholder.

Company to deposit securities for \$35,000 with Minister of Finance, for securing payment of liabilities of bank.

3. The said Company shall within thirty days from the passing of this Act deposit with the Minister of Finance securities to be approved by him to the amount of thirty-five thousand dollars (\$35,000) as security for the payment by the said Company of the liabilities of the said bank ; and so long as the said Company shall not be in default to pay any of such liabilities when duly ascertained, such securities may be released from time to time to the extent to which such liabilities are paid ; and the balance of such securities, if any, shall be returned to the Company at the expiration of eight years from the passing of this Act, and any interest accruing on such securities shall be paid to the said Company.

Discharge to liquidators confirmed.

4. The discharge granted to the said liquidators by the shareholders of the said bank is hereby confirmed, and the said Company shall hold harmless, and keep indemnified, the said liquidators for and in respect of anything by them done as such.

Creditors of bank to have recourse against company.

5. The creditors of the said bank, shall have a direct action against the said Company in respect of any liability of the said bank.

CHAP. 66.

An Act to amend the Acts relating to The Great Western Railway Company.

[Assented to 17th May, 1882.]

WHEREAS the loan capital of the Great Western Railway Company, hereinafter styled the Company, is four millions eight hundred and sixty-nine thousand six hundred and sixty-four pounds sterling, whereof three millions seven hundred and forty-nine thousand two hundred pounds has been created and issued;

Preamble.
Recital.
Loan capital.

And whereas the yearly interest upon the issued loan capital is one hundred and ninety-nine thousand and fifty-one pounds, which, with interest at the rate of six per centum per annum on the unissued one million one hundred and twenty thousand four hundred and sixty-four pounds, would make a total yearly interest charge of two hundred and sixty-six thousand two hundred and seventy-nine pounds sterling;

Interest thereon.

And whereas for the purpose of paying off, getting in, or redeeming the whole or any part of the issued loan capital aforesaid, and for the purposes for which the said unissued loan capital was intended to be created, and also to provide means for the improvement generally of the Company's facilities for business without increasing its annual charges, it is desirable that the Company be authorized to create and issue, (subject to the consent of the shareholders as hereinafter provided,) perpetual debenture stock, to form part of the loan capital of the Company, for any sum or sums of money, and whether the loan capital shall thereby exceed the said sum of four millions eight hundred and sixty-nine thousand six hundred and sixty-four pounds, or otherwise, but so, however, that the total yearly interest payable upon the entire loan capital shall not, at any time, exceed the aforesaid yearly sum of two hundred and sixty-six thousand two hundred and seventy-nine pounds sterling;

How proposed to be redeemed, and the business improved.

And whereas the Company has petitioned that an Act may be passed to authorize such creation and issue, and has also petitioned that the Acts relating to the Company may be amended and that its powers may be otherwise extended and declared as herein provided; and it is expedient that the prayer of the said petition be granted:

Act to be passed therefor.

Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Short title. 1. This Act may be cited as "*The Great Western Railway Act, 1882.*"

Borrowing powers of the company enlarged. Proviso. 2. Notwithstanding any limitation of the borrowing powers of the Company, contained in any of the Acts relating thereto, it shall be lawful for the Company from time to time to borrow and raise by the creation and issue of perpetual debenture stock any sum or sums of money it may deem expedient, either to pay off, redeem or get in the terminable bonds or perpetual debenture stock at the time being outstanding or any portion or portions thereof, or to provide funds for the various purposes for which the unissued loan capital of the Company now authorized by the Acts relating to the Company was intended to be created, or to provide additional funds for the purposes of the Company generally: Provided, however, that the total interest payable upon the entire loan capital of the Company shall be limited to and shall not exceed at any time the sum of two hundred and sixty-six thousand two hundred and seventy-nine pounds sterling, per annum.

Under what conditions bonds may be paid off. 3. So that the interest upon the loan capital, raised or created by terminable bonds and perpetual debenture stock, shall not, in the whole, exceed the aforesaid sum of two hundred and sixty-six thousand two hundred and seventy-nine pounds sterling, annually, the Directors of the Company may, from time to time, pay off or satisfy terminable bonds of the Company by the issue and sale or exchange of other terminable bonds equal in amount of principal money, instead of issuing perpetual debenture stock as in section two provided.

How the unissued loan capital may be dealt with. 4. So that the interest upon the loan capital raised or created by terminable bonds and perpetual debenture stock shall not in the whole exceed the aforesaid sum of two hundred and sixty-six thousand two hundred and seventy-nine pounds sterling, annually, the Company may borrow and raise the whole or any portion of the unissued loan capital heretofore authorized by the Acts relating to the Company, by the issue and sale of terminable bonds instead of issuing perpetual debenture stock as in section two provided.

Certain sections of the G.W. Act, 1876, to apply. Proviso: when the company issue ordinary shares under section 11. 5. The eighth, ninth, tenth and eleventh sections of "*The Great Western Railway Act, 1876,*" shall apply to the terminable bonds and perpetual debenture stock in this Act referred to: Provided, that whenever hereafter the Company shall, pursuant to the eleventh section of "*The Great Western Railway Act, 1876,*" create and issue ordinary shares in lieu of any portion of their borrowing powers, the sum of two hundred and sixty-six thousand two hundred and seventy-nine pounds sterling per annum, in the second, third and fourth sections of this Act mentioned and limited, shall be reduced

reduced by a sum equal to the yearly interest upon the amount realized from the ordinary shares so issued, at the average rate of interest then payable upon the whole of the Company's issued loan capital; and thenceforth such reduced sum shall be the limitation of interest for the purposes of the second, third and fourth sections of this Act.

6. It shall be lawful for the Company to purchase as and when the Directors may see fit, the remaining or any portion of the bonds of the Wellington, Grey and Bruce Railway Company, referred to in the sixth section of "*The Great Western Railway Act, 1876*," although the period for acquiring the same under the provisions of the obligations referred to in the said section may not have arrived, and upon such purchase to hold the same with right of acquisition out of the funds in the agreements or obligations mentioned and with all other rights pertaining to said bonds in common with the holders of the other unacquired bonds.

Company may purchase bonds of Wellington, Grey and Bruce Railway.

7. Section five of the Act passed in the forty-third year of Her Majesty's reign, chapter forty-nine, and intituled "*An Act to authorize the establishment of superannuation, provident and insurance funds by the Great Western Railway Company*," is hereby repealed, and the following substituted in lieu thereof: "5. The fund or funds aforesaid shall be formed, invested, managed and distributed in accordance with the rules and regulations contained in a scheme or schemes to be prepared by the Company and sealed with their common seal, until altered from time to time in accordance with the powers which for that purpose may be inserted in and contained in such rules and regulations, and afterwards in accordance with the rules and regulations that shall be, for the time being, in force under the provisions of the said scheme or schemes."

Act 43 Vict., c. 49 respecting superannuation, repealed and new provisions made in lieu thereof. Fund to be appropriated according to certain regulations.

8. The Company shall have power to purchase, build, fit out, charter, sell, mortgage, dispose of, work, control and keep in repair steam or other vessels and ships in connection with its business, and all such vessels and ships shall be deemed to belong to the undertaking of the Company; and also to make arrangements and agreements with the owners of steam or other vessels and ships by chartering, traffic agreements or otherwise, to run the same in connection with its lines of railway or in connection with the business thereof.

Company may build and own vessels and ships.

9. The Company shall have power to make use of, for the purposes of its railways, the water of any stream or water-course over or near which its railway or any railway worked by it passes, doing however no unnecessary damage thereto, and not impairing the usefulness of such stream or water-course; and if for the purpose of making such use of

Powers with respect to the use of streams and water courses.

the

the stream or water-course it shall be necessary for the Company to take or acquire any lands adjoining either the railway lands or the stream or water-course, it shall be lawful for the Company to purchase, take and acquire such lands, and the provisions of the Acts relating to the Company as to the taking or acquiring lands and vesting the same in the Company for the purposes of its railway and the determination of the compensation to be made therefor shall apply to lands to be so taken

May hold stock in any station companies.

10. The Company shall have power to become subscribers for and take and hold stock in companies incorporated to construct stations, elevators, wharves, warehouses or harbours, and either alone or in common with others to become guarantors for such companies and to enter into agreements with the several companies respecting the leasing or use of such stations, elevators, wharves, warehouses or harbours and the approaches thereto.

Company may alter periods to which accounts shall be made up.

11. It shall be lawful for the Company at any half-yearly general meeting to change the times to which the half-yearly accounts and statements of the Company are to be made up, from the thirty-first day of January and thirty-first day of July in each year, as now fixed by the Statute for that purpose, to the thirtieth day of June and the thirty-first day of December, in each year.

Company may alter times of half-yearly meetings.

12. It shall be lawful for the Directors of the Company, by by-law passed for that purpose, to change the time for holding the half-yearly general meetings of the Company from the days now fixed by Statute for that purpose to such days as the Directors shall think expedient; and in like manner the said days for holding the said meetings may be changed from time to time as the Directors may find expedient: at the second half-yearly general meeting in each year, or at any adjournment thereof, the election of Directors and Auditors shall take place according to the Acts relating to the Company.

Election of Directors and Auditors.

Under what sanction certain powers may be exercised.

13. No powers shall be exercised under the second, fourth, sixth, eighth, tenth and twelfth sections, respectively, of this Act, unless consent shall be given to the exercise of such powers, respectively, by the vote of two-thirds of the shareholders in terms of the sixth section of "*The Great Western Railway Act, 1875*," at any ordinary or special general meeting of the Company.

CHAP. 67.

An Act respecting the Quebec, Montreal, Ottawa and Occidental Railway.

[Assented to 17th May, 1882.]

WHEREAS a resolution was passed on the eleventh day of August, one thousand eight hundred and seventy-five, by the directors of the North Shore Railway Company, and subsequently, to wit: on the second day of November following, the said resolution was ratified and confirmed by a resolution of the shareholders of the Company, purporting to vest and convey all the property of the said railway Company in and to the Province of Quebec, and to vest in Her Majesty all the property of the said corporation, consisting in part of an incomplete railway between the cities of Quebec and Montreal, and all subsidies, subscriptions and bonuses granted or subscribed to and in favour of the said railway Company, to and for the public uses of the Province of Quebec; and whereas, by a deed passed on the sixteenth day of November, one thousand eight hundred and seventy-five, before Louis Napoleon Dumouchel, Notary Public, the Montreal, Ottawa and Western Railway Company, under the authority of a resolution of the shareholders thereof passed at a special general meeting thereof called for the purpose, and upon the terms and conditions therein contained, ceded and conveyed to the Government of the Province of Quebec, all the property of the said last mentioned Company, and specially all the right, title and interest of the said Company in a certain incomplete railway then in course of construction between the City of Montreal and the Village of Aylmer, together with the St. Jerome branch thereof, as well as all lands acquired or expropriated for right of way and other purposes in connection with the said railway, and the bridges, piers, fences and other dependencies forming part of or necessary to the said railway, together, also, with all debts due to the said Company, and all subsidies, subscriptions and bonuses granted and subscribed to and in favour of the said Company; and whereas doubts have arisen as to the authority of the said companies to pass the said resolutions and to execute the said deed, and it is expedient to remove such doubts, subject to the exceptions hereinafter provided for: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

Resolutions of North Shore Railway Company of 11th August, 1875.

Notarial deed of Montreal, Ottawa and Western Railway Company of 16th November, 1875.

Doubts recited.

1. Subject to the proviso hereinafter contained, the resolutions of the North Shore Railway Company mentioned in the preamble of this Act, purporting to vest in Her Majesty for the public use of the Province of Quebec, the said subsidies,

Resolutions of N. S. Railway Co. confirmed. Subject to proviso.

dies, subscriptions and bonuses, and all the property of the said corporation in the said incomplete railway between the cities of Quebec and Montreal are, and each of them is, hereby declared to have, and to have had since the passage thereof, the same force, effect and validity as if the said last named Company had been authorized to pass the said resolutions by its Act of incorporation.

Deed of M. O. & W. Railway Company confirmed, subject to proviso.

2. Subject to the proviso hereinafter contained, the deed of cession and conveyance passed by the Montreal, Ottawa and Western Railway Company, on the sixteenth day of November, one thousand eight hundred and seventy-five, before Maitre Louis Napoleon Dumouchel, Notary, and mentioned in the preamble of this Act, is hereby declared to have, and to have had since the execution thereof, the same force, effect and validity, as if the said last named Company had been authorized to execute the said deed by its Act of incorporation.

Proviso: as to certain rights and saving pending cases.

3. Provided always, that this Act shall not confer upon Her Majesty any further, other or better right or title to the subscriptions of stock and bonuses referred to in the said resolutions and in the said deed respectively, than were thereby conferred upon Her, irrespective of the provisions hereof, and shall not be interpreted as dissolving, or involving the dissolution of the said Montreal, Ottawa and Western Railway Company; and provided also, that this Act shall not affect any arbitration or any case now pending before any court, but such case shall be decided, and the award or the judgment therein made or rendered, or to be made or rendered, shall be of the same effect, as if this Act had not been passed.

CHAP. 68.

An Act respecting the Canada Southern Railway Company and the Erie and Niagara Railway Company.

[Assented to 17th May, 1882]

Preamble.

WHEREAS the Canada Southern Railway Company and the Erie and Niagara Railway Company have, by their petition, represented that they were authorized and empowered to construct original and branch lines by the following Acts respectively, namely:—

27 V., c. 59
(Prov. of
Can.)

By an Act of the late Province of Canada passed in the twenty-seventh year of Her Majesty's reign, chaptered fifty-nine, and under section twenty-five thereof, the Erie and

and Niagara Railway Company was empowered to construct and operate a branch of railway from some point on their line of railway within the Township of Willoughby, to an intersection with the Welland railway at or near to Port Robinson on the Welland canal ;

By an Act of the Province of Ontario, passed in the thirty-first year of Her Majesty's reign, chaptered fourteen, and under the third section thereof, the Canada Southern Railway Company under its then name, the Erie and Niagara Extension Railway Company was empowered to construct a line of railway from a point in the Township of Bertie, at or near the Village of Fort Erie, passing through the Town of St. Thomas to some point in the County of Essex, in or near the Town of Sandwich or the Town of Windsor, and also to construct a branch line to Amherstburg ;

31 V., (Ont.)
c. 14.

By an Act of the Province of Ontario, passed in the thirty-third year of Her Majesty's reign, chaptered thirty-two, the Canada Southern Railway Company were empowered to construct a line of railway from the Town of St. Thomas to a point on the St. Clair River, in the Townships of Moore or Sombra, in the County of Lambton ;

33 V., (Ont.)
c. 32.

By an Act of the Province of Ontario, passed in the thirty-fifth year of Her Majesty's reign, chaptered forty-eight, and under section one thereof, the Canada Southern Railway Company was empowered to construct a branch from any point on the line of railway in the township of Enniskillen to some point on the St. Clair River, in the Township of Sarnia ; also a branch from its line of railway, in the County of Kent, to the Town of Chatham ;

35 V., (Ont.)
c. 48.

By an Act of the Province of Ontario, passed in the thirty-sixth year of Her Majesty's reign, chaptered eighty-six, and under section two thereof, the Canada Southern Railway Company was empowered to construct a branch from any point on its line of railway, in the Township of Enniskillen to some point at or near the Village of Petrolia, in the said township ; also to some point at or near the Village of Oil Springs, in the said township ; also one or more branches from any point on its line of railway, in the County of Welland, to any point on the Niagara River, or to the line of the Erie and Niagara Railway Company, in the Counties of Lincoln and Welland ;

36 V., (Ont.)
c. 86.

And whereas by an Act of the Dominion of Canada, passed in the thirty-seventh year of Her Majesty's reign, chaptered sixty-eight, the Canada Southern Railway Company was declared to be a work for the general advantage of Canada and declared to be a body corporate and politic within the jurisdiction of Canada as in section two of the said Act is set forth ;

37 V., c. 68
(Dominion.)

And

38 V., c. 66
(Dominion.)

And whereas by an Act of the Dominion of Canada, passed in the thirty-eighth year of Her Majesty's reign, chaptered sixty-six, and under the sixth section of the said Act, the times limited by the several Acts respecting the Canada Southern Railway Company or the Erie and Niagara Railway Company for completing their original lines respectively, or any branch lines authorized by the said Acts, or any of them, were extended for the period of three years after the passing of the said Act, namely, until the eighth day of April, one thousand eight hundred and seventy-eight ;

Recital.

And whereas the Canada Southern Railway Company have constructed their line of railway from the village of Fort Erie to a point on the Detroit River near the town of Amherstburg, and the branch line to the River St. Clair in the Township of Moore, and the Erie and Niagara Railway Company have constructed their line between the Town of Niagara and the Village of Fort Erie ;

Recital.

And whereas the Canada Southern Railway Company and the Erie and Niagara Railway Company have, by their petition, prayed that the times for completion of the said original line or any branch lines may be extended, and it is expedient to grant the prayer of such petition : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

**Rights given
by the said
Acts revived
and con-
firmed.**

1. The rights and privileges conferred on the Canada Southern Railway Company and the Erie and Niagara Railway Company respectively by the said several recited Acts relating to the said companies, respectively, for constructing and completing the said original and branch lines of railway in the said Acts respectively mentioned, and thereby intended to be authorized are, and each of them is hereby expressly revived and confirmed.

**Time for con-
struction ex-
tended.**

2. The times respectively limited in and by the said recited Acts relating to the Canada Southern Railway Company and the Erie and Niagara Railway Company for constructing and completing the said original and branch lines of railway respectively, or any of them, as authorized by the said several recited Acts, are hereby respectively extended for the period of three years after the passing of this Act.

**Agreement
with Leam-
ington and
St. Clair Rail-
way Company
authorized.**

3. The Canada Southern Railway Company is hereby empowered to enter into an agreement with the Leamington and St. Clair Railway Company for the purchase of the line of railway of that company and for the completion of the same : Provided, that such agreement shall be sanctioned by a two-thirds majority vote of the shareholders of the Canada Southern Railway Company present at any annual meeting or any special meeting called for the purpose of sanctioning such agreement.

Proviso.

CHAP. 69.

An Act to amend the Act incorporating the Pontiac Pacific Junction Railway Company, and to authorize the said Company to erect a bridge over the River Ottawa.

[Assented to 17th May, 1882.]

WHEREAS the Pontiac Pacific Junction Railway Com- Preamble.
pany has, by petition, prayed for an extension of time necessary for the completion of its railway, and for power to construct a bridge over the Ottawa River at some point between the Village of Aylmer and the City of Hull on the one side, and a corresponding point in the Province of Ontario on the other side, and for other purposes; and whereas 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, enacts as follows:—

1. The said Company shall have full power and authority to lay out, construct, complete, maintain, work, manage and use, a railway bridge over the Ottawa River at or near the City of Ottawa, from some convenient point on their line of railway between the eastern limit of the city of Hull and the Village of Aylmer to connect with any line of railway running into or through the said City of Ottawa in the County of Carleton and Province of Ontario; and the provisions of "*The Consolidated Railway Act, 1879*," or of any Act since passed or which may hereafter be passed amending the same, shall, so far as necessary, apply to the powers hereby given.

Railway
Bridge may
be built over
Riv. Ottawa,
and where.

Act 42 V., c.
9, to apply.

2. The said Company shall have full power and authority to erect, make and sink all such piers, abutments, blocks, and erections in the Ottawa River as may be deemed necessary, not only for the construction of the said bridge, but such as may be required or thought desirable efficiently to protect it from the effects of ice and ice freshets, or for any other purposes in connection with the said bridge that the said Company may see fit; and may build the necessary approaches thereto, into and upon the lands, streets, roads, and grounds lying and being on either side of the said river; and may cut, level, or raise the banks of the said river in such manner as may be deemed necessary or proper for building the said bridge, and may cut, remove, take, and carry away all and every impediment whatsoever which may in any way tend to hinder the erecting and completing the said bridge, and may execute all other things necessary, requisite, useful, or convenient for erecting, building, working, maintaining and supporting the said bridge; and may, from

Necessary
works may
be con-
structed.

Surveys may
be made.

from time to time, enter and go in and upon the lands and grounds adjacent to the said river on either side thereof, for the purpose of making surveys, examinations, or other necessary arrangements for fixing the site of the said bridge.

Powers as to
taking real
estate.

3. For the purpose of erecting, building, maintaining and supporting the said bridge, the said Company shall, from time to time, have full power and authority to take and use all lands reasonably required on either side of the said river, and thereon to work up or cause to be worked up the materials and other things necessary for erecting, constructing and repairing the said bridge accordingly, first, however, making reasonable compensation for the lands so to be taken or occupied,—such compensation to be settled by arbitrators named, one by each party interested, and a third one by the two arbitrators so chosen; or, in the event of their failing to agree within one week upon a third arbitrator, then such arbitrator may be appointed by any Judge of the Superior or County Court having jurisdiction in the district or county in which the lands so taken are situated.

Compensa-
tion by
arbitration.

Property
vested in
company.

4. The said bridge and the ascents and approaches to the said bridge shall be vested in the said Company, their successors and assigns forever.

Penalty for
forcible pas-
sage or
obstruction
of bridge.

5. If any person shall forcibly pass over or upon the said bridge, or shall interrupt or disturb the said Company, or any person or persons employed by them in building or repairing or using the same, such person so offending shall for every such offence forfeit a sum not exceeding ten dollars, to be recovered before any Justice of the Peace, and in default of payment may, in the discretion of such Justice, be imprisoned in the common gaol for a period not exceeding ten days.

Agreements
as to use of
bridge.

6. It shall be lawful for the Company to enter into any agreement with the Government of Canada, or with the Government of the Province of Ontario, or with the Government of the Province of Quebec, or with any of them jointly, or with the corporation of the City of Ottawa, or with the corporation of the City of Hull, or with them jointly, for leasing or selling the bridge over the Ottawa River, hereby authorized, or for the use thereof at any time or times; and any such Government or corporation, who may become the purchaser or lessee of the said bridge, shall be and is hereby authorized and empowered to exercise all the rights and privileges respecting the same in this Act conferred: Provided, that the arrangements or agreements for such sale, lease or use shall be approved of by two-thirds of the shareholders voting in person or by proxy, at a special general meeting to be called for that purpose: Provided further, that the Government or corporation who may become such lessees

Rights of
transferees
of bridge.

Proviso:
approval of
shareholders.

Proviso:
liabilities of
transferees.

or purchasers, and the bridge purchased or leased, shall be subject to all the obligations hereby imposed on the Company in respect thereof.

7. The Company shall not commence the said bridge, or any work thereunto appertaining until the Company shall have submitted to the Governor in Council plans of such bridge, and of all the intended works thereunto appertaining, nor until the plans and site of such bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching the said bridge and works shall have been complied with; nor shall any such plans be altered, nor any deviation therefrom allowed except upon the permission of the Governor in Council and upon such conditions as he shall impose.

Approval of Governor in Council required before commencing works.

8. The Company shall have power to unite with any other company or companies incorporated, or which may be incorporated under and by virtue of the laws of the Dominion of Canada, or of the Province of Ontario, or of the Province of Quebec, or with any body politic or corporate, in building the said railway bridge and approaches over the Ottawa River, and in maintaining, working, managing, and using the same, and to enter into any agreement with such company or companies or corporation respecting the construction, maintenance, management and use thereof; and it shall be lawful for the Company to levy and collect rates, tolls, rents and compensation for the use of the said bridge and its approaches, and to hypothecate, pledge and appropriate the receipts derivable from such bridge, after payment thereout of the working expenses and the cost of maintenance, to the payment exclusively of the principal and interest of any bond, security or debt, contracted for or in the construction thereof, or to agree that the interest on such bond, security or debt shall form part of the working expenses of the railway.

Power to unite with another company or companies.

Tolls may be levied.

And hypothecated for money borrowed by company.

9. It shall be competent for the Directors of the Company to issue as paid-up stock any ordinary stock, and to allot and pay the same for right of way, plant, rolling stock, material of any kind, and also for services of contractors, engineers and other persons, whether Directors of the Company or otherwise, who may have been, are or may be engaged in and about the prosecution of the proposed undertaking: Provided, that no such stock shall be allotted to any Director or Directors of the Company until a resolution authorizing the same shall have been passed and confirmed at a meeting of the shareholders of the Company.

Certain services may be paid for in paid up stock.

Proviso: how payment must be authorized.

10. Section eight of the Act incorporating the Pontiac Pacific Junction Railway Company is hereby repealed, and in

S. 8 of 43 V., c. 55 repealed

and new provision made as to meetings of shareholders for election of directors, &c.

in lieu thereof it is enacted that on the second Wednesday of January next after the passing of this Act, and on the second Wednesday of January in each year thereafter, at the principal office of the Company there shall be held a general meeting of the shareholders of the Company,—at which meeting the said shareholders shall elect not less than five nor more than nine Directors as shall have been previously fixed by by-law, for the then ensuing year, in the manner and qualified as in the said first mentioned Act provided; and public notice of such annual meeting and election shall be published for one month before the day of election, in one or more newspapers in French and English, if such there be, in the District of Ottawa; and the election of Directors shall be by ballot; and the persons so elected shall form a Board of Directors, and the present Board of Directors shall be and remain Directors of the Company, until an election of Directors shall have been had under the provisions of this Act.

Section 13 amended.

11. Section thirteen of the Act incorporating the Company is hereby amended by inserting the word “twenty” in place of the word “fifteen” in the twenty-ninth line of the said section.

Extension of time for construction.

12. The time for commencing the construction of the said railway is hereby extended to the first day of September, one thousand eight hundred and eighty-three, and for completing the same until five years thereafter.

CHAP. 70.

An Act respecting the River St. Clair Railway Bridge and Tunnel Company.

[Assented to 17th May, 1882.]

Preamble.
35 V., c. 87.

WHEREAS the Canada Southern Railway Company and a quorum of the provisional Directors, mentioned in the Act passed in the thirty-fifth year of Her Majesty's reign, chaptered eighty-seven, have petitioned that the Act of incorporation of the River St. Clair Railway Bridge and Tunnel Company may be revived, and that the period for commencing and completing the works of the said Company may be extended, and that certain alterations may be made in the Board of provisional Directors thereof; and whereas it is expedient to grant the prayer of the said petition, in so far as the power to construct a tunnel is concerned; Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Subject to the provisions of this Act, the Act, incorporating the River St. Clair Railway Bridge and Tunnel Company, passed in the thirty-fifth year of Her Majesty's reign, chaptered eighty-seven, and the Act amending the same passed in the thirty-sixth year of Her Majesty's reign, chaptered ninety-two, are hereby revived and declared to be in force; and the times limited by the said Acts for the commencement and completion of the works of the said Company, are hereby extended for three and six years respectively from the passing of this Act.

Act revived with 36 V., c. 92, and time for construction extended.

2. Any power or authority to construct, maintain or work any railway bridge or other bridge across the River St. Clair under the said Acts, is hereby repealed, but such repeal shall not affect the power conferred by the said Acts, to construct, maintain, work and manage a tunnel under the river St. Clair at the point mentioned in the said Acts.

Bridging powers repealed. Tunneling powers continued.

3. Section two of the Act passed in the thirty-fifth year of Her Majesty's reign, chaptered eighty-seven, is hereby amended by striking out the words "Milton Courtright, of the City of Erie, in the State of Pennsylvania; John F. Tracy, of the City of Chicago, State of Illinois; Sidney Dillon, of the City of New York; William A. Thomson, of Queens-ton, in the Province of Canada; Oliver S. Chapman, of the City of Canton, in the State of Massachusetts; Daniel Drew, of the City of New York; William L. Scott, of the City of Erie; John Ross, of the City of New York. and Benjamin F. Ham, of the said City of New York," and by substituting in lieu thereof the following, namely: "William H. Vanderbilt, of the City of New York; Cornelius Vanderbilt, of the City of New York; James Tillinghast, of the City of Buffalo; Augustus Schell, of the City of New York; Samuel F. Barger, of the City of New York; Sidney Dillon, of the City of New York; Edward A. Wickes, of the City of New York, and Nicol Kingsmill, of the City of Toronto."

Sect. 2 of 35 V., c 87, amended.

Names struck out.

Others inserted.

CHAP. 71.

An Act to incorporate "The Great Eastern Railway Company."

[Assented to 17th May, 1882]

WHEREAS the persons hereinafter named have petitioned for incorporation as a Company to construct, equip and operate a railway from a point on the Province line near the Village of Dundee in the County of Huntingdon

Preamble.

don in the Province of Quebec, to the Town of Lévis in the County of Lévis in the said Province, with power to unite and amalgamate with the Montreal and Sorel Railway Company, and to make running arrangements with railway lines in the Provinces of Ontario and Quebec; and whereas the construction of such a railway would be of great public advantage by affording facilities for the opening up and settlement and development of the resources of the counties in the said Province of Quebec through which the said railway would pass; and whereas such railway would connect with and be an important feeder to the Intercolonial Railway; and whereas the said counties are without the necessary means of railway communication, and during the winter season the principal towns and villages in the counties of Huntingdon, Chateauguay, Laprairie, Napierville, Verchères, Richelieu, Yamaska, Nicolet and Lotbinière are isolated from the business centres of the said Province of Quebec and of the Dominion of Canada, and the said railway would afford facilities for bringing to market the productions of the said counties, and the said railway is a work for the general advantage of Canada; and it is for the said reasons expedient to grant the prayer of the petitioners: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Declaratory. **1.** The Great Eastern Railway is hereby declared to be a work for the general advantage of Canada.

Certain persons incorporated.

2. The Honorable James Armstrong, C. M. G., John Rankin, the Honorable Jonathan S. C. Wurtele, Q. C., Christopher B. Carter, Charles N. Armstrong, Thomas T. Turnbull, F. X. O. Methot, M. P., Louis Huet Massue, M. P., and F. Vanasse, M. P., 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 Great Eastern Railway Company" (hereinafter called "the Company"), and shall have all the powers and privileges conferred on such corporations by "*The Consolidated Railway Act, 1879.*"

Corporate name and powers.

42 V., c. 9.

Head office.

3. The head office and chief place of business of the Company shall be at the City of Montreal.

Line of railway described.

4. The Company and their agents and servants may lay out, construct, finish and operate a double or single line of railway from a point on the frontier near the village of Dundee in the county of Huntingdon, passing through the village of Huntingdon, to the town of Lévis in the county of Lévis, passing through the counties of Huntingdon, Chateauguay, Napierville, Laprairie, St. John's, Chambly, Verchères, Richelieu, Yamaska, Nicolet, Lotbinière and

and Lévis, and also passing through the counties of Beauharnois and St. Hyacinthe if expedient and necessary, and also passing by or near the Village of St. Rémi, in the County of Napierville, and shall have power to build a branch line to a point on the frontier near the Village of Hemmingford, in the County of Huntingdon, or the Village of Lacolle in the County of St. John's, and with power also to build a branch line or lines to connect the said railway with any bridge or tunnel now constructed or which may hereafter be constructed across the River St. Lawrence at or within twelve miles of the City of Montreal; provided always, that so much of this section as authorizes the construction of any part or parts of said railway, from and lying east of any point on the frontier at or near the Village of Dundee, and which passes through the Counties of Huntingdon, Chateauguay, Beauharnois, Napierville and Laprairie, shall not come into force until the first day of May, 1884: but provided, nevertheless, that the said Company shall not in any way be hindered from constructing a line of railway from St. Lambert to Lacolle and Rouse's Point, on which route the Company may, if deemed expedient, place any portion of their line of railway west of St. Lambert, at a distance of not more than a mile.

Branch line and connection with bridge.

Proviso, as to commencement of certain portions.

Further proviso.

5. The capital stock of the Company shall be one million of dollars, to be divided into twelve thousand shares of five hundred dollars each share, which amount shall be raised by the persons hereinbefore named, and such other persons and corporations as may become shareholders in the Company.

Capital stock and shares.

6 The said Honorable James Armstrong, C.M.G., John Rankin, the Honorable Jonathan S. C. Wurtele, Q.C., Christopher B. Carter, Charles N. Armstrong, Thomas T. Turnbull, F. X. O. Methot, M.P., Louis Huet Massue, M.P., and F. Vanasse, M.P., shall be and are hereby constituted the provisional Board of Directors of the Company, and shall hold office as such until the Directors shall be appointed under the provisions of this Act by the shareholders, and shall have power and authority to fill vacancies occurring among their number; and the said provisional Directors shall have power to open stock books and procure subscriptions for the undertaking, to cause surveys and plans to be made and executed, and to call a general meeting of shareholders for the election of Directors as hereinafter provided.

Provisional directors.

Their powers.

Stock books and surveys.

Meetings.

7. When and so soon as six hundred thousand dollars of the capital stock of the Company shall have been subscribed as aforesaid, and ten per centum thereof paid up, the said Directors, or a majority of them, may call a meeting of the shareholders at such time as they shall think proper, giving at least two weeks' notice in one or more newspapers published at the City of Montreal, and in the *Canada Gazette*;

First general meeting of shareholders.

Election of directors.

at which said general meeting and at the annual general meetings in the following sections mentioned, the shareholders present in person or represented by proxy, shall elect Directors in the manner and qualified as hereinafter provided, to constitute the Board of Directors; and the said Directors so elected shall hold office till the first Tuesday in February in the year following their election.

Term of office.

Annual general meetings.

8. On the said first Tuesday in February and on the first Tuesday in February in each year thereafter, at the principal office of the Company, there shall be held a general meeting of the shareholders of the Company,—at which meeting the said shareholders shall elect the Directors for the then ensuing year, in the manner and qualified as hereinafter provided; and public notice of such annual meeting and election shall be published for two weeks before the day of election, one day in each week, in one or more newspapers published at the City of Montreal, and also in the *Canada Gazette*; and the election of Directors shall be by ballot, and the persons so elected shall form the Board of Directors; the number of the Directors to be so elected shall be settled by the by-laws of the Company, and shall not be less than five nor more than nine.

Election of directors.

Notice.

Ballot.

Number.

Quorum.

9. A majority of the 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 as Director unless he shall be the holder and owner of at least fifty shares of the stock of the Company, and shall have paid up all calls upon the said shares.

Proviso: Qualification of director.

Calls on shares.

10. 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 Company, in such proportion as they may see fit, no such instalment exceeding ten per cent.; and the Directors shall give one month's notice of such call in such manner as they may appoint.

Limitation of amount and notice.

Paid up stock or bonds may be issued for certain considerations.

11. 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 as paid-up stock, and the mortgage bonds of the Company, in payment of right of way, plant, rolling stock or materials of any kind, and also for the services of contractors, engineers and other persons, who may have been, are or may be engaged in promoting the undertaking and interests of the Company; and such allotment and issue of stock or bonds shall be binding on the Company; and the paid-up stock shall be unassessable thereafter for calls.

Not liable to calls.

12. The Directors of the Company, after the sanction of the shareholders has been first obtained at any special general meeting to be called from time to time for such purpose, shall have power, and they are hereby authorized to issue mortgage bonds, made and signed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer and under the seal of the Company, for the purpose of raising money for prosecuting the said undertaking; and such bonds shall, without registration or formal conveyance be taken and considered to be, after deducting working expenses, the first and preferential claims and charges upon the undertaking and the tolls and property of the Company, real and personal, then existing and at any time thereafter acquired: Provided however, that the whole amount of such issue of bonds shall not exceed in all the sum of twenty thousand dollars per mile; and provided also, that in the event at any time of the interest upon the said bonds remaining unpaid and owing, then, at the next ensuing annual general meeting of the Company and at all other general meetings, as long as the said default shall continue, all holders of bonds shall have and possess the same rights and privileges and qualifications for Directors and for voting as they would have had, if the bonds they held had been shares.—provided that the bonds and any transfers thereof shall have been first registered in the same manner as is provided for the registration of shares, and it shall be the duty of the Secretary of the Company to register the same, on being required so to do by any holder thereof.

Mortgage bonds may be issued by authority of shareholders at general meeting.

Proviso: amount limited.

Proviso: voting powers of bondholders in default of payment.

13. And the Company may secure such bonds by a deed or deeds of mortgage, executed by the Company with the authority of the shareholders expressed by a resolution passed at such special general meeting; and any such deed may contain such description of the property mortgaged by such deed, and such conditions respecting the payment of the bonds secured thereby and of the interest thereon, and the remedies which shall be enjoyed by the holders of such bonds or by any trustee or trustees for them, in default of such payment, and the enforcement of such remedies, and may provide for such forfeitures and penalties in default of such payment; and may also contain authority to the trustee or trustees, upon such default, as one of such remedies, to take possession of the railway and property mortgaged, and to hold and run the same for the benefit of the bondholders thereof, for a time to be limited by such deed, or to sell the said railway and property after such delay and upon such terms and conditions as may be stated in such deed; and with such authority any such deed may contain provisions to the effect that, upon such default and upon such other conditions as shall be described in such deed, the right

Bonds may, with like consent, be secured by mortgage deed.

What such deed may contain.

Provision for enforcing payment.

As to voting powers of holders.

of voting possessed by the shareholders of the Company shall cease and determine, and shall thereafter appertain to the bondholders; and such deed may also provide for the conditional or absolute cancellation after such sale of any or all of the shares so deprived of voting power, and may also, either directly by its terms, or indirectly by reference to the by-laws of the Company, provide for the mode of enforcing and exercising the powers and authority to be conferred and defined by such deed, under the provisions hereof: and such deed and the provisions thereof, made under the authority hereof, and such other provisions thereof as shall purport to grant such further and other powers and privileges to such trustee or trustees and to such bondholders, as are not contrary to law or to the provisions of this Act, shall be valid and binding; but if any change in the ownership or possession of the said railway and property shall at any time take place under the provisions hereof, or of any such deed, or in any other manner, the said railway and property shall continue to be held and operated under the provisions hereof, and of "*The Consolidated Railway Act, 1879*" and of any Act amending the same, as hereby modified.

Deed to be valid.

Provision in case of change of ownership of railway.

42 V., c. 9.

Denomination of bonds.

Coupons.

How disposed of.

14. The bonds, authorized by this Act to be issued by the Company, may be so issued in whole or in part in the denomination of dollars, pounds sterling or francs, or in any or all of them, and the coupons may be for payment in denominations similar to those of the bond to which they are attached; and the whole or any of such bonds may be pledged, negotiated or sold upon such conditions and at such price as the Board of Directors shall, from time to time, determine.

Deed need not be registered.

Certified copies to be evidence.

15. It shall not be necessary, in order to preserve the priority, lien, charge, mortgage, or privilege, purporting to appertain to or be created by any bond issued, or mortgage deed executed under the provisions of this Act, that such bond or deed should be registered in any manner, or in any place whatever; but every such mortgage deed shall be deposited in the office of the Secretary of State for Canada, of which deposit notice shall be given in the *Canada Gazette*; and a copy of any such mortgage deed, or agreement certified to be a true copy by the Secretary of State or his deputy, shall be received as *prima facie* evidence of the original in all courts of justice without proof of the signatures or seal upon such original.

Company may become party to promissory notes. Form of.

16. The Company shall have power and authority to become parties to promissory notes and bills of exchange of not less than one hundred dollars; and any such promissory note or bill of exchange made, drawn, accepted or endorsed by the President or Vice-President of the Company and countersigned

countersigned by the Secretary and Treasurer, under the authority of a majority of a quorum of the Directors, shall be binding on the Company; and every such promissory note or bill of exchange made, drawn, accepted or endorsed by the President or Vice-President and countersigned by the Secretary and Treasurer, shall be presumed to have been duly made with the proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to any promissory note or bill of exchange; nor shall the President or Vice-President, or the Secretary and Treasurer of the Company be individually responsible for the same, unless the said promissory note or bill of exchange has 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 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.

Non-liability
of officers.

Proviso, as to
notes payable
to bearer.

17. The Company shall have full power and authority to construct, work and operate a line or lines of telegraph or telephone or both, in connection with and along the line of their railway and branches,—and for the purpose of constructing, working or protecting the telegraph or telephone lines to be constructed by the Company on their line of railway, the powers conferred on Telegraph Companies by the Act, chapter sixty-seven of the Consolidated Statutes of the late Province of Canada, intituled "*An Act respecting Electric Telegraph Companies*," are hereby conferred on the Company; and the other provisions of the said Act for the working and protection of telegraph lines shall apply to such telegraph or telephone lines constructed by the Company.

Telegraph or
telephone
lines may be
constructed
and worked.

Power for
that purpose.
Con. Stat.
Can. c. 67.

18. The Company shall have power and authority to erect and maintain docks, dock yards, wharves, slips, piers and warehouses at any point on or in connection with the said railway, and at all the termini thereof on navigable water, for the convenience and accommodation of vessels and elevators; and also to acquire and work elevators, and to acquire, own, hold, charter, work and run steam and other vessels for cargo and passengers upon any navigable water which the Great Eastern Railway Company may reach or connect with.

Company
may erect
docks, &c.

And own
vessels.

19. The Company may enter into any arrangement with the Montreal and Sorel Railway Company, or with the Government of the Dominion of Canada, or with the Government of the Province of Quebec, for leasing the railway of the Company, or any part or branch thereof, or the use thereof, at any time or for any period, or for leasing or hiring from the said Company or the said Governments, any railway or any part

Arrange-
ments with
other com-
panies or the
Government.

or

Proviso, as to terms of amalgamation, &c.

Arrangements as to rolling stock.

or branch thereof, or the use thereof, at any time or times and for any period: Provided, that the terms of such amalgamation, acquisition, lease, sale, arrangement or agreement are sanctioned by a majority of shareholders, present in person or represented by proxy at a special general meeting called for the purpose of considering the same; and the Company shall also have the power to enter into any arrangement with any other railway company for leasing or hiring, as lessors or lessees, any locomotives, tenders, cars or other rolling stock or movable property, from or to any such company or any company or individuals or the said Governments; and generally to make any agreement or arrangement with any other such company or the said Governments touching the use by one or the other or by both, of the said railway or rolling stock or movable property of either or both, or any part thereof, or touching any service to be rendered by the one to the other and the compensation therefor.

Equal rights of shareholders.

20. All shareholders in the Company, whether British subjects or aliens, or residents in Canada or elsewhere, shall have equal rights to hold stock in the Company and to vote on the same, and shall be eligible to any office in the Company.

Form of conveyances to company.

21. All deeds and conveyances of lands to the Company for the purposes of this Act, in so far as circumstances will admit, may be in the form of the schedule to this Act subjoined.

Periods for construction, &c., limited.

22. The construction of the railway shall be commenced at the Huntingdon end during the year One thousand eight hundred and eighty-two, and the section between St. Lamberts and Dundee shall be completed by May, One thousand eight hundred and eighty-four, and a connection shall be made between the Intercolonial Railway and the American system of railways before December, One thousand eight hundred and eighty-five.

SCHEDULE.

DEED OF SALE.

Know all men by these presents that _____ of _____ in the county of _____, for and in consideration of the sum of _____ to _____ paid by "The Great Eastern Railway Company," which _____ acknowledge to have received, do grant, bargain, sell and convey unto the said "The Great Eastern 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

to have and to hold the said lands and premises unto the said Company, their successors and assigns for ever.

Witness
at this hand and seal
sand eight hundred and day of one thou-

Signed, sealed and delivered }
in the presence of }
C.D.

A.B. [L.S.]

CHAP. 72.

An Act to incorporate the Montreal and Central Canada
Railway Company.

[Assented to 17th May, 1882.]

WHEREAS the construction of an independent line of Preamble.
railway from the City of Montreal, to the Village of
Smith's Falls, and thence to the Town of Perth, with power
to the Company incorporated to construct and work the same,
to bridge the Rideau River, the Rideau Canal, the Ottawa
River and the St. Anne's Canal, would be a great benefit to
Central Canada; and whereas a petition has been presented
for that purpose, and it is expedient to grant the prayer of
such petition: Therefore Her Majesty, by and with the
advice and consent of the Senate and House of Commons of
Canada, enacts as follows:—

I. Peter McLaren, of the town of Perth, lumber merchant; Certain persons incor-
Andrew Broder, M.P.P., of West Winchester, in the County porated.
of Dundas, merchant; Joseph Kerr, M.P.P., of Farran's
Point, in the County of Stormont, merchant; Mahlon
F. Beach, J.P., of West Winchester, manufacturer; Donald
P. Mackinnon, of South Finch, farmer, member of the
Provincial Board of Agriculture; Oscar Fulton, M.P.,
of Avonmore, in the County of Stormont, merchant;
William H. Wyatt, of Avonmore, in the County of Stor-
mont, merchant; John McKercher, Reeve of the Township
of Winchester, farmer; John S. Ross, carriage maker; Neil
McIntyre, M.D.; Geo. Henderson, farmer, all of West Win-
chester; Thomas Hamilton, Deputy Reeve of the Township
of Winchester, farmer; Robert D. Fulton, J.P., farmer, John
Munroe Miller, Giles W. Bogart, J.P., farmer, Asa Beach,
merchant, all of Chesterville, in the County of Dundas;
William Johnson, J.P., of Crysler; Robert Monro, mer-
chant; John M. Campbell, merchant; Findlay D. Mc-
Naughton,

Naughton, Reeve of Finch, merchant, all of South Finch in the County of Stormont; William A. Munro, M.D., of Avonmore, in the County of Stormont; James Shaw, J.P., of Hallsville, in the County of Dundas; Charles F. Ferguson, M.D., M.P., Andrew Blackburn, merchant, Harvey Bower, general agent, all of Kemptville, in the County of Grenville; Murdoch Gair, of Oxford Mills, in the County of Grenville, merchant; Francis J. Frost, of Smith's Falls, in the County of Lanark, manufacturer; William Broder, of the Town of Morrisburg, County of Dundas, merchant; James Rayside, of Lancaster, in the County of Glengarry, manufacturer; and Patrick Purcell, of Summerstown, railway contractor, together with all such persons and corporations as shall, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted and declared to be a body corporate and politic by the name of "The Montreal and Central Canada Railway Company" (hereinafter called the Company); and "The Consolidated Railway Act of 1879," or any Act in amendment thereof, shall apply to the Company and to the railway hereby authorized to be constructed, subject, however, to the provisions hereinafter contained.

Corporate name and powers.

Line of railway which may be built by the company.

2. The Company and their agents and servants shall have full power and authority to lay out, construct, complete and operate a double or single line of railway of four feet eight and one-half inches gauge, from a point at or near the City of Montreal, in the Province of Quebec, through the Counties of Hochelaga, Jacques Cartier, Vaudreuil, Soulanges, Glengarry, Stormont, *vid* Avonmore in the County of Stormont, Dundas, *vid* West Winchester in the County of Dundas, Grenville and Lanark, to Smith's Falls, and thence to Perth.

Railway bridges may be built on the line.

3. The Company shall have full power and authority to lay out and construct, complete, maintain, work, manage and use railway bridges on the line of the said railway over the Ottawa River, the St. Anne's Canal, the Rideau River and the Rideau Canal.

Plans, &c., to be submitted to the Governor in Council for approval.

4. The Company shall not commence the said bridges, or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council plans of such bridges and of all the intended works thereunto appertaining, nor until the plans and site of such bridges shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching the said bridges and works shall have been complied with, nor shall any such plan be altered, nor any deviation therefrom allowed except with the permission of the Governor in Council, and upon such conditions as he shall impose: and such bridges shall be constructed

structed with or without a draw, as shall be determined by the Governor in Council, and so as to give free and unobstructed passage to vessels of every description navigating the said rivers and canals: all or any bridges so determined upon shall, at all times during the season of navigation, be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved at the expense of the Company so as not to hinder unnecessarily the passage of any vessel: from sunset until sunrise, during the season of navigation, suitable lights shall be maintained upon all draw-bridges to guide vessels approaching the same.

With draws in bridges or not, as Governor in Council may determine.

Lights on bridges.

5 The capital stock of the Company shall be one million dollars and shall be divided into ten 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 Company: 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.

Capital stock and shares.

Application of money.

6. It shall be lawful for the Company to receive, either by grant from Government, or from any private individuals or corporations, as aid in the construction of the said railway, any lands in the vicinity thereof, or any other real property, either as gifts or in payment of stock, and legally to dispose of the same, and to alienate the lands or other real property, for the purposes of the Company, in carrying out the provisions of this Act.

Company may receive aid from corporations, &c.

7. The persons named in the first section of this Act shall be and are hereby constituted provisional Directors of the Company,—of whom nine shall be a quorum,—and shall hold office as such until the Directors shall be appointed under the provisions of this Act by the shareholders, shall have power and authority to open stock books and procure subscriptions for the undertaking, to cause surveys and plans to be made and executed, and to call a general meeting of shareholders for the election of Directors, as hereinafter provided.

Provisional directors and their powers.

Their powers as to stock-books, surveys, &c.

8. When and so soon as one-fourth part of the capital stock shall have been subscribed as aforesaid, and ten per centum of the amount so subscribed paid into some chartered bank in the Dominion of Canada, the said Directors shall call a meeting of the shareholders in the City of Montreal in Canada,

When the first meeting of shareholders may be held.

Canada,

- Canada, at such time as they shall think proper, giving at least two weeks' notice in one or more newspapers published at Ottawa, Perth and Montreal; at which said general meeting, and at the annual general meetings in the following sections mentioned, the shareholders present in person or represented by proxy, shall elect Directors in the manner and qualified as hereinafter provided, to constitute the Board of Directors, and the said Directors so elected shall hold office till the first Tuesday in February in the year following their election.
- Notice.**
- Election of directors.**
- Annual general meetings and elections.**
- 9.** On the said first Tuesday in February and on the first Tuesday in February in each year thereafter, at the principal office of the Company, there shall be held a general meeting of the shareholders of the Company, at which meeting the said shareholders shall elect the Directors for the then ensuing year, in the manner and qualified as hereinafter provided; and public notice of such annual meeting and election shall be published for three weeks before the day of election, one day in each week, in one newspaper published in Montreal, and also in the *Canada Gazette*; and the election for Directors shall be by ballot, and the persons so elected shall form the Board of Directors: the number of the Directors to be so elected shall be settled by the by-laws of the Company and shall be not less than five nor more than nine.
- Notice.**
- Number of directors.**
- 10.** A majority of the 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 as Director unless he shall be the holder and owner of at least twenty shares of the stock of the Company and shall have paid up all calls upon the said shares.
- Quorum.**
- Qualification of directors.**
- 11.** 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 Company, in such proportion as they may see fit, no such instalment exceeding ten per cent.; and the Directors shall give one month's notice of such call, in such manner as they may appoint.
- Calls on stock.**
- Notice.**
- 12.** The Directors of the Company, elected by the shareholders, may make and issue as paid-up shares in the stock of the Company, whether subscribed for or not, and may allot and hand over such stock and the mortgage bonds of the Company, in payment of any *bonâ fide* indebtedness of the Company, for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors, engineers and other persons, who may have been, are or may be engaged in promoting the undertaking and interests

ests of the Company; and such issue and allotment of stock or bonds shall be binding on the Company, and the paid-up stock shall be unassessable thereafter for calls.

Not liable for calls.

13. A special general meeting of the shareholders of the Company may be called at any time by the Directors, or by one-fourth part in value of the shareholders of the Company after refusal by the Directors to call the same; but notice thereof, stating the objects for which the meeting is called, signed by the Secretary of the Company or by the shareholders calling the same must be sent by post or otherwise to each shareholder, four weeks before the day on which the said meeting is to be held, and must also be inserted once a week, for three weeks previous to the said meeting, in one newspaper published in Montreal, and in the *Canada Gazette*.

Special general meetings.

Notice.

14. The 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 or bill of exchange, made, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer of the Company, shall be binding on the Company; and every such promissory note or bill of exchange so made, shall be presumed to have been made, accepted or endorsed with proper authority; and in no case shall it be necessary to have the seal of the 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, even if the same be made, accepted or endorsed by him or them on behalf of the Company, provided the consideration for the said bill or note was received by the Company, 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 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.

Company may become parties to promissory notes.

Form of such notes.

Non-liability of officers.

Proviso, as to notes payable to bearer.

15. The Directors of the Company, after the sanction of the shareholders, shall have been first obtained at any special general meeting to be called from time to time for such purpose, shall have power to issue bonds made and signed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer, and under the seal of the Company, for the purpose of raising money for prosecuting the said undertaking; and such bonds shall, without registration or formal conveyance be taken and considered to be the first and preferential claims and charges upon

Bonds may be issued by directors duly authorized.

Not to require registration.

upon the undertaking and the tolls and property of the Company, real and personal, then existing and at any time thereafter acquired.

Bonds may be secured by mortgage deed which may contain certain conditions.

16. And the Company may secure such bonds by a deed or deeds of mortgage executed by the Company, with the authority of its shareholders expressed by a resolution passed at such special general meeting ; and any such deed may contain such description of the property mortgaged by such deed, and such conditions respecting the payment of the bonds secured thereby and of the interest thereon, and the remedies which shall be enjoyed by the holders of such bonds or by any trustee or trustees for them, in default of such payment, and the enforcement of such remedies, and may provide for such forfeitures and penalties in default of such payment, as may be approved by such meeting ; and may also contain, with the approval aforesaid, authority to the trustee or trustees, upon such default, as one of such remedies, to take possession of the railway and property mortgaged, and to hold and run the same for the benefit of the bondholders thereof for a time to be limited by such deed, or to sell the said railway and property, after such delay, and upon such terms and conditions as may be stated in such deed ; and with like approval any such deed may contain provisions to the effect that, upon such default and upon such other conditions as shall be described in such deed, the right of voting possessed by the shareholders of the Company shall cease and determine, and shall thereafter appertain to the bondholders ; and such deed may also provide for the conditional or absolute cancellation, after such sale, of any or all of the shares so deprived of voting power, and may also, either directly by its terms, or indirectly by reference to the by-laws of the Company, provide for the mode of enforcing and exercising the powers and authority to be conferred and defined by such deed, under the provisions thereof. And such deed, and the provisions thereof, made under the authority hereof, and such other provisions thereof as shall purport (with like approval) to grant such further and other powers and privileges to such trustee or trustees and to such bondholders, as are not contrary to law or to the provisions of this Act, shall be valid and binding ; but if any change in the ownership or possession of the said railway and property shall, at any time, take place under the provisions hereof or of any such deed, or in any other manner, the said railway and property shall continue to be held and operated under the provisions hereof, and of "*The Consolidated Railway Act, 1879*" as hereby modified.

Voting powers of bondholders in certain cases.

Deed to be valid.

Provision in case of change of ownership of railway.

Further powers as to bonds and coupons.

17. The bonds authorized by this Act to be issued by the Company, may be so issued in whole or in part in the denomination of dollars, pounds sterling or francs, or in any or all of

of them, and the coupons may be for payment in denominations similar to those of the bond to which they are attached: and the whole or any, such bonds, may be pledged, negotiated or sold upon such conditions and at such price as the Board of Directors shall, from time to time, determine.

18. It shall not be necessary, in order to preserve the priority, lien, charge, mortgage or privilege, purporting to appertain to or be created by any bond issued under the provisions of this Act, that such bond should be registered in any manner, or in any place whatever.

Registration of mortgage deed not required.

19. The Directors of the Company, in accordance with the provisions of this Act, shall have power and authority to enter into and conclude any arrangements with any other railway company, for the purpose of making any branch or branches to facilitate a connection between the Company and such other chartered railway company.

Arrangements with other companies.

20. The Company is also authorized and empowered to contract and agree with the Ontario and Quebec Railway Company, with the Atlantic and North-West Railway Company, with the Canadian Pacific Railway Company, or with the Midland Railway Company for traffic or running arrangements with any of the said Companies: Provided that the terms of such agreement are approved of by two-thirds of the shareholders present in person or represented by proxy at a special general meeting, to be held for that purpose in accordance with this Act.

May make traffic arrangements with certain other companies.

Proviso, approval of shareholders obtained.

21. All shareholders in the Company, whether British subjects or aliens, or residents of Canada or elsewhere, shall have equal rights to hold stock in the Company, and to vote on the same and to be eligible to office in the Company.

Equal rights of shareholders.

22. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph in connection with and along the line of their railway and branches as may be necessary or useful for the purposes of their undertaking: and for the purpose of constructing, working or protecting the telegraph lines to be constructed by the Company on their line of railway, the powers conferred on telegraph companies by the Act chapter sixty-seven of the Consolidated Statutes of the late Province of Canada, intituled "*An Act respecting Electric Telegraph Companies*," are hereby conferred on the Company; and the other provisions of the said Act for the working and protection of telegraph lines shall apply to such telegraph lines constructed by the Company.

Powers as to telegraph lines.

Powers under Con. Stat. Can. c. 67.

Bonds may
be pledged.

23. The Company may, from time to time, for advances of money to be made thereon, mortgage or pledge any bonds which they can, under the provisions of this Act, issue for the construction of the railway or otherwise.

Transfer of
shares.

24. Shares in the capital stock of the Company may be transferred, in such manner and by such form of instrument as the by-laws of the Company may provide; but no transfer shall become effectual unless the share certificates issued, in respect of shares intended to be transferred, are surrendered to the Company or the surrender thereof dispensed with by the Company.

Transfer and
registration
in Canada
and else-
where.

25. The Directors may, from time to time, make such regulations as they shall think fit respecting the transfer and registration of shares of stock, and the forms in respect thereof, as well in Canada as elsewhere, and as to the closing of the register of transfer for the purpose of dividends, as they may find expedient; and all such regulations not being inconsistent with the provisions of this Act and of the Railway Act, as altered or modified by this Act, shall be valid and binding.

Power to
erect snow
fences.

26. The Company shall have the right, on and after the first day of November in each year, to enter into and upon any lands of Her Majesty, or into or upon any lands of any corporation or any person whatever, lying along the route or line of the railway, and to erect and maintain snow fences thereon, subject to the payment of such damages (if any) as may be thereafter established in the manner provided by law in respect to such railway, to have been actually suffered: Provided always, that any such snow fences so erected shall be removed on or before the first day of April next following.

Proviso, for
their removal
in April.

Form of con-
veyance of
land to the
company.

27. Conveyances of land to the Company for the purposes of and exercise of the powers given by this Act, made in the form set out in the schedule hereunder written, or to the like effect, shall be sufficient conveyance to the Company, their successors and assigns, of the estate and interest, and sufficient bar of dower respectively, of all persons executing the same; and such conveyances shall be registered in the same manner and upon such proof of execution as is required under the registry laws of Ontario.

Land for
warehouses,
&c.

28. The Company shall have full power to purchase land for and erect warehouses, elevators, docks, stations, workshops and offices, and to sell and convey such land as may be found superfluous for any such purpose; and the Company shall have power to acquire and hold as part of the property of the Company, as many steam or other vessels as the Directors of the Company may deem requisite, from time

Company
may own and
work vessels.

to time, to facilitate the carriage of passengers, freight and other traffic, in connection with the railway.

29 The railway shall be commenced within two years and completed within five years from the passing of this Act; and in default thereof the powers hereby conferred shall absolutely cease with respect to so much of the railway as shall then remain incomplete.

Limitation of time for commencement and completion.

SCHEDULE.

Know all men by these presents, that I (or we) *insert the names of the vendors*) in consideration of _____ dollars paid to me (or us) by the Montreal and Central Canada Railway Company, the receipt whereof is hereby acknowledged, do grant and convey, and I (or we) (*insert the names of any other party or parties*) in consideration of _____ dollars paid to me (or us) by the said Company, the receipt whereof is hereby acknowledged, do grant and release all that certain parcel (or those certain parcels, *as the case may be*) of land situated (*describe the lands*), the same having been selected and laid out by the said Company for the purposes of their railway, to hold with the appurtenances unto the said Montreal and Central Canada Railway Company, their successors and assigns (*here insert any other clauses, covenants or conditions required*); and I (or we) the wife (or wives) of the said _____ do hereby bar my (or our) dower in the said lands;

As witness my (or our) hand and seal (or hands and seals) this _____ day of _____ one thousand eight hundred and _____

Signed, sealed and delivered }
in the presence of }

A.B. [L.S.]

CHAP 73.

An Act to incorporate the Great American and European Short Line Railway Company.

[Assented to 17th May, 1882.]

WHEREAS the persons hereinafter mentioned have, by their petition, represented that they are desirous of obtaining a charter incorporating them as a company, for the construction

Preamble.

construction

Description of the lines of railway the Company desire to be empowered to make, and other powers petitioned for.

construction of a railway line from a point at or near Cape North, in the Island of Cape Breton, to the Strait of Canso, and from New Glasgow to a point at or near Oxford, Amherst, or some other suitable point of intersection with the Intercolonial Railway of Canada, and thence by the use of or connection with other lines through the Province of New Brunswick and the State of Maine, and the Province of Quebec to the City of Montreal,—with power to own, build, purchase, charter and sail steam or other vessels or ships, for the purpose of transporting freight and passengers on the said route across the Strait of Canso, and between the terminus of the said railway in the Island of Cape Breton, and a point in the Island of Newfoundland, and between the said Island and Europe, and to acquire by purchase, lease or amalgamation, any railway or portion of railway, already projected, constructed or partially constructed, that may be useful as part of the said railway line and for other purposes in connection therewith, with all powers necessary therefor; and have prayed for the passing of an Act to that end, and it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated.

1. William Bond, Norvin Green, Frank W. Allin, Domingo Vasquez and Albert L. Blackman, with all such other persons and corporations as shall become shareholders in the Company to be hereby incorporated, shall be and they are hereby constituted a body corporate and politic by the name of the Great American and European Short Line Railway Company, and the words, "the Company" when used in this Act shall mean "The Great American and European Short Line Railway Company," hereby incorporated.

Corporate name.

Line of railway may be built.

2. The Company and their agents and servants may lay out, construct, equip, maintain and work a continuous double or single track iron or steel railway, and also telegraph and telephone lines throughout the entire length of the said railway with the proper appurtenances from a point at or near Cape North, in the Island of Cape Breton, to the Strait of Canso, and from New Glasgow to a point at or near Oxford, Amherst or some other suitable point of intersection with the Intercolonial Railway of Canada; and for the purpose of making the railway line and connection with the City of Montreal more direct may, in so far as may be consistent with the laws for the time being in force in the State of Maine and other States in the United States of America, through which the said line or any branch line thereof may pass, intervening between the Province of New Brunswick and the Province of Quebec, hold, acquire and maintain a part thereof across any part of the said State of Maine, or the said intervening States; the

Must be consistent with the law of Maine.

Company

Company shall also have power and authority to build, purchase, lease, charter, possess and operate steam or other vessels or ships for the purpose of transporting freight or passengers across the Strait of Canso, and between the terminus of the said railway in the Island of Cape Breton and the Island of Newfoundland and between the said Island and Europe.

Vessels may be acquired and used.

3. The Company shall have power and authority to use and exercise such powers of mining for coal, iron and other minerals as may be granted to the Company by the Legislatures of Nova Scotia or of Newfoundland or other proper authority; and also to construct and maintain telegraphs and to carry on the business of a telegraph company on the line of their work.

Company may exercise powers to be granted by Nova Scotia or Newfoundland.

4. The Company may acquire, by lease, gift or purchase or by amalgamation with any other railway company or companies, any railway projected, in course of construction or constructed, either in the United States or in Canada, in the general direction of the lines hereby authorized, and may enter into any agreement with any such company for purchasing or for leasing or hiring from such other company, any part thereof and the use thereof and for any period or term, or for the leasing or hiring any locomotives, cars or movable property, and generally may make any agreement with any other company touching the use of the railway of the other company or of the movable property of the other company, or touching any service to be rendered by the one company to the other, and the compensation therefor; and in case of such amalgamation, shall afterwards continue to be known by the said name, and shall be liable for all the debts and shall do and perform all the contracts, stipulations and agreements which either of the amalgamated companies would have been liable to pay or compellable to perform if no such amalgamation had taken place; and the Company after amalgamation may have and exercise all the rights, privileges, powers and franchises which any or either of the amalgamated companies could or might have and exercise under their respective Acts of incorporation; and the Company may make any contract, by way of purchase or otherwise, in respect of the stock, bonds or property of any such railway in connection with such purchase or amalgamation, or for the purpose of facilitating the same; and it shall be lawful for the Company to enter into any of the several agreements or contracts above mentioned with any Government: and the Company may issue, when necessary or agreed upon, paid-up stock or bonds of the Company in settlement of or to represent the whole or part of the cost or value of such purchase, lease, performance or acquisition; and such stock shall be declared and taken to be fully paid up and shall not be subject to any further calls, nor shall

Arrangements for lease, purchase or amalgamation from or with other companies.

Rights of the Company after amalgamation.

Stock or bonds may be issued in payment.

the holder thereof be liable for any payment on account thereof; and when payments are made in bonds as aforesaid the same may be made a charge upon the part so purchased.

Railway may be divided into sections on certain conditions.

5. The said line of railway hereby authorized to be constructed or acquired, as the case may be, may be divided into sections by a by-law to be passed by the Directors of the Company in that behalf,—each section to consist of not less than the entire portion of the said railway lying between any two railways forming or intended to form part of the railway line hereby authorized, or than the whole of any railway projected, in course of construction or completed, forming or intended to form part of the line of railway hereby authorized.

Capital stock and shares.

6. The capital stock of the Company shall be not less than one million dollars, and shall be divided into shares of one hundred dollars each.

Certificates of shares.

7. Certificates of shares of the capital stock of the Company, may be issued to bearer or to registered holders, as may be desired by the shareholders entitled thereto, and registered shares may be changed to bearer shares or *vice versa* at the request of the holder of the same; and in all such changes the original certificate shall be surrendered to the Secretary of the Company, who shall cancel the same and shall issue a new certificate of stock of like amount and number of shares to such shareholder.

Change of certificates.

Provisional directors.

8. William Bond, Norvin Green, F. W. Allin, Domingo Vasquez and Albert L. Blackman are hereby constituted the first Board of Directors of the Company, and shall hold office as such until other Directors shall be elected under the provisions of this Act by the shareholders; and they shall have power and authority to fill vacancies occurring in the said board, to open stock books and procure subscriptions for the undertaking, and to receive payment on stock subscribed; and as soon as two hundred and fifty thousand dollars of the capital stock shall have been subscribed and ten per cent. paid thereon, a majority of the said provisional Directors shall call a meeting of the shareholders of the Company, to be held at such time and place as they may think proper,—giving at least four weeks' notice thereof in the *Canada Gazette* and by a circular letter mailed to each shareholder,—at which meeting the shareholders shall elect Directors to the number herein provided from the shareholders possessing the requisite qualification; which Directors shall hold office until the next annual meeting of the shareholders as hereinafter provided.

Their powers.

When first general meeting may be called, and how.

9. On the first Monday in July in each year, after the first general meeting held for the election of Directors, at the principal office of the Company as shall be fixed by the by-laws thereof, there shall be held a general meeting of the shareholders of the Company for receiving the report of the Directors; and at such meeting, the shareholders shall elect Directors for the administration of the affairs of the Company during the then ensuing year, in the manner and qualified as hereinafter provided, —which Directors shall be five in number unless and until their number shall be changed by by-law; and the number may, from time to time, be fixed by such by-law at not less than five nor more than fifteen; and public notice of such annual meeting and election shall be published for one month before the day of election in the *Canada Gazette* and in one or more newspapers in the cities of Montreal and New York, and by a circular letter mailed to each registered shareholder; and the election of Directors shall be by ballot, and at all meetings of shareholders they may vote by proxy,—such proxy to be held by a shareholder.

Annual general meeting.

Election of directors.

Notice

Mode of election.

10. A majority of the Directors shall form a quorum for the transaction of business, and the Board of Directors may employ one or more of their number as a paid Director or paid Directors: Provided however, that no person shall be elected unless he shall be the owner and holder of at least forty shares of the stock of the Company in his own right.

Quorum of directors.

Qualifications.

11. The Directors may, from time to time, make calls upon the shares of the capital stock of the Company in such proportion as they may see fit not exceeding ten percent. on any one call, nor at shorter intervals than thirty days; and thirty days' notice shall be given to the shareholders in such manner as the Directors shall appoint.

Calls on shares.

Notice.

12. The head office of the Company shall be at the City of St. John, New Brunswick, or at such other place in Canada as may be fixed by by-law; and the Company may have offices elsewhere in Canada, and in New York, United States of America, and in London, England, and elsewhere, where meetings of the Directors of the Company may be held and other business transacted.

Head office and local offices.

13. The 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 Company, shall be binding on the Company; and every such promissory note or bill of exchange so made shall be presumed to have been made with proper authority until the contrary be shown; and in no case shall

Company may become party to promissory notes, &c.

Form.

Non-liability of officers. it be necessary to have the seal of the 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 note or bill of exchange has 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 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.

Mortgage bonds may be issued.

Deed of mortgage.

What conditions such deed may contain.

Powers which may be conferred on the trustees or bondholders.

14. The Company may, on the authority of shareholders, obtained at a special general meeting called for that purpose, issue mortgage bonds upon the entire length of its railway or any section thereof, for the purposes of the undertaking authorized by this Act, which shall constitute a first mortgage and privilege upon the said railway and upon its property, real and personal, rolling stock, plant, tolls and revenues, after deduction from such tolls and revenues of the working expenses of the railway; and such mortgage shall be evidenced by a deed or deeds of mortgage executed by the Company, upon a resolution of the Board of Directors passed at a special meeting called for the purpose,—which deed or deeds may contain such conditions respecting the payment of the said bonds and of the interest thereon, and respecting the remedies which shall be enjoyed by the holders thereof, or by any trustee or trustees for them, in default of such payment, and for enforcing such remedies, and for such forfeitures and penalties in default of payment thereof and of the interest or coupons thereon, as may be approved by such Board; and may also, with the approval aforesaid, authorize the trustee or trustees upon such default, as one of such remedies, to take possession of the railway and property mortgaged, and hold and run the same for the benefit of the bondholders thereof for a time limited by such deed or deeds, or to sell the said railway and property after such delay and upon such terms and conditions as may be stated in such deed or deeds; and with like approval may thereby grant such further and other powers and privileges to such trustee or trustees, and to such bondholders, as are not contrary to law or to the provisions of this Act, including the right of the holders of such bonds to vote at meetings of shareholders and bondholders whenever any instalment either of interest or capital is in default, as shall be described in such deed or deeds.

“Working expenses” defined.

15. The phrase “working expenses” shall mean and include all expenses of maintenance of the railway and undertaking and of the stations, buildings, works and conveniences belonging thereto, and of the rolling and other stock and movable plant used in the working thereof, and also all such tolls, rents or annual sums as may be paid in respect

respect of property leased to or held by the Company or in respect of the hire of engines, carriages, waggons or vessels let to the Company; also all rent, charges or interest on the purchase money of lands belonging to the Company purchased but not paid for or not fully paid for, and also all expenses of and incidental to working the railway and undertaking and the traffic thereon, including stores and consumable articles; also rates, taxes, insurance and compensation for accidents or losses; also all salaries and wages of persons employed in and about the working of the railway and traffic, and all office, and management expenses, including Directors' fees, agency, legal and other like expenses, and generally all such charges, if any, not above otherwise specified, as in all cases of English railway companies, are usually carried to the debit of revenue as distinguished from capital account.

General provision.

16. The Company may issue guaranteed or preferred stock to such an amount not exceeding ten thousand dollars per mile, as shall be authorized by the shareholders at a special meeting called for the purpose,—notice of the intention to propose such issue at such meeting being given in the notice calling such meeting; but such stock shall not interfere with the lien, mortgage and privilege attaching to bonds issued under this Act.

Guaranteed or preferred stock may be issued.

17. The Company shall have power and authority to erect and maintain all necessary and convenient warehouses, elevators, wharves and fixtures, and from time to time to alter, repair or enlarge the same, and to erect docks, slips and piers at any point on or in connection with the said line of railway and at any terminus thereof, for the convenience and accommodation of vessels and elevators; and shall also have full power and authority to connect any of the works herein mentioned with any point on the railway by means of any line or lines of railway for such purpose.

Warehouses, wharves, &c., may be erected.

18. Notwithstanding anything contained in section nine of "*The Consolidated Railway Act, 1879*," the Company may, under the provisions of the said Act and with the powers thereby conferred, acquire and hold such width of land on the sides of the railway and its branches, at any point on the line, as may be needed for the erection of snow drift fences or barriers, at a sufficient distance from the track to prevent the obstruction of the line by drifting snow.

Snow-drift fences.

19. Where any other powers are conferred by this Act than are given to any railway company coming within the operation of "*The Consolidated Railway Act, 1879*," the provisions of this Act shall prevail.

Provisions of this Act to prevail in certain cases.

Limitation of
time for com-
mencement
and comple-
tion.

20. The powers given by this Act shall be exercised by the commencement of the said railway within three years after the passing of this Act and its completion in seven years.

CHAP. 74.

An Act to incorporate the Ottawa and Arnprior Junction Railway Company.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the construction of a railway as hereinafter set forth would be of special benefit to the district of country hereinafter mentioned, and of general advantage to Canada; and whereas a petition has been presented praying for the passing of an Act to incorporate a Company composed of the petitioners and others, for the purpose of constructing and operating such railway, 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, enacts as follows:—

Certain persons incorporated.

1. W. R. Thistle, Hugh F. McLachlan, Alonzo Wright, M.P., Hiram Robinson, J. M. Currier, M.P., H. K. Egan, John Rochester, M.P., Claude McLachlan, John C. Browne and A. Ferguson, with all such persons, firms and corporations as shall become shareholders in the Company hereby incorporated, shall be and they are hereby incorporated and constituted a body corporate and politic, under the name of "The Ottawa and Arnprior Junction Railway Company," and shall have all the powers and privileges given to such corporations under "*The Consolidated Railway Act, 1879*," and amending Acts, consistent with the provisions hereof: and the words "the Company" whenever used in this Act shall mean "The Ottawa and Arnprior Junction Railway Company."

Corporate name and powers.

Railway may be constructed, and between what places.

2. The Company, their agents and servants may lay out, construct, equip, maintain and operate a single or double line of iron or steel railway with the proper appurtenances, from the village of Quyon, or some adjacent point in the township of Onslow, in the County of Pontiac and Province of Quebec, crossing, if they see fit, at or near the said point,

the

the Pontiac and Pacific Junction Railway, to some point in or near the village of Arnprior, in the Province of Ontario, crossing the Ottawa River at or near the Chats falls or rapids, by the construction of a bridge or bridges at or near the said falls or rapids, which the Company are hereby also empowered to build and maintain for the purposes of the said railway,---with power also to the Company to cross, if they see fit, the Mississippi and Madawaska Rivers by constructing the necessary bridge or bridges thereover, and to cross the Canadian Pacific Railway at or near Arnprior, and to continue their line of railway and to operate the same to some point on the Kingston and Pembroke Railway, in the Township of Bagot, in the County of Renfrew, if they see fit so to do, and to cross, if they see fit, the said Kingston and Pembroke Railway at or near the said point.

Power to erect bridges and cross Canadian Pacific and Kingston and Pembroke Railways.

3. The Company may also construct and operate for its own use, along its whole line and branches, or any part thereof, a telegraph line or lines with the proper appurtenances.

Telegraph line.

4. The Company shall have power to build and operate branch lines, as provided by the seventeenth and eighteenth sub-sections of the seventh section of "*The Consolidated Railway Act, 1879*," to amalgamate with the Canadian Pacific Railway Company, the Pontiac and Pacific Junction Railway Company, the Kingston and Pembroke Railway Company and the Quebec, Montreal, Ottawa and Occidental Railway Company or either of the said companies, and to sell or lease their railway and branches, telegraph lines, rolling stock, franchises and property generally, or any portion thereof, upon such terms as may be agreed upon, to any of the said companies, or to purchase or lease from any of the said companies any of the said railways and the property thereof, and to maintain and operate the same, and to lease or hire any rolling stock from any of the said companies.

Powers as to branch lines, amalgamation, &c.

5. The amalgamation provided for in the last preceding section may, in each case, be made upon such terms and conditions and under such name as may be agreed upon between the amalgamating companies, and may be effected by a deed of agreement for amalgamation executed by the amalgamating companies,---the sanction and approval of the shareholders of the companies, parties thereto, having first been obtained to such amalgamation, at special meetings of the said companies respectively, called for that purpose according to their respective Acts of incorporation; but no such deed shall have full force or effect, nor shall any such amalgamation be complete until a duplicate of such deed, duly executed as aforesaid, shall have been deposited in the office of the Secretary of State of Canada, and a notice inserted

Proceedings for amalgamation.

Deposit of deed of deed of amalgamation.

Property and rights vested in new company. Proviso: as to liabilities.

inserted in the *Canada Gazette*, stating that such deposit has been made,—upon, from and after which date the said amalgamation shall be complete ; and such new, amalgamated Company shall upon, from and after the said date be vested with all the franchises, revenues, assets and properties of the said companies, and have all the rights, powers and privileges of each of the said companies so amalgamating, subject always to such provisions or exceptions in reference thereto as may be contained in the said deed : Provided always, that such amalgamation shall not in any way relieve either or any of the said companies from their existing liabilities or obligations, or prejudice the rights or remedies of the holders thereof in respect thereof.

Company may receive aid.

6. The Company may accept and receive from any government or municipality in Canada a subsidy or subsidies, bonus or bonuses, in lands, money, bonds or securities of any kind, in aid of the construction, maintenance and operation of the said railway and other works connected therewith, and may legally dispose thereof.

Capital stock and shares. Application thereof.

7. The capital stock of the Company shall be seven hundred and fifty thousand dollars, to be divided into seven thousand five hundred shares of one hundred dollars each ; and the same or the proceeds thereof shall be applied in payment, first of the preliminary expenses of and appertaining to the obtaining of this Act, of organizing the said Company, and of surveys, plans and explorations connected therewith ; and the balance in the construction, maintenance and operation of the said railway and works hereby authorized to be constructed,—for which stock payment may be accepted in municipal bonds or debentures, or in money.

Provisional directors. Their powers.

8. The said W. R. Thistle, Hugh F. McLachlan, Alonzo Wright, M.P., Hiram Robinson, J. M. Currier, M.P., H. K. Egan, John Rochester, M.P., Claude McLachlan, John C. Browne, and A. Ferguson, shall be and are hereby constituted a Board of provisional Directors of the Company ; and they shall hold office until an election of Directors shall have taken place under the provisions hereof ; and the said provisional Directors shall have power to open stock books, to procure subscriptions of stock, to make calls thereon in the manner provided by section sixteen hereof, and to receive payments thereof, to fill vacancies in their own number however caused, and generally to do all such acts as they could do if they had been elected Directors under this Act.

First meeting of shareholders.

9. When and so soon as one-tenth of the capital stock shall have been subscribed' and twenty per cent. of that amount, either in municipal bonds or debentures or money so subscribed, paid in manner directed by the provisional Directors, they shall immediately call a meeting of the shareholders to be

be held not later than one month thereafter at the City of Ottawa, at such time and place in the said city as they shall decide upon,—giving at least fourteen days' notice thereof, in one newspaper published in the City of Ottawa and one in Arnprior, and by a circular mailed to each shareholder, prepaid, at least fourteen days before such meeting; and at such meeting the shareholders present in person or represented by proxy shall elect, by ballot, seven Directors qualified as hereinafter mentioned, who shall hold office until the first annual meeting of the Company thereafter; and at such meeting any other business may be transacted which might be done at an annual meeting.

Election of directors.

Other business.

10. The capital stock of the Company may be increased, to any amount not exceeding one million five hundred thousand dollars, divided into shares of one hundred dollars each, at any time by a two-thirds, vote of the shareholders qualified to vote and present in person or represented by proxy at any special meeting held for that purpose; and the number of Directors may be increased to not more than ten or decreased to not less than five by by-law passed by a majority of the shareholders, present in person or represented by proxy at any annual general meeting or special meeting called for that purpose.

Capital stock may be increased; how and to what extent.

Number of directors may be changed.

11. No person shall be elected a Director of the Company unless he shall hold, at the time of his election, ten shares of stock in the Company, in his own right or as trustee, upon which all calls, then due, shall have been paid.

Qualification of directors.

12. The head office of the Company shall be at the City of Ottawa, or at such other place in Canada, as shall be fixed upon by by-law of the Company, passed at any regular annual meeting, or at any special meeting of the Company called for that purpose; and the Company shall hold its annual meetings of shareholders at its head office, upon the second Wednesday in February of each year, or at such other place, or upon such other day as shall be fixed by by-law of the Company at its first meeting hereinbefore mentioned, or at any annual meeting, or at a special meeting called for that purpose.

Head office.

Annual general meeting.

13. The Company shall, at such annual meeting, elect its Directors, by ballot, to the number and qualified as aforesaid, subject to change as to number, as before mentioned, by a by-law of the Company providing for such change, passed at any annual general or special meeting of the shareholders called for that purpose.

Annual election of directors by ballot.

14. Special meetings of the Company may be called by the Directors or a majority of them at any time, or by the President or acting President, or by any ten shareholders, on

Special general meetings.

Notice of meetings. a requisition in writing to the President or acting President so to do, who must comply therewith immediately after receiving such requisition, stating the object of such meeting; and such special meetings as well as the annual meetings of the shareholders shall be called and given notice of in the same manner as is hereinbefore provided for the calling of the first meeting of the shareholders of the Company.

Proceedings at annual and special meetings. **15.** At the annual meetings of the Company, all business thereof may be transacted, except what is required by this Act to be transacted at a special meeting of the Company, subject to such limitations as may be made by by-law, duly passed for that purpose; and the Directors duly elected at any annual meeting or special meeting called for that purpose in a proper case, shall hold office until the next annual meeting, or until new Directors shall have been duly elected in the event of no election taking place at the next annual meeting, except they see fit to resign in the mean time,—whereupon a special meeting shall be called to elect new Directors.

Tenure of office of directors. **16.** The Directors may make calls upon the capital stock, not exceeding ten per cent. thereof for each call, payable at such times and in such manner and places as the by-laws shall provide,—of which calls notice shall be given in such manner as shall be provided by by-law of the Company, and consistently with sub-section one of section twenty of “*The Consolidated Railway Act, 1879.*”

Company may become party to promissory notes. **17.** The Company shall have power to become parties to promissory notes and bills of exchange for sums of not less than one hundred dollars each; and any such negotiable instruments made, drawn or endorsed by the President or acting President of the Company and countersigned by the Secretary thereof,—the said officers having been first duly authorized so to do by by-law of the Company, shall be binding on the Company; and any such negotiable instrument made, drawn or endorsed by the President or acting-President of the Company and countersigned by the Secretary thereof, shall be presumed to have been made, drawn or endorsed with proper authority; nor shall the said President or acting President or Secretary be personally liable in respect thereof, except such making, drawing or endorsing shall have been done without the authority of such by-law: Provided always, that nothing in this section shall be deemed to authorize the 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 an incorporated bank.

Form of bank notes or negotiable instruments; non-liability of officers. **18.** The Directors of the Company may issue from time to time, after obtaining the sanction of the shareholders, present

Proviso. Mortgage bonds may be issued.

present in person or represented by proxy at any special meeting held for that purpose, mortgage bonds of the Company to any amount not exceeding fifteen thousand dollars per mile of the said railway, to be signed by the President or acting President of the Company, countersigned by the Secretary thereof, and under the Company's corporate seal, for the purpose of raising money by sale or pledge of the said bonds, for the construction, maintenance and operation of the works hereby authorized to be constructed; and such bonds shall be issued under the provisions of and secured by a deed or deeds of mortgage from the Company to a trustee or trustees for the holders thereof; and the said bonds and mortgage or mortgages securing the same shall, without any registration thereof, or of either of them, be a first claim, lien and mortgage upon the said undertaking, and the said railway, bridge or bridges and all the works hereby authorized to be constructed, and upon all the rolling stock, franchises, tolls, revenues and other property, real and personal, of the Company of every nature and kind whatsoever then existing and owned by the Company, or at any time thereafter acquired by the Company; and the said deed or deeds of mortgage shall contain such conditions and provisions as may have been agreed upon between the parties who are to be the holders of such bonds and the Company, or as shall be decided upon by the Directors, as to what shall be the amount of each of such bonds, the form thereof, the time, place and mode of payment thereof, the rate of interest thereon, the remedies to be exercised on non-payment of principal, coupons and interest thereof, or any of them, and the mode of enforcing such remedies; and may also give such powers as may be agreed or decided upon as aforesaid, to the trustee or trustees of the said deed or deeds of mortgage, upon default of payment of coupons, principal or interest due in respect of the said bonds, to take possession of the said railway, franchises, rolling stock, bridge or bridges and other property whatsoever of the Company above mentioned, to hold and run the same for the benefit of the bondholders, or to sell or lease the same or any part thereof or otherwise, as may be determined upon as aforesaid.

To be secured by mortgage deed on all the property of the Company.

What conditions the deed shall contain.

What powers it may give to the trustees.

19. The Company may issue stock to the extent of not more than three hundred thousand dollars of their capital, as guaranteed or preferred stock of the Company, having first obtained the sanction of two-thirds of the shareholders present in person or represented by proxy at a special meeting called for that purpose; but such stock shall not affect, in priority or in any way, the lien or incumbrance attaching to the mortgage bonds hereinbefore mentioned.

Guaranteed or preferred stock may be issued.

20. In default of payment of the interest or any of the coupons on the said mortgage bonds the holders thereof shall, during the time of such default, have the same rights

Voting powers of bondholders.

as

as, to voting at meetings of the Company, and shall be eligible for election as Directors, as if they were ordinary shareholders thereof: Provided always, that any bonds so voted upon and any transfer thereof shall have been first registered at the head office of the Company.

Proviso: as to registration.

Directors may make by-laws. Quorum.

21. The Directors, of whom four shall constitute a quorum, subject to change by by-law of the Company, may make by-laws as to the time and place of holding their own meetings and meetings of the shareholders, subject to and consistent with the other provisions of this Act, and generally may make by-laws as they are authorized to do under and by virtue of "*The Consolidated Railway Act, 1879.*"

Representation of a municipality subscribing.

22. Any municipality giving a bonus in aid of the Company to an amount not less than twenty thousand dollars, shall be entitled, during the construction of the said railway to and through the said municipality, but not afterwards, to appoint a person annually to be a Director of the Company; and the said person so appointed shall be a Director of the Company in addition to the regular Directors thereof, during the time aforesaid.

Paid director, and issue of paid-up stock for certain considerations.

23. The provisional or elected Directors may employ one or more of the Directors as a paid Director or officer, and may issue as paid-up stock, shares in the Company, whether subscribed for or not, and may hand over such stock as paid-up stock, or bonds of the Company, if they shall deem expedient so to do, in payment of their engineers and contractors and for any right of way, material and rolling stock, and for the services of any other persons on behalf of the Company; and such issue of paid-up stock and of the said bonds shall be binding on the Company, and the said stock shall after its issue be unassessable for calls.

Form of conveyance to Company.

24. Conveyances of land to the Company shall be sufficiently made if in the form hereunto attached, and shall thereby vest in the Company all the estate and interest of the parties so conveying the same and shall be registered according to the registry laws in the respective Provinces.

Consolidated Railway Act, 1879, to apply.

25. All the provisions of "*The Consolidated Railway Act, 1879*" and of any Act amending the same shall, except in so far as the same are inconsistent with this Act or any of its provisions, apply to the Company and shall be incorporated with this Act.

Limitation of time for commencement and completion.

26. The powers given by this Act shall be exercised by the commencement of the works hereby authorized within two years, and their completion within six years, from the passing hereof.

SCHEDULE.

FORM OF CONVEYANCE OF LAND.

Know all men by these presents, that I (*or we*) (*insert the names of the vendors*) in consideration of _____ dollars paid to me (*or us*) by the Ottawa and Arnprior Junction Railway Company, the receipt whereof is hereby acknowledged, do grant and convey, and I (*or we*) (*insert the names of any other party or parties*) in consideration of _____ dollars paid to me (*or us*) by the said Company, the receipt whereof is hereby acknowledged, do grant or release all that certain parcel (*or those certain parcels, as the case may be*) of land situated (*describe the land*) the same having been selected and laid out by the said Company, for the purposes of their railway, to hold with the appurtenances unto the said The Ottawa and Arnprior Junction Railway Company, their successors and assigns (*here insert any other clauses, covenants or conditions required*) and I (*or we*) the wife (*or wives*) of the said _____ do hereby bar my (*or our*) dower in the said lands.

As witness my (*or our*) hand and seal (*or hands and seals*) this _____ day of _____ one thousand eight hundred and _____

Signed, sealed and delivered in }
the presence of

C.D }

A.B. [L.S.]

CHAP. 75.

An Act to incorporate the Calais and St. Stephen Railway Bridge Company.

. [Assented to 17th May, 1882.]

WHEREAS the construction of a bridge across the St. Preamble.
Croix River, at or near the Town of St. Stephen, in the Province of New Brunswick, for railway and other purposes, open to all persons and companies upon equal terms, tolls and conditions, would be of advantage to the public; and whereas some of the persons hereinafter named have petitioned for an Act of incorporation for the purposes aforesaid, 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, enacts as follows:—

Certain persons incorporated.

1. Joseph N. Greene, Thomas Barry, F. H. Todd, James Murchie, T. Chipman, C. F. Todd, James G. Stevens, Henry Osborne, James E. Lynott, Charles J. Whidden, L. G. Downes, Charles W. Weldon, and all such other persons as shall, under the provisions of this Act, become holders of shares in the capital stock of the Company hereby incorporated, shall be, and they are hereby incorporated into a Company for the constructing, maintaining, managing and working a bridge across the St. Croix River, from a point on the Canadian side of the said river in the Town of St. Stephen, in the County of Charlotte as near as may be practicable to the Ferry Point Bridge, to a point on the opposite side of the said river in the City of Calais, in the State of Maine, one of the United States of America, and shall, for that purpose, be a body corporate and politic by the name of the Calais and St. Stephen Railway Bridge Company, hereinafter called the Company.

Object of the company.

Corporate name.

Powers of the company for the construction of the bridge, &c.

2. The Company, from and after the passing of this Act, shall be, and it is hereby authorized and empowered to build and complete a bridge for railway purposes across the said river, with one or more tracks for the passage of locomotive engines and railway trains, with the necessary approaches, tracks, machinery and appliances to enable the railway companies whose lines shall connect therewith to use the said bridge; and the Company may also, as part of the said bridge, in their discretion at any time, construct or arrange the said bridge as well for the use of foot passengers and carriages, or either, as they may think best: but the Company shall not commence the actual construction of the said bridge until an Act of the Congress of the United States of America has been passed, consenting to or approving the bridging of the said river, or until the Executive of the United States of America has consented to and thereof approved; but the Company shall have the power in the meantime to acquire their lands, submit their plans to the Governor in Council, and do all other the matters and things authorized by this Act, except the commencement of the actual construction or erection of the bridge; and the time for the completion of the work as fixed by this Act shall run from the date of the passing of the said Act of the said Congress, or from the date of the signification of the consent and approval of the Executive of the United States of America.

Proviso: for approval of plans by Governor in Council, and consent of United States authorities.

Plans to be submitted to Governor in Council.

3. The Company shall not commence the said bridge, or any work thereunto appertaining, until the plans of the said bridge, and the works intended and connected therewith, and the location and site thereof shall have been submitted to and approved by the Governor in Council, and such conditions as he shall have thought fit for the public good and railroad facilities to impose touching the said bridge and works shall have been complied with; nor shall any such plans

plans be altered, nor any deviation therefrom allowed, except upon the permission of the Governor in Council, and upon such conditions as he shall impose.

4. The Company shall have power to unite with any other company, incorporated in and under the laws of the State of Maine or of the United States of America, in building the said bridge and approaches, and in working, managing, maintaining and using the same, and to enter into any agreement with such corporation or company respecting the construction, maintenance, management and use of the said bridge and its appurtenances.

Union with another company.

5. The capital of the Company shall be one hundred and fifty thousand dollars, divided into fifteen hundred shares of one hundred dollars each, with power to increase the same in the manner provided by "*The Consolidated Railway Act, 1879.*"

Capital stock and shares; power to increase.

6. With respect to the acquiring of lands and materials for the purposes of the Company, and for all purposes to which the same are or can be made applicable, the provisions of the said "*The Consolidated Railway Act, 1879.*" shall apply to the Company and shall form part of this Act.

Railway Act to apply as to acquisition of land.

7. Joseph N. Greene, James Murchie, F. H. Todd, James E. Lynott, and L. G. Downes, shall be the first, provisional Directors of the Company, and shall hold office until their successors are elected as hereinafter provided; and a majority of Directors shall form a quorum.

Provisional directors.

8. The said Directors shall have power to open stock books at such place or places, and at and for such periods as to them shall seem proper, of which notice shall be given in at least one newspaper published in the Town of St. Stephen, and one published in the City of Calais, in the said State of Maine, stating the time and place when and where the said books shall be opened, and the period for which the same shall remain open for subscriptions for the stock of the Company.

Stock books may be opened, and where.

9. No subscription for stock shall be valid until the person subscribing shall have paid, to the credit of the Company, into some bank in the said Town of St. Stephen or the City of St. John, to be named in the said notice so to be given by the said Directors, ten per cent. on the amount of such subscription, nor until the Directors shall have considered and allotted the said stock in the manner hereinafter mentioned.

Payment on subscription.

10. Within one week after the said stock books have been closed, it shall be lawful for the Directors, and it shall be

Allotment of stock.

Effect of allotment. be their duty, to meet and examine the subscriptions made for stock and the sums paid into the banks named in the said notice to the credit of the Company; and the said Directors shall then proceed to allot the said stock to the persons so subscribing, and if the subscriptions are in excess of the capital stock, then to allot the same among the subscribers, in the proportion the subscribed stock bears to the capital stock; and upon the making of such allotment the persons to whom the said stock is so allotted and to the extent so allotted shall be the shareholders in the Company, and shall be the only subscribers to the said stock entitled to act as such in organizing the Company, as in this Act provided.

Re-
pay-
ment
of
excess
of
amount
paid
in,
or
on
stock
not
allotted. **11.** The Directors shall, as soon as they can do so, return to all persons who shall have paid in the said ten per cent. any sum so paid in excess of ten per cent. on the shares so allotted to them, if any; and from the said ten per cent. so paid in upon the stock so allotted, or from other the funds of the Company, the Directors may pay and discharge the costs of this Act, and the expenses of obtaining the same and all costs incidental to the said incorporation.

First meeting
of share-
holders. **12.** As soon as eight hundred shares in the said stock shall be subscribed and allotted as aforesaid, the said Directors shall call a meeting of the said subscribers at the Town of St. Stephen for the election of Directors of the Company; notice of such meeting shall be given by publication in the *Canada Gazette* and one or more newspapers published in the Town of St. Stephen, for two consecutive weeks,—such notice to state the time and place of holding the said meeting; and at the said meeting the shareholders present in person, or represented by proxy, shall elect from the shareholders seven Directors, who shall hold office until the next annual election of Directors of the Company, or until their successors are appointed.

Notice.

Election of
directors.

Directors. **13.** At the said first election, and at all subsequent elections the seven duly qualified shareholders having the largest number of votes cast for them at such election, shall be the Directors for the ensuing year.

Qualification
of directors. **14.** Every shareholder, who has paid up all calls on stock held by him at the time of the election, shall be qualified for the office of Director, and each such shareholder shall have one vote for every share of the capital stock held by him, upon which all calls have been paid up; and all questions, at any special or general meeting of the Company upon which a vote shall be taken, shall be decided by the majority of the votes cast by the said shareholders present in person or represented by proxy at the said meeting.

Votes on
shares.

15. The Directors of the Company, from time to time, shall have the control and management of the stock, property and affairs of the Company, and shall have power to locate, construct and equip the said bridge and its approaches, and to fix, and from time to time regulate, increase or reduce the tolls and rates to be charged to all persons and companies using the said bridge: Provided however, that such tolls, charges and rates shall be equal to all parties, persons and companies using the said bridge, its machinery, approaches and appurtenances: the tolls, from time to time, charged by the Company shall first be approved by the Governor in Council, but so long as all companies and parties are charged equal rates and are given equal terms and facilities, the Directors may, as they may think proper, charge less than the said rates so fixed.

Powers of directors.

Proviso: as to tolls.

16. The Directors may, from time to time, by by-law, fix the time and place of the annual general meeting of the Company, and also for the holding of special general meetings, and the place where the head office of the Company shall, for the time being, be located; but no change of the head office shall be made until one month's notice of the said change has been given in the *Canada Gazette*.

Time for general meetings.

Head office.

17. The Directors may enter into an agreement for the consolidation of the capital stock, franchise and powers of the Company incorporated by this Act with any bridge company incorporated for the same purpose in the United States of America, under the laws of the State of Maine or under the laws of the United States, on such terms and conditions, and in such manner, under such name, with such capital, and with such powers, not inconsistent with the laws of Canada, and with such Board of Directors, as shall be set out and provided in the agreement for such consolidation or amalgamation: Provided however, that no such deed or agreement shall be valid and binding, unless and until the same has been submitted to and approved of by a majority of the shareholders of the Company incorporated by this Act, present in person or represented by proxy and voting at a special general meeting called for the purpose of considering the said agreement,—and of which meeting and the purpose for which it is called, one month's notice shall be given in the *Canada Gazette*, and in a newspaper published in the Town of St. Stephen, and in at least one newspaper published in the City of Calais, in the State of Maine.

Amalgamation with another company.

Proviso: Deed must be approved by shareholders at a special general meeting.

18. Upon the said meeting being held, if the said agreement is approved, a copy thereof under the seal of the said companies respectively shall be deposited in the office of the Minister of the Interior of the Dominion of Canada, and another copy so sealed shall be deposited in the office of the

Proceedings if amalgamation is approved.

Secretary of State for the State of Maine; and notice of the said deposit shall be given by the Secretary of the Company incorporated by this Act in the *Canada Gazette*, and thereupon the said consolidation shall be considered complete; and the production of the *Canada Gazette* with the said notice therein contained shall be taken as *prima facie* evidence that the said consolidation is complete and regular in all respects, and of the existence of the said consolidated company: the company formed by the said consolidation shall be called by such name as shall be given it in the said agreement for consolidation.

New company vested with powers, &c. of the old.

19. The said Company when so consolidated shall have, possess and enjoy all the powers, rights and franchises before the said consolidation held, possessed and enjoyed by the Company incorporated by this Act, and also all those possessed and enjoyed by the company consolidated therewith, and shall be subject to the same liabilities: Provided, that nothing herein contained shall affect the right of any creditor of the Company or any remedy for recovery of his debt against the Company.

Borrowing powers of the company or consolidated company.

20. The Company incorporated by this Act, as also the said consolidated company, shall have power to borrow from time to time, either in Canada or elsewhere, such sums of money as may be expedient for building, completing, maintaining and working the said bridge, its machinery and approaches, with the buildings and fixtures in connection therewith, at a rate of interest authorized by the laws of Canada, but not exceeding eight per cent. per annum, and to make the bonds, debentures and other securities granted for the sums so borrowed payable either in currency or in sterling, and at such place or places within Canada or without as may be deemed advisable, and to sell the same at such price or prices or discount as may be deemed expedient or be necessary, and to hypothecate, mortgage or pledge the lands, tolls, revenue and other property, real and personal of the Company, for the due payment of the said sums and the interest thereon; but no such debenture or bond shall be for a less sum than one hundred dollars; and upon such mortgage being registered in the registry office for the County of Charlotte, the same, without any other filing or registration, shall, until discharged, be a valid and binding charge upon all the property of the Company, real and personal, without any other or further filing or registration.

Interest limited.

Mortgage of lands for security.

Registration and its effect.

Railway Act to apply.
42 V., c. 9.

21. All the provisions of "*The Consolidated Railway Act, 1879*," shall apply to the Company in the same manner as if in the said "*Consolidated Railway Act, 1879*," the word "bridge" was substituted for the word "railway," and in so far as the said Act can be made or is applicable to the said bridge and its approaches, and the working thereof, and the management.

management of the Company's affairs, the transfer of shares, election of Directors, making of by-laws, the acquiring of lands and materials, and all other matters whatsoever appertaining to the Company or the said bridge and its property.

22. Aliens may be shareholders in the Company, and may also be Directors thereof. Rights of aliens.

23. The tolls for the use of the bridge, fixed from time to time as in this Act provided, shall be paid to such person or persons, and at such places at or near the bridge, in such manner and under such regulations, as the Directors of the Company shall direct: in case of denial or neglect of payment on demand of any such tolls, or any part thereof, to such person or persons, the same may be sued for and recovered in any court of competent jurisdiction; or the agents or servants of the Company may seize the goods, cars or engines, for or in respect whereof such tolls ought to be paid, and detain the same until payment thereof; and in the meantime the property shall be at the risk in all respects of the owner, for damages or loss thereto by any cause whatsoever. Payment of tolls.
Recovery thereof.
Detention of goods.

24. The Directors shall, from time to time, keep exhibited in all and every place where the tolls are to be collected, in some conspicuous place therein, a printed board or paper showing all the tolls payable and particularizing the price or sum of money to be charged or taken for the passage of any matter or thing over the said bridge. Tariff of tolls to be posted up.

25. In case the State of Maine or the United States of America shall, at any time, provide for the appointment of a commission for regulating the working of the said bridge, the use thereof, and the compensation to be made therefor, and for settling any dispute in respect thereof, it shall be lawful for the Governor in Council to join in the appointment of the said commission, on such terms as he shall think proper, and to appoint one or more persons as members of the said commission; and in the event of any such appointment the said commissioners shall have such powers, not inconsistent with the provisions hereof, as shall be conferred upon them by the Governor in Council; and the decisions of the said commissioners shall be final and conclusive, to the extent to which the same are final and conclusive by virtue of the provisions which may be made by the State of Maine or the United States of America. Appointment of joint commission provided for, by U. S. or Maine and Canada.

26. Any railway company, whose road now has or shall hereafter have a terminus at or shall run its trains to or from any point at or near either end of the said bridge, or shall run its trains in connection with any railway having Equal rights of railway companies using bridge. such

such terminus, or upon which trains are or shall be run to or from the localities aforesaid, whether incorporated by the Parliament of Canada or by any Provincial Legislature, or by any authority in the State of Maine, or by the legislature of the United States of America, shall have and be entitled to the same and equal rights and privileges in the passage of the said bridge, and in the use of the machinery and fixtures thereof, and of all the approaches thereto, without discrimination or preference, upon the payment of equal tolls and observance of the rules and regulations of the Company, made by the Directors from time to time, regulating the traffic on the said bridge.

Forceible
passage or
injury of
bridge for-
bidden.

Penalty.

27. If any person shall force or attempt to force any gate or guard of the said bridge or the approaches thereto, or if any person shall wilfully do or cause to be done any act or acts whatsoever, whereby the said bridge, its lights, stationary works, machinery, fixtures or other appurtenances thereto, shall be obstructed, impaired, weakened, destroyed or injured, the person so offending shall forfeit to the said Company treble the damages sustained by means of such offence or injury, (to be recovered in the name of the Company with costs of suit, by any proper action for that purpose), and shall be guilty of a misdemeanour, and be punishable by fine or imprisonment, or both, by any court of competent jurisdiction having cognizance of misdemeanours.

Company
may become
parties to
promissory
notes, &c.

Proviso.

28. The 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 note or bill made, drawn, accepted or endorsed by the President or Vice-President of the Company as President or Vice-President thereof, and countersigned by the Secretary, and under the authority of a majority of a quorum of the Directors, shall be binding on the Company; and any such promissory note or bill of exchange made, drawn, accepted or endorsed by the President or Vice-President and countersigned by the Secretary, shall be presumed to have been made with proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the President or Vice-President or Secretary be individually responsible for the same, unless the said promissory note or bill of exchange has been issued otherwise than aforesaid: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the notes or bills of a bank.

Act to come
into force by
proclamation
on certain
conditions.

29. The powers conferred by this Act shall not be exercised until evidence be given to the satisfaction of the Governor in Council that there is a reasonable probability of the commencement

commencement and completion of a railway from Calais to Bangor, and a proclamation of the Governor in Council be issued thereon declaring this Act in force.

30. The said bridge shall be completed within four years Time for construction limited. from the date of such proclamation; otherwise the powers hereby granted shall cease and be of no effect.

CHAP. 76.

An Act to incorporate the Chignecto Marine Transport Railway Company, Limited.

[Assented to 17th May, 1882.]

WHEREAS the persons hereinafter mentioned and others Preamble. have, by their petition, represented that they are desirous of obtaining a charter incorporating them as a Company for the construction of a Marine Transport Railway from a point at or near the mouth of La Planche River, in Cumberland Basin, in the Bay of Fundy, to a point in the Baie Verte in the Gulf of St. Lawrence, between Irwin's Point, so called, and Week's Point in the said Baie, for the conveyance of vessels with or without cargo, across the Isthmus of Chignecto, with all powers necessary therefor; and have prayed for the passing of an Act to that end; and whereas the construction of the said railway would be to the general advantage of Canada, and especially conducive to the development of the commercial interests and coasting trade of the Maritime Provinces of the Dominion, and it is expedient to grant the prayer of their said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Henry G. C. Ketchum, Edwin Clark, Thomas C. Keefer, C.M.G., Charles R. Coker, R. G. Lunt, William Elder, M.P.P., Charles C. Gregory, Colonel Charles J. Stewart, Christopher Milner, Honorable P. A. Landry, Honorable C. J. Townsend, James S. Hickman, W. D. Douglas, W. D. Main, J. C. Brundage, W. C. Milner, W. H. Marston, Honorable J. S. Carvell, Honorable A. W. Ogilvie, John H. Parks, A. E. Killam, M.P.P., with all such other persons and corporations as shall become shareholders in the Company to be hereby incorporated, shall be and they are hereby constituted a body corporate and politic by the name of "The Chignecto Marine Transport Railway Company, limited:" and the words Corporate name. "the Company," when used in this Act shall mean the Chignecto Marine Transport Railway Company, limited.

Objects and powers of the company.
Marine transport railway.

2. The Company and their servants and agents may lay out, construct, equip, maintain and work a continuous marine transport railway from a point at or near the mouth of La Planche River, in Cumberland Basin, in the Bay of Fundy, to a point in the Baie Verte in the Gulf of St. Lawrence between Irwin's Point, so called, and Week's Point, in the said Baie, in the Gulf of St. Lawrence, for the conveyance of vessels, with or without cargo, with the proper appurtenances; and also a telegraph and telephone line throughout the length of the said railway.

Telegraph and telephone line.

Stations, warehouses, docks, etc.

3. The Company shall have power and authority to erect and maintain all necessary and convenient buildings, stations, depots, warehouses, elevators, wharves, piers, docks, dock walls, gates, hydraulic lifts, stationary engines, boiler and tank houses, fuel sheds, water pipes, reservoirs and all other works that may be necessary to the undertaking.

Power to take and hold the necessary land and property for the said works, under 42 V., c. 9.

4. The Company shall have power and authority to take and hold, for the construction, maintenance, accommodation and use of the said railway, such lands as may be necessary, not to exceed a width of eighty yards, except at the terminal points of the said railway, either on Cumberland Basin or the Baie Verte,—where as many acres may be taken as may be necessary for the purposes of constructing, erecting and maintaining docks, dock walls, gates, hydraulic lifts, stationary engines, boiler and tank houses, fuel sheds, water pipes and reservoirs and such other works as may be necessary for the purposes of the Company, with or without the consent of the proprietors, but under and subject to the provisions of "*The Consolidated Railway Act, 1879*," and such extent of the public beach or of the land covered by the waters of Cumberland Basin or Baie Verte, as may be required for piers, docks, approaches or dredging purposes.

Public beach.

Provisional directors; their term of office.

5. Henry G. C. Ketchum, Edwin Clark, Thomas C. Keefer, C.M.G., Charles R. Coker, and Reuben G. Lunt, are hereby constituted the first Board of Directors of the Company,—the said Henry G. C. Ketchum being Managing Director,—and shall hold office as such until other Directors shall have been elected, under the provisions of this Act, at the first meeting of the shareholders of the Company; and they shall have power and authority to add to their number, (the whole number, however, composing the Board not to exceed seven), and to fill vacancies therein or in the office of Managing Director, should it become vacant, to open stock books, procure subscriptions for the undertaking, and to receive payment on stock subscribed; and the said Board of Directors shall have power and authority to negotiate and contract with capitalists for the carrying out of the undertaking of the Company under this charter.

Their powers.

6. The majority of the Directors shall form a quorum; and the Board of Directors may employ one or more of their number as a paid Director or as paid Directors, and may appoint such officers of the Company as they may deem necessary, and provide for the payment of the same.

Quorum; paid directors; officers.

7. On the first Wednesday in June in each year, at the principal office of the Company, to be fixed by the by-laws thereof, there shall be held a general meeting of the shareholders of the Company for receiving a report of the Directors, transacting the business of the Company, whether general or special, and the election of Directors thereof; and at such meeting the shareholders shall elect Directors for the administration of the Company during the then ensuing year, in the manner hereinafter provided,—which Directors shall be five in number, unless and until their number shall be changed by by-law; and such number may, from time to time, be fixed by such by-law at not less than five or more than seven: Provided, that no person shall be a Director unless he shall be the owner and holder of at least fifty shares of the stock of the Company, and shall not be in arrear in respect of the calls thereon; and public notice of such annual meeting and election shall be given by advertisement, for one month, in the *Canada Gazette*, and by a circular letter mailed to each shareholder; and the election of Directors shall be by ballot; and at all meetings of shareholders they may vote by proxy,—such proxy to be held by a shareholder.

General meetings for election of directors, &c.

Qualification of directors.

Notice of meeting.

Ballot and proxies.

8. The capital stock of the Company shall be not less than one million dollars, and shall be divided into shares of one hundred dollars each, but may be increased from time to time, in the manner prescribed by sub-section twenty of section seven of "*The Consolidated Railway Act, 1879*:" and as soon as one hundred thousand dollars of such capital stock shall have been subscribed and ten per cent. paid thereon, the Managing Director or a majority of the provisional Directors shall call a meeting of the shareholders of the Company, to be held at such time and place as they may think proper, giving at least four weeks' notice thereof in the *Canada Gazette*, and by a circular letter mailed to each shareholder; at which meeting the shareholders shall elect Directors to the the number aforesaid, from the shareholders possessing the proper qualification,—which Directors shall hold office until the next annual meeting of the shareholders as herein provided.

Capital and shares.

First meeting for election of directors.

9. The Company, with the authority of the shareholders first obtained at a special general meeting called for that purpose, may issue mortgage bonds not exceeding two millions five hundred thousand dollars in amount upon the said railway, for the purposes of the undertaking authorized

Mortgage bonds.

Deed of mortgage.

Conditions of deed.

In default of payment, trustee of bondholders may hold railway.

Other powers to trustee and bondholders.

Interpretation of "working expenses."

thorized by this Act, which shall constitute a first mortgage and privilege upon the said railway and upon its property, real and personal, rolling stock, plant, tolls and revenues, after deduction from such tolls and revenues of the working expenses of the said railway; and such mortgage shall be evidenced by a deed or deeds of mortgage executed by the Company, with the authority of the Directors expressed by a resolution of the Board passed at a special meeting called for the purpose,—which deed or deeds may contain such conditions respecting the payment of the said bonds, and of the interest thereon, and respecting the remedies which shall be enjoyed by the holders thereof, or by any trustee or trustees for them, in default of such payment, and for enforcing such remedies, and for such forfeitures and penalties, in default of payment thereof, and of the interest or coupons thereon, as may be approved by such Board; and may also, with the approval aforesaid, authorize the trustee or trustees, upon such default, as one of such remedies, to take possession of the railway and property mortgaged, and hold and run the same for the benefit of the bondholders thereof for a time limited by such deed or deeds, or to sell the said railway and property, after such delay and upon such terms and conditions as may be stated in such deed or deeds; and, with like approval, may thereby grant such further and other powers and privileges to such trustee or trustees and to such bondholders, as are not contrary to law or to the provisions of this Act,—including the right to the holders of such bonds to vote at meetings of shareholders and bondholders, whenever any instalment, either of interest or capital, is in default, as shall be described in such deed or deeds.

10. The phrase "working expenses" shall mean and include all expenses of maintenance of the railway, and of the stations, buildings, works and conveniences belonging thereto, and of the rolling and other stock and movable plant used in the working thereof, and also all such tolls, rents or annual sums as may be paid in respect of property leased to or held by the Company, or in respect of the hire of engines, carriages or waggons let to the Company; also all rent, charges or interest on the purchase money of lands belonging to the Company, purchased but not paid for, or not fully paid for, and also all expenses of and incidental to working the railway and the traffic thereon, including stores and consumable articles; also rates, taxes, insurance and compensation for accidents or losses; also all salaries and wages of persons employed in and about the working of the railway and traffic, and all office and management expenses, including Directors' fees, agency, legal and other like expenses; and generally all such charges, if any, not above otherwise specified, as in the case
of

of English railway companies are usually carried to the debit of revenue as distinguished from capital account.

11. The Company may issue guaranteed or preferred stock to the amount of one million five hundred thousand dollars, as shall be authorized by the shareholders at a special meeting called for the purpose,—notice of the intention to propose such issue at such meeting being given in the notice calling the meeting; but such stock shall not interfere with the lien, mortgage and privilege attaching to bonds issued under the authority of this Act.

Preferred stock may be issued.

12. The money raised in the manner prescribed by the preceding sections, or any of them, 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 the rest and residue of the said money shall be applied towards making, completing, equipping and maintaining the said railway and other purposes of this Act as herein provided.

Application of moneys raised by bonds.

13. The 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 note or bill, made, drawn, accepted or endorsed by the President or Vice-President of the Company as President or Vice-President thereof, and countersigned by the Secretary, and under the authority of a majority of a quorum of the Directors, shall be binding on the Company; and any such promissory note or bill of exchange, made, drawn, accepted or endorsed by the President or Vice-President and countersigned by the Secretary, shall be presumed to have been made with proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the President or Vice-President or Secretary be individually responsible for the same, unless the said promissory note or bill of exchange has been issued otherwise than as aforesaid: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer or intended to be circulated as money or as the notes or bills of a bank.

Promissory notes issued by company, how to be signed, &c.

Proviso.

14. The Company may receive from any Government or persons, or bodies corporate, municipal or politic, a subsidy or subsidies, or guarantee of money, or securities for money in aid of the said marine transport railway, or any dock connected therewith.

Company may receive aid from Government or others.

15. No tolls shall be exacted until a tariff of tolls shall have been submitted to and sanctioned by the Governor General

Tariff of tolls must be

approved by
Governor in
Council.

General in Council, who may, should the public interest require it, revise the same from time to time; and thereafter such tolls may be levied and collected by the Company.

Declaration
of importance
of work to
Canada.

16. It is hereby declared that the construction of the said railway is of general importance, and a work for the general advantage of Canada.

Time for com-
mencement
and comple-
tion.

17. The works herein authorized shall be commenced within three years and completed within seven years from the passing of this Act.

Consolidated
Railway Act.

18. The provisions of "*The Consolidated Railway Act, 1879*," shall, in so far as they are applicable to the Company hereby incorporated and are not inconsistent with this Act, be deemed to form part hereof.

CHAP. 77

An Act to incorporate the Ottawa, Waddington and New York Railway and Bridge Company.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the construction of a line of railway running from the City of Ottawa, in the County of Carleton, in the Province of Ontario, or from some point on the St. Lawrence and Ottawa Railway, or on the Canada and Atlantic Railway, within the said County of Carleton, to a point on the St. Lawrence River, at or near the Town of Morrisburgh, in the County of Dundas, in the said Province, with power to the Company incorporated to construct the same, to bridge the St. Lawrence River, and to connect the railway system of Canada with that of the State of New York, and the Eastern and Middle States of the United States of America, open to all the railways that could connect therewith, and affording equal traffic facilities to all railway companies; and also with power to bridge the Ottawa River at or near the said City of Ottawa, and to construct a line or lines of railway from the Quebec side of the said river, to connect with the railways running in or through the County of Ottawa, would be of general benefit to the Dominion of Canada; and whereas a petition has been presented for that purpose, and it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Honorable James Skead, Senator; the Honorable Richard Wm. Scott, Q.C., Senator; the Honorable William Macdougall, C.B., Q.C., M.P., Ottawa, Ontario; the Honorable Thomas C. Durant of the Adirondack Railway Company, New York City; the Honorable Silas Seymour, State Engineer, State of New York, Saratoga Springs; the Honorable Leslie W. Russell, Attorney General of the State of New York, Canton; the Honorable James F. Pierce, Councillor-at-Law, Brooklyn, N.Y.; the Honorable James Redington, United States Consular Agent, Waddington, N. Y.; Peter White, M.P., Pembroke; John Rochester, M.P., Carleton; Joseph M. Currier, M.P., President of the Gatineau Valley Railway Company; Joseph Tassé, M.P.; Pierre St. Jean, M.D., Mayor of Ottawa; Thomas C. Keefer, C.M.G., Director of the American Society of Engineers; Patrick Baskerville, M.P.P.; Charles H. Mackintosh, Vice-President of the Gatineau Valley Railway Company; Charles T. Bate, President of the Ottawa Gas Company; Charles Magee, Vice-President of the Bank of Ottawa; Thomas Mackay, mill owner; Duncan B. Mac-tavish, barrister-at-law; John W. Imlay, contractor—all of Ottawa aforesaid; Robert Blackburn, of New Edinburgh, merchant; L. Duhamel, M.P.P., Hull, P.Q; George William Monk, M.P.P., Carleton; Adam J. Baker, M.P.P., Russell; John S. Ross, M.P., Dundas; Andrew Broder, M.P.P., Dundas; Ira Morgan, Reeve of Osgoode; John Rolston, merchant; Frank Iveson, agent of the Great North Western Telegraph Company, of Metcalfe, Ontario; Aaron Sweet, merchant; Andrew J. Laflamme, merchant; Neil McIntyre, M.D.; George R. Bow, merchant, West Winchester, Ontario; W. J. Anderson, M.D, proprietor of the Winchester Springs, Ontario; Hugh Campbell Kennedy, Esquire; Alexander Farlinger, Esquire, Morrisburgh, Ontario; John Poupore, M.P.; William J. Poupore, M.P.P.; James Briggs, J. Murray Mitchell, Honorable L. R. Church, William Mackenzie, Charles E. Hickey, M.D.; John H. Munro, Simon S. Cook, and Augustus Keefer, barrister-at-law, together with all such persons and corporations as shall, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted and declared to be a body corporate and politic by the name of "The Ottawa, Waddington and New York Railway and Bridge Company" (hereinafter called "the Company,") and shall have all the powers and privileges conferred on such corporations by "*The Consolidated Railway Act, 1879,*" or any Act relating thereto since past or which may hereafter be passed, subject, however, to the provisions hereinafter contained.

Certain persons incorporated

Corporate name and general powers.

42 V., c. 9.

2. The Company and their agents and servants shall have full power and authority to lay out, construct, complete and operate a double or single line of railway of four feet eight and one-half inches gauge, from any point within the said City of Ottawa, or from some point within the said County

Objects and purposes of the company.

Course of lines of railway.

County of Carleton on the line of the St. Lawrence and Ottawa Railway, or on the line of the Canada and Atlantic Railway, passing through or near the Villages of Metcalfe, Ormond, Vernon, Bate's Corners or West Winchester, Winchester Springs, Bell's Corners, and Morrisburgh to a point on the St. Lawrence River, opposite Ogden's Island, in the said State of New York, or to some point on the St. Lawrence River within three miles of Morrisburgh aforesaid, and shall have full power and authority to lay out, construct and complete a line or lines of railway to their bridge over the Ottawa River, on the Quebec side thereof, (hereinafter mentioned) to connect with all or any of the railways running in or through the said County of Ottawa.

On the Quebec side of River Ottawa.

Railway bridge over the St. Lawrence River and St. Lawrence Canal.

3. The Company shall have full power and authority to lay out and construct, complete, maintain, work, manage and use a railway bridge over the St. Lawrence Canal, and the St. Lawrence River, from some convenient point on their line of railway opposite Ogden's Island, in the State of New York, or within three miles of Morrisburgh aforesaid, to connect with any railways in the State of New York, one of the United States of America. The Company shall not commence the actual erection of the said bridge until an Act of the Congress of the United States of America has been passed, consenting to or approving the bridging of the said river, or until the Executive of the United States of America has consented to and approved thereof; but the Company shall have the power in the meantime to acquire the lands, submit their plans to the Governor in Council, and do all other the matters and things authorized by this Act, except the commencement of the actual construction or erection of the bridge; and the time for the completion of the work as fixed by this Act shall run from the date of the passing of the said Act of the said Congress, or from the date of the signification of the consent and approval of the Executive of the United States of America.

Conditions precedent to commencement of such bridge.

Railway bridge over Ottawa River.

4. The Company shall have full power and authority to lay out and construct, complete, maintain, work, manage and use a railway bridge over the Ottawa River at or near the said City of Ottawa, from some convenient point on their line of railway, to connect with any railway running in or through the said County of Ottawa

Particulars of construction, &c., of railway bridges over the St. Lawrence river and canal, and Ottawa river.

5. The height of the arches of the bridge across the St. Lawrence canal and river shall be not less than sixty-one feet above high water, with a sufficient drawbridge if required by the Governor-in-Council; the interval between the abutments or piers across the main channel of the St. Lawrence River shall be the whole width of the said channel, or not less than three hundred and fifty feet, and across the shoal to Ogden's Island not less than two hundred feet: the height of the arches of
the

the bridge across the Ottawa River shall be not less than thirty feet above high water, and the interval between the abutments or piers shall be not less than two hundred feet ; or the arches of the said bridge shall be of such height above high-water, the intervals between the abutments or piers shall be such, and the toll to be collected shall be such, as may be approved of by the Governor-in-Council.

6. The Company are hereby authorized to build, erect, construct, work, maintain and manage a solid and sufficient toll-bridge on the piers of the railway bridge, for ordinary traffic purposes over the said Ottawa River, from some point within or near the limits of the said City of Ottawa, to a point on the Quebec bank of the river, and to erect and construct toll-houses and toll-gates, with other dependencies and approaches to or upon the said bridge ; and also to do and execute all such other matters and things as shall be necessary, useful or advantageous for erecting and constructing, keeping up and maintaining the said bridge and toll-houses, and gates, and other dependencies, according to the true intent and meaning of this Act.

Toll bridge for ordinary traffic over Ottawa river.

7. If any person shall forcibly pass through any of the said toll-gates, or over or upon the said bridge without first having paid the proper toll, or shall interrupt or disturb the Company or any person or persons employed by them in building or repairing the same, such person so offending shall, for every such offence, forfeit a sum not exceeding ten dollars, to be recovered before any Justice of the Peace ; and in default of payment may, in the discretion of such Justice, be imprisoned in the common gaol for a period not exceeding ten days.

Penalty for passing over bridge without paying proper toll.

8. The undertaking hereby authorized shall be divided into three sections, which shall be known as the " Railway Section," " The St. Lawrence Bridge Section," " The Ottawa Bridge and Toll-Bridge Section," respectively. The railway section shall consist of the lines of railway which the Company is hereby empowered to construct and operate, together with all their rolling stock, plant and equipments ; and the bridge sections shall consist : first, of the bridge over the St. Lawrence Canal, and St. Lawrence River ; second, of the railway and toll bridge over the Ottawa River, with their respective approaches, and all the machinery and plant belonging to each separately ; and the capital account, tolls and revenue of each section shall be kept separate and distinct.

Undertaking divided into four sections.

Railway section.

Bridge sections.

9. The Company shall not commence the said bridges or either of them, or any work thereunto appertaining until the Company shall have submitted to the Governor in Council, plans of such bridges and of all the intended works thereunto appertaining,

Plans of bridges to be approved by Governor in

Council before commencement.

appertaining, nor until the plans and sites of such bridges shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching the said bridges and works shall have been complied with; nor shall any such plans be altered, nor any deviation therefrom allowed except upon the permission of the Governor in Council, and upon such conditions as he shall impose: Provided always, that from sunset until sunrise, during the season of navigation, suitable lights shall be maintained upon the said bridges to guide vessels approaching the same.

Proviso, as to lights.

Co-operation of other companies may be secured to build, maintain, &c., railway bridge over St. Lawrence river.

10. The Company shall have power to unite with any other company or companies incorporated, or which may be incorporated, under and by virtue of the laws of the United States of America, or of any of the said States, or with any body politic or corporate, in building the said bridge over the St. Lawrence River and its approaches, and in maintaining, working, managing, and using the same, and to enter into any agreement with such company or companies, or corporation respecting the construction, maintenance, management, and use thereof; and it shall be lawful for the Company to levy and collect rates, tolls, rents and compensation for the use of the said bridge and its approaches, and to hypothecate, pledge, and appropriate the receipts derivable from such bridge after payment thereof of the working expenses, and the cost of maintenance, to the payment exclusively of the principal and interest of any bond, security or debt contracted for or in the construction thereof, or to agree that the interest on such bond, security or debt shall form part of the working expenses of the railway.

Company may collect tolls, rents, &c., and pledge them to secure bonds.

Co-operation of other companies may be secured in order to build and work railway bridge over Ottawa river.

11. The Company shall have power to unite with any other company or companies incorporated, or which may be incorporated under and by virtue of the laws of the Dominion of Canada, or of the Province of Ontario, or of the Province of Quebec, or with any body politic or corporate, in building the said railway bridge and approaches over the Ottawa River, and in maintaining, working, managing and using the same, and to enter into any agreement with such company or companies or corporation respecting the construction, maintenance, management, and use thereof: and it shall be lawful for the Company to levy and collect rates, tolls, rents and compensation for the use of the said bridge and its approaches; and to hypothecate, pledge and appropriate the receipts derivable from such bridge, after payment thereof of the working expenses and the cost of maintenance, to the payment exclusively of the principal and interest of any bond, security, or debt, contracted for or in the construction thereof, or to agree that the interest on such bond, security or debt shall form part of the working expenses of the railway.

Tolls, rents, &c., may be collected.

12. The following persons, viz.: Honorable James Skead, Honorable Richard William Scott, Honorable William Macdougall, Honorable Thomas C. Durant, Honorable Silas Seymour, Honorable Leslie W. Russell, Honorable James F. Pierce, Honorable James Redington, John Rochester, M.P., Joseph M. Carrier, M.P., Peter White, M.P., Pierre St. Jean, M.D., Mayor, Charles T. Bate, Thomas C. Keefer, Charles H. Mackintosh, Duncan B. Mactavish, John W. Imlay, L. Duhamel, M.P.P., Ira Morgan, John Rolston, Francis Iveson, Aaron Sweet, Andrew J. Laflamme, Neil McIntyre, M.D., George R. Bow, W. J. Anderson, M.D., Hugh Campbell Kennedy, Alexander Farlinger, and Augustus Keefer, shall be and are hereby constituted provisional Directors of the Company, seven of whom shall form a quorum; they shall have power to add not more than five to their number, and shall hold office as such until the first election of Directors under this Act; and shall have power forthwith to open stock books and procure subscriptions of stock for the undertaking and to receive the first payment for stock subscribed; and to cause plans and surveys to be made, and to deposit in any chartered bank of Canada all money received by them on account of stock subscribed, and to withdraw the same for the purposes of the undertaking: the said Directors or a quorum of them, or the Board of Directors to be elected as hereinafter mentioned, may in their discretion exclude any person from subscribing who in their judgment would hinder, delay, or prevent the Company from proceeding with and completing their undertaking under the provisions of this Act; and if at any time more than the whole stock shall have been subscribed, the said provisional Directors or Board of Directors shall allocate and apportion the same among the subscribers, as they shall deem most advantageous and conducive to the furtherance of the undertaking, and all meetings of the; provisional Board of Directors shall be held at the said City of Ottawa.

Provisional directors.

Quorum.

Powers of directors.

Stock books.

Plans and surveys.

Deposit of money received.

Power to prevent subscription by improper parties.

Allotment of stock.

13. It shall be lawful for the elected Directors to accept payment in full for stock from any subscriber thereof, at the time of subscription thereof or at any time before the making of a final call thereon, and to allow such percentage or discount thereon as they may deem expedient and reasonable, and thereupon to issue to each subscriber scrip to the full amount of such stock subscribed.

Stock may be paid up in full before final call.

14. The Directors of the Company are hereby authorized to constitute the head of any municipality subscribing for stock, or granting a bonus, an *ex-officio* Director of the Company, should the amount of aid granted by such municipality be sufficient, in the discretion of the said Directors, to entitle the said municipality to a representative on the said Board of Directors.

Municipal *ex-officio* directors of company.

Connecting
railways may
use railway
bridges with-
out discrim-
ination in
tariff.

15. So soon as the said railway bridges are, or either of them is completed and ready for traffic, all trains, locomotives and cars of all railways connecting with the same either in Canada or the United States, now constructed or hereafter to be constructed, and also the trains, locomotives and cars of all companies whose line shall connect with any company so connecting with the said bridges and approaches or either of them, shall have the right to use the said bridges and approaches or either of them, at corresponding tariff rates for the persons and property (including that of the Company,) which may pass over the said bridges or either of them, so that no discrimination in tariff for such transportation shall be made in favour of or against any railway, (including the railway of the Company,) whose trains, locomotives or cars may pass over the said bridges or either of them, under such regulations for the use of the said bridges or either of them as may, from time to time, be made,—which shall, before the same are put in force, be submitted to and approved of, and which may, from time to time, be revised, after notice to the Company, by the Governor in Council.

Tolls for use
of railway
bridges, how
fixed and
regulated.

16. Tolls for the use of the said bridges, shall be, from time to time, fixed and regulated by the by-laws of the Company, or by the Directors if thereunto authorized by the by-laws, or by the shareholders at any general meeting, and may be demanded, and received for all trains, locomotives and cars, and all passengers and property transported thereon, and shall be paid to such persons, and at such places near to the bridge to be passed over, in such manner and under such regulations as the by-laws direct :

Enforcement
of payment
of tolls.

Proceedings
therefor.

2. In case of denial or neglect of payment on demand of any such tolls, or any part thereof, to such persons, the same may be sued for and recovered in any competent court ; or the agents or servants of the Company may seize the goods for or in respect whereof such tolls ought to be paid, and detain the same until payment thereof, and in the meantime the said goods shall be at the risk of the owners thereof :

Sale of goods
for tolls pay-
able thereon.

3. If the tolls are not paid within six weeks the Company may sell the whole or any part of such goods, and out of the money arising from such sale, retain the tolls payable, and all charges and expenses of such detention and sale, rendering the surplus, if any, or such of the goods as remain unsold, to the person entitled thereto ;

Sale of un-
claimed
goods after
due notice.

4. If any goods remain in the possession of the Company unclaimed for the space of twelve months, the Company may thereafter, and on giving public notice thereof by advertisement for six weeks in the *Official Gazette* of the Province

Province in which such goods are, and in such other newspapers as they deem necessary, sell such goods by public auction, at a time and place to be mentioned in such advertisement, and out of the proceeds thereof pay such tolls and reasonable charges for storing, advertising and selling such goods; and the balance of the proceeds if any, shall be kept by the Company for a further period of three months, to be paid over to any party entitled thereto :

Balance of proceeds to owners of goods.

5. In default of such balance being claimed before the expiration of the period last aforesaid, the same shall be paid over to the Receiver-General to be applied to the general purposes of Canada, until claimed by the party entitled thereto :

Unclaimed balance to be paid over to Receiver-General.

6. All or any of the tolls may, by any by-law, be reduced and again raised as often as deemed necessary for the interests of the undertaking; but the same tolls shall be payable, at the same time and under the same circumstances, upon all trains, locomotives and cars, including those of the Company, and by all persons, so that no undue advantage, privilege or monopoly may be afforded to any company, (including the Company hereby incorporated,) person or class of persons, by any by-laws relating to the tolls :

Tolls may be altered, but no privilege or monopoly granted.

7. The Directors shall keep exhibited in the office and in all and every of the places where the tolls are to be collected, in some conspicuous place there, a printed board or paper showing all the tolls payable, and particularizing the price or sum of money to be charged or taken for the carriage or passage of any matter or thing :

Tolls to be publicly posted up.

8. No tolls shall be levied or taken until approved of by the Governor in Council, nor until after two weekly publications in the *Canada Gazette* of the by-law establishing such tolls, and of the Order in Council approving thereof :

No tolls to be levied until approved by Governor in Council and published.

9. Every by-law fixing and regulating tolls shall be subject to revision by the Governor in Council, from time to time after approval thereof; and after an Order in Council reducing the tolls, fixed and regulated by any by-law, has been twice published in the *Canada Gazette*, the tolls mentioned in such Order in Council shall be substituted for those mentioned in the by-law, so long as the Order in Council remains unrevoked.

Tolls may be revised by Governor in Council.

17. In case the State of New York or the United States of America shall, at any time, provide for the appointment of a Commission for regulating the working of the said bridge over the St. Lawrence River, the use thereof, and the compensation to be made therefor, and for settling any disputes arising in respect thereof, it shall be lawful for the Governor

Provision in case of international commission for regulating bridge over River St. Lawrence.

in Council to join in the appointment of the said Commission, on such terms as he shall think proper, and to appoint one or more persons as members of the said Commission; and in the event of any such appointment, the said Commissioners shall have such powers as may be conferred upon them by the Governor in Council; and the decisions of the said Commissioners shall be final and conclusive to the extent to which the same are final and conclusive by virtue of the provisions which may be made by the State of New York or the United States of America.

Effect of its decisions.

Company may own and navigate boats for repairing and building bridges.

May own and navigate vessels for traffic in connection with railway.

18. Until the said bridges shall be constructed, or while either of them is being rebuilt or undergoing repairs, the Company shall have power to construct, purchase, charter, own and navigate scows, boats and steam and other vessels, for the purpose of crossing the said River St. Lawrence and the Ottawa River, or either of them, as the case may be, and of carrying passengers and goods over the said rivers or either of them; and the Company shall also have power to construct, purchase, charter, own and navigate steam vessels and other water craft on the waters of Lakes Ontario, Erie, St. Clair, Huron and Superior, or the said Ottawa River and its tributaries, and the said River St. Lawrence and its tributaries, and the River St. Clair, for the purpose of traffic in connection with the railway; and shall also have power to make traffic arrangements with any line or lines of steam vessels or other water craft trading on any of the lakes and rivers in Canada.

Capital stock and shares.

Application thereof.

19. The capital stock of the Company shall be one million five hundred thousand dollars to be divided into fifteen thousand shares of one hundred dollars each; 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; secondly, for making or acquiring the surveys, plans and estimates connected with the works authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway or of the said railway and bridges or of either of them and other purposes of this Act.

First general meeting to be at Ottawa.

Notice thereof.

20. When and so soon as shares to the amount of two hundred and fifty thousand dollars in the capital stock of the Company have been subscribed, and ten per cent. paid thereon, the provisional Directors shall call a general meeting of the subscribers to the said capital stock, at the City of Ottawa, for the purpose of electing Directors of the Company, giving at least two weeks' notice by public advertisement in the *Canada Gazette*, and in a newspaper published in the City of Ottawa, and in one published in the County of Dundas, of the time, place and purpose of such meeting.

21. There shall be nine Directors who shall manage the affairs of the Company, and of whom five shall be a quorum; and the said Board of Directors may employ one or more of their members as paid Director or Directors; and no person shall be qualified to be elected a Director unless he be a shareholder holding at least twenty shares of the stock of the Company, absolutely in his own right, and is not in arrears for any calls made thereon.

Board of directors.
Quorum.

Payment of.
Qualification of directors.

22. At the first general meeting, the shareholders, who have paid ten per cent. on the capital stock subscribed by them, shall elect the Directors, who shall hold office until the first annual general meeting thereafter.

Election of directors.

23. The annual general meeting shall be holden on the second Wednesday of the month of March in each year, or such other day as the Directors may, by by-law from time to time, enact, at the City of Ottawa,—notice of which and of the holding of any general meeting of shareholders (all of which meetings shall be holden at the said City of Ottawa) shall be given by public advertisement inserted in the *Canada Gazette*, and in a newspaper published in the City of Ottawa, and also in a newspaper published in the County of Dundas, at least two weeks before the day named for the holding of such meeting; and in the said notice shall be specified the particular place in the said City of Ottawa where such meeting is to be held.

Annual general meetings.

When and where held,—notice of.

24. No call shall be made for more than ten per centum at any one time on the amount subscribed, nor shall more than fifty per centum of the stock be called up in any one year.

Calls on stock, limitation of.

25. 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 or the mortgage bonds of the Company in payment of right of way, plant, rolling stock, or materials of any kind, and also for the services of contractors, engineers and other persons, whether Directors or not, who may have been, are or may be engaged in promoting the undertaking and interests of the Company; and such issue and allotment of stock or bonds shall be binding on the Company, and such paid up stock shall not be assessable for calls.

Powers of directors as to stock, bonds, payments, &c.

26. A special general meeting of the shareholders of the Company may be called at any time by the Directors, or by one-fourth part in value of the shareholders of the Company after refusal by the Directors to call the same; but notice

Special general meetings, notice of.

thereof stating the object for which the meeting is called, signed by the Secretary of the Company, or by the shareholders calling the same, must be sent by post or otherwise to each shareholder, three weeks before the day on which the said meeting is to be held, and must also be inserted once a week for four weeks previous to the said meeting in some newspaper published in Ottawa, and in the County of Dundas.

Promissory notes, &c., made by company or directors.

27. The 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 or bill of exchange, made, drawn, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer of the Company, and under the authority, general or special, of a majority of a quorum of the Directors, shall be binding on the Company; and every such promissory note or bill of exchange, made, drawn, accepted or endorsed by the President or Vice-President and countersigned by the Secretary and Treasurer, shall be presumed to have been made with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the 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, even if the same be made, accepted or endorsed by him or them on behalf of the Company, provided the consideration for the said bill or note was received by the Company, unless the said promissory note or bill of exchange has 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 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.

No individual responsibility,—exception.

Proviso.

Directors after sanction of shareholders may issue bonds.

28. The Directors of the Company, after the sanction of the shareholders shall have first been obtained, at any special general meeting to be called from time to time for such purpose, shall have power to issue bonds, made and signed by the President or Vice-President of the Company, and countersigned by the Secretary and under the seal of the Company, for the purpose of raising money for prosecuting each of the said sections of the said undertaking; and such bonds shall, without registration or formal conveyance, be taken and considered to be the first and preferential claim and charge upon the section for the purpose of which the same may be issued, and upon the tolls and property, real and personal, of and appertaining and belonging to each of the said sections

No registration required for mortgage and preferential claim under such bonds.

then

then existing and at any time thereafter acquired, after the deduction from such tolls and revenues of the working expenses of the railway and bridges respectively; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the property in respect of which such bonds are issued respectively, *pro rata* with all the other bondholders of the same issue: Provided however, that the whole amount of the issue of bonds on the railway section shall not exceed in all the sum of fifteen thousand dollars per mile, to be issued in proportion to the length of railway constructed, or under contract to be constructed, and on the St. Lawrence Bridge section the sum of six hundred thousand dollars; and on the Ottawa Bridge section four hundred thousand dollars; and provided also, that in the event at any time of the interest on the said bonds remaining unpaid, then, at the next ensuing annual general meeting of the Company, and at all other general meetings as long as the said default shall continue, all holders of bonds shall have and possess the same rights, privileges and qualifications for Directors and for voting, as they would have had if the bonds they held had been shares, allowing one vote for every one hundred dollars of bonds held by any bondholder: Provided, that the bonds and any transfers thereof shall have been first registered in the same manner as is provided for the registration of shares, and it shall be the duty of the Secretary of the Company to register the same on being required to do so by any holder thereof; and the Company may provide for the payment annually of a sum by way of a sinking fund towards the payment of the principal of the said bonds, and such sinking fund may be invested in the re-purchase or redemption of the bonds of the Company.

Proviso, amount limited.

Proviso, voting powers of holders in default of payment.

Provided bonds have been registered.

Sinking fund.

29. The Company may secure such bonds by a deed or deeds of mortgage executed by the Company with the authority of its shareholders, expressed by a resolution passed at such special general meeting; and any such deed may contain such description of the property mortgaged by such deed and such conditions respecting the payment of the bonds secured thereby, and of the interest thereon, and the remedies which shall be enjoyed by the holders of such bonds, or by any trustee or trustees for them, in default of such payment, and the enforcement of such remedies, and may provide for such forfeitures and penalties in default of such payment, as may be approved by such meeting; and such deed may also contain, with the approval aforesaid, authority to the trustee or trustees upon such default, as one of such remedies to take possession of the property mortgaged, and to hold and run the railway on the railway section, and to work the bridges on the bridge sections respectively, for the benefit of the bondholders thereof respectively, for a time to be limited by such deed, or to sell the said railway and pro-

Company may execute, with the authority of shareholders, a mortgage deed as security for bonds.

What such deed may contain.

perty

Further conditions. perty or bridges and property after such delay and upon such terms and conditions as may be stated in such deed; and with like approval, any such deed may contain provisions to the effect that, upon such default and upon such other conditions as shall be described in such deed, the right of voting possessed by the shareholders of the Company shall cease and determine, and shall thereafter appertain to the bondholders; and such deed may also provide for the conditional or absolute cancellation, after such sale, of any or all of the shares so deprived of voting power, and may also, either directly by its terms, or indirectly by reference to the by-laws of the Company, provide for the mode of enforcing and exercising the powers and authority to be conferred and defined by such deed under the provisions thereof; and such deed and the provisions thereof, made under the authority hereof, and such other provisions thereof as shall purport (with like approval) to grant such further and other powers and privileges to such trustee or trustees and to such bondholders, as are not contrary to law or to the provisions of this Act, shall be valid and binding.

Such deed to be valid and binding.

In what denomination of money bonds may be issued.

Coupons attached.

Sale or pledge of bonds.

30. The bonds, authorized by this Act to be issued by the Company, may be so issued in whole or in part in the denomination of dollars or pounds sterling or francs, or in either or all of them,—and the coupons may be for payment in denominations similar to those of the bond to which they are attached,—and payable at such place or places in Canada, or elsewhere, and bearing such rate of interest as the Directors may think proper: and the whole or any of such bonds may be pledged, negotiated or sold, upon such conditions and at such price as the Board of Directors shall, from time to time, determine.

Registration of bonds not required.

Agreements respecting mortgage deed between company and intending bondholders to be deposited with Secretary of State.

31. It shall not be necessary, in order to preserve the priority, lien, charge, mortgage or privilege purporting to appertain to or be created by any bond, issued under the provisions of this Act, that such bond should be registered in any manner or in any place whatever; and if at any time any agreement be made by the Company with any persons intending to become bondholders of the Company, or be contained in any mortgage deed executed under the authority of this Act, restricting the issue of bonds by the Company under the powers conferred by this Act, or defining or limiting the mode of exercising such powers, the Company may deposit the same with the Secretary of State, and after such deposit shall not act upon such powers otherwise than as defined, restricted and limited by such agreement; and no bond thereafter issued by the Company, and no order, resolution or proceeding thereafter made, passed or had by the Company or by the Board of Directors, contrary to the terms of such agreement, shall be valid or effectual.

32. The Company may, from time to time, for advances of money to be made thereon, mortgage or pledge any bonds which they can, under the provisions of this Act, issue for the construction of the railway section or bridge sections or either of them, but only for the purpose for which such bonds have been issued.

Company may pledge bonds as security for advances.

33. All the bonds, debentures, mortgages and other securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and shall, in that case, be transferable by delivery; and any holder of any such bonds, debentures, mortgages or coupons, so made payable to bearer, may sue at law thereon in his own name, until registry thereof in the manner provided in this Act; and while so registered they shall be transferable by written transfer, registered in the same manner as in the case of shares; but they shall again become transferable by delivery upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

Bonds, debentures, &c. may be made payable to bearer.

Or may be registered and transferable specially.

34. The Company may receive, from the Government of Canada, or from the Government of any of the Provinces, or from the Government of the United States of America, or from any State thereof, or from private individuals or municipal or other corporations who may have power to make or grant the same, money or debentures or other securities for money, in aid of the construction, equipment and maintenance of the said railway and bridges, or of either of them, and the same may be received by way of bonus or gift; and in like manner, and for the same purpose, the Company may receive, take and hold grants of land from either or any of the said Governments, or from private individuals, or municipal or other corporations who may have power to grant the same, and upon accepting such aid from either or any of the Governments aforesaid, may agree to give such running powers to, or to make such traffic arrangements with any other railway company or companies as any such Government may require to be made or given as a condition of such grant; but nothing herein contained shall render it lawful for the Company to make any arrangement whereby one company may obtain advantages over any other company.

Company may receive gifts or bonuses in money in aid of their undertaking.

Or grants of lands.

Proviso, against undue preference.

35. In order to afford reasonable facilities to all companies, whose lines of railway may, at any point or points, be connected, mediately or immediately, with the railway of the Company hereby incorporated, for the receiving, forwarding, delivering, interchange and working of traffic upon and by way of the several railways belonging to or worked by such companies

Provision respecting interchange of through traffic with other companies.

companies respectively, the Company hereby incorporated shall, for the purposes of all traffic whatsoever, whether passengers and their baggage, including the usual accommodation for express matter, or freight of any description, including live stock and minerals, and whether such traffic shall originate or terminate upon the railway systems of such companies or either of them, or come from or be destined to some other railway or railways or other carriers connecting mediately or immediately with them, at all times receive, ticket, bill, invoice and forward the traffic upon and over its railway from such connecting point to or towards its destination, and deliver any and all such traffic as consigned, either in final delivery upon or from its own railway, or to some other carrier for further transmission to its destination, according to the ticket, bill or invoice ; and, in like manner, shall receive, ticket, bill, invoice and forward the traffic destined to or by way of such connecting railway, and duly deliver the same at such connecting point to such connecting railway: and the Company hereby incorporated shall afford to all other companies, having connecting railways as aforesaid, all needful accommodation, facility and convenience at their stations and by their trains and otherwise, and by through rating, billing and ticketing for the promotion of their business and the interchange of such traffic :

Company must afford needful accommodation to connecting railway companies.

No discrimination to be made in traffic.

No preferential difference in rates.

2. And the Company hereby incorporated shall not give or allow, directly or indirectly, any preference or advantage to, or to the traffic by any other railway or portion of a railway or other carriers' line forming part of a continuous route, whether owned or operated by, or in interest directly or indirectly with the Company hereby incorporated, or otherwise, over any such connecting railway or the traffic thereby ; and it shall be unlawful for the Company hereby incorporated to make, and it shall not make any greater or higher charge for the carriage of traffic or any service connected with the traffic passing to and from any such connecting railway than the lowest charge it shall make for a like or similar service over any part of a railway worked by or in interest with it, nor make or allow any discrimination, preference or advantage as between any such connecting railways :

Reciprocity with connecting companies.

3. Provided that the Company hereby incorporated shall be obliged to furnish the facilities, and to work through traffic with any other connecting company, only so long as the said other company shall afford to the Company hereby incorporated the like facilities in return.

Differences to be settled by arbitration.

36. In case the said Companies shall fail to agree upon the extent or manner of working or carrying into effect any of the provisions contained in section thirty-five, such

such matters in difference shall be settled by three arbitrators, appointed from time to time, one to be appointed by each of the said railway companies, parties to such difference, and the third by one of the judges of one of the superior courts of Ontario; and in the event of either of the said companies refusing or neglecting to appoint such arbitrator for the space of ten days after being requested or notified so to do by the other company, then the said judge shall appoint such arbitrator for the company so neglecting or refusing; and the decision and award of the said arbitrators, or a majority of them, shall be final and binding on the said companies and may be enforced in any court of law or equity having jurisdiction in the premises.

Appointment
of arbitrators.

Award of
majority to
be final.

37. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph, in connection with and along the line of their railway and branches, as may be necessary or useful for the purposes of their undertaking, and may also, pending the construction of the bridges over the Rivers Ottawa and St. Lawrence, by this Act authorized, lay, maintain, keep in repair and operate a subaqueous electric telegraph cable across the said rivers; and for the purpose of constructing, working or protecting the telegraph lines to be constructed by the Company on their line of railway, the powers conferred on telegraph companies by the Act chapter thirty-seven of the Consolidated Statutes of the late Province of Canada, intituled "*An Act respecting Electric Telegraph Companies,*" and all Acts amending the same are hereby conferred on the Company; and the other provisions of the said Act and amendments for the working and protecting of telegraph lines shall apply to such telegraph lines constructed by the Company.

Power to
construct and
operate tele-
graph lines
and cables.

Powers under
c. 37, Con.
Stat. Can.

38. Conveyances of land to the Company for the purposes of and exercise of the powers given by this Act, made in the form set out in the schedule hereinunder written, or to the like effect, shall be sufficient conveyance to the Company, their successors and assigns, of the estate and interest, and sufficient bar of dower respectively, of all persons executing the same; and such conveyances shall be registered in the same manner and upon such proof of execution as is required under the registry laws of Ontario or Quebec as the case may be.

Form and
registration
of convey-
ances of land.

39. The Company shall have full power to purchase or lease land at any place or places on the shores of any of the lakes or rivers hereinbefore mentioned, in connection with and for the purpose of any line or lines of steam vessels or other ships which the Company may own, charter or navigate on the said lakes or rivers, or which may be run in connection with the said railway hereby authorized; and the

Purchase,
&c., of land
for docks,
elevators,
stations, &c.

the Company may erect warehouses, elevators, docks, stations, workshops and offices thereon, and sell and convey such land as may be found superfluous for any such purpose.

Periods for commencement and completion of sections of undertaking.

40. The railway from Ottawa or from the point mentioned on the St. Lawrence and Ottawa Railway, or on the Canada and Atlantic Railway to the St. Lawrence River, shall be commenced within two years, and shall be completed within five years from the passage of this Act :

Bridge over River St. Lawrence.

2. The bridge over the St. Lawrence River shall be commenced within two years, and shall be completed within six years from the passage of this Act :

Over River Ottawa.

3. The bridge over the Ottawa River shall be commenced within two years, and shall be completed within five years from the passage of this Act :

Lines in Ottawa County.

4. The line or lines of railway to } connect with other railways in the County of Ottawa aforesaid shall be commenced within two years, and shall be completed within five years from the passage of this Act.

Proviso, saving certain rights.

41. The failure to construct either of the said bridges or the line or lines of railway within the said County of Ottawa within the time herein specified, shall not deprive the Company of any other rights theretofore acquired.

SCHEDULE.

Know all men by these presents, that I (or we) (*insert the names of the vendors*) in consideration of dollars paid to me (or us) by the Ottawa, Waddington and New York Railway and Bridge Company, the receipt whereof is hereby acknowledged, do grant and convey, and I (or we) (*insert the names of any other party or parties*) in consideration of _____ dollars paid to me (or us) by the said Company, the receipt whereof is hereby acknowledged, do grant and release all that certain parcel (or those certain parcels, *as the case may be*) of land situated (*describe the land*) the same having been selected and laid out by the said Company, for the purposes of their railway, to hold with the appurtenances unto the said Ottawa, Waddington and New York Railway and Bridge Company, their successors and assigns (*here insert any other clauses, covenants or conditions required*) and I (or we) the wife (or wives) of the said _____ do hereby bar my (or our) dower in the said lands.

As

As witness my (or our) hand and seal (or hands and seals)
 this day of one thousand eight hundred
 and

Signed, sealed and delivered in)
 the presence of

C. D. }

A. B. [L. S.]

CHAP. 78.

An Act to incorporate the Ontario Pacific Railway
 Company.

[Assented to 17th May, 1882]

WHEREAS the construction of a railway on the line Preamble.
 hereinafter set forth would be generally advantageous
 to Canada, by providing a shorter and more direct route
 between the west and the Canadian seaboard than at present
 exists, and by furnishing railway facilities to a large and
 important section of Canadian territory; and whereas the
 persons hereinafter mentioned have, by petition, prayed that
 they may be incorporated for the purpose of constructing
 and operating such railway, and of building, maintaining,
 controlling and working a railway bridge over the St. Law-
 rence River in connection with such railway; and whereas it
 is expedient to grant the prayer of the said petition: There-
 fore Her Majesty, by and with the advice and consent of the
 Senate and House of Commons of Canada, enacts as fol-
 lows:—

1. The Ontario Pacific Railway is hereby declared to be Declaratory
 a work for the general advantage of Canada.

2. A. F. Gault, Alexander P. Ross, A. F. McIntyre, N. C. Certain per-
 sons incor-
 porated.
 Wallace, David Flack, Samuel Coulson, John Bergin, Oscar
 Fulton, David Morice, Martin O'Gara, J. L. P. O'Hanly, J.
 S. McCuaig, Darby Bergin, Joseph Kerr, William Bannerman,
 John Purcell and Peter White, together with all such persons
 and corporations as shall, under the provisions of this Act,
 become shareholders in the Company hereby incorporated,
 are hereby constituted and declared to be a body corporate
 and politic by the name of "The Ontario Pacific Railway
 Company," (hereinafter called the Company), and shall have
 all the powers and privileges conferred on such corporations
 by "The Consolidated Railway Act, 1879," and its amend-
 ments, subject, however, to the provisions hereinafter
 contained. Corporate
 name.

42 V., c. 9
 to apply,
 subject to this
 Act.

Line of railway to be built by company described.

3. The Company and their agents and servants shall have full power and authority to lay out, construct, complete and operate a double or single line of railway, of four feet eight and one-half inches gauge, from a point at or near the Town of Cornwall, in the Province of Ontario, running thence through the Counties of Stormont, Russell and Carleton to the City of Ottawa; thence through the County of Carleton to a point at or near the Village of Arnprior; thence through the County of Renfrew to a point at or near the Village of Eganville; thence along or near the valley of the River Bonnechère, (crossing over the height of land which divides the waters of the River Ottawa from those of the Georgian Bay by the route which may be found most directly available,) by way of Lake Nipissing to a point at or near the French River, and a spur or branch line from the Town of Cornwall to a point at or near the Town of Perth or the Village of Smith's Falls

Branch line.

Railway bridge may be built over River St. Lawrence.

4. The Company shall also have power and authority to lay out, construct and complete and to work a railway bridge over the River St. Lawrence from a point at or near the eastern terminus of their railway, to connect with any railways in the State of New York; and the several provisions of "*The Consolidated Railway Act, 1879,*" or of any Act amending the same shall, so far as the same can be made applicable, apply to the power hereby given, and to the railway bridge to be constructed thereunder.

Railway Act to apply.

Undertaking divided.

5. The undertaking hereby authorized shall be divided into two sections, which shall be known as the "Railway Section" and the "Bridge Section," respectively: the railway section shall consist of the line of railway which the Company is hereby empowered to construct and operate, together with all its rolling stock, plant and equipments; and the bridge section shall consist of the bridge over the River St. Lawrence and its approaches, and all the machinery and plant thereof; and the capital account, tolls and revenues of each section shall be kept separate and distinct.

Railway section.

Bridge section.

Plans, &c., of bridge to be submitted to Governor in Council for approval.

6. The Company shall not commence the said bridge or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council, plans of such bridge and of all the intended works thereunto appertaining, nor until the plans and site of such bridge shall have been approved by the Governor in Council, and such conditions, as he shall have thought fit for the public good to impose touching the said bridge and works, shall have been complied with; nor shall any such plan be altered, nor any deviation therefrom allowed, except upon the permission of the Governor in Council, and upon such conditions as he shall impose; and the Company shall not

not commence the actual construction of the said bridge until an Act of the Congress of the United States of America has been passed, consenting to or approving the bridging of the said river, or until the Executive of the United States of America has consented to and thereof approved; but the Company shall have the power in the meantime to acquire the lands, submit their plans to the Governor in Council, and do all other the matters and things authorized by this Act, except the commencement of the actual construction or erection of the bridge; and the time for the completion of the work as fixed by this Act shall run from the date of the passing of the said Act of the said Congress, or from the date of the signification of the consent and approval of the Executive of the United States of America.

Bridge not to be commenced until authorized by United States authorities.

7. The Company shall have power to unite with any other company incorporated, or which may be incorporated, under and by virtue of the laws of the United States of America, or of any of the said States, or with any body politic or corporate, in building the said bridge and approaches, and in maintaining, working, managing and using the same, and to enter into any agreement with such company or corporation respecting the construction, maintenance, management and use thereof; and, it shall be lawful for the Company to levy and collect rates, tolls, rents and compensations for the use of the said bridge and approaches, and to hypothecate, pledge and appropriate the receipts derivable from such bridge, after payment thereof of the working expenses and the cost of maintenance, to the payment exclusively of the principal and interest of any bond, security or debt contracted for or in the construction thereof, or to agree that the interest on such bond, security or debt shall form part of the working expenses of the railway.

Certain arrangements may be entered into with other companies as to such bridge.

Company may collect tolls, &c., for use of bridge, and appropriate or pledge the proceeds.

8. So soon as the said railway bridge is completed and ready for traffic, all trains, locomotives and cars of all railways connecting with the same, either in Canada or the United States, now constructed, or hereafter to be constructed, and also the trains, locomotives and cars of all companies, whose lines shall connect with the line of any company so connecting with the said bridge and its approaches, shall have the right to use the said bridge and approaches at corresponding tariff rates for the persons and property, (including that of the Company,) which may pass over the said bridge, so that no discrimination in tariff for such transportation, shall be made in favour of or against any railway, (including the railway of the Company,) whose trains, locomotives or cars may pass over such bridge, under such regulations for the use thereof as may be, from time to time, prescribed by by-law and approved by the Governor in Council

Connecting railways may use such bridge at corresponding tariff rates.

No discrimination for it against any such railway.

Tolls, how fixed.

9. Subject to the provisions in the next preceding section contained, tolls for the use of the said bridge, shall be fixed and regulated in the manner provided by the section of "*The Consolidated Railway Act, 1879,*" respecting "Tolls."

Commission may be appointed by Governor in Council to act jointly with any appointed by U. S. or State of New York.

10. In case the State of New York or the United States of America, as respects the said bridge, shall, at any time, provide for the appointment of a Commission for regulating the working of such bridge, the use thereof, and the compensation to be made therefor, and for settling any disputes arising in respect thereof, it shall be lawful for the Governor in Council to join in the appointment of the said Commission on such terms as he shall think proper, and to appoint one or more persons as members of the said Commission; and in the event of any such appointment, the said Commission shall have the powers, by this Act and by "*The Consolidated Railway Act, 1879,*" and its amendments, conferred on the Governor in Council in relation to the said bridge; and the decisions of the said Commission shall be final and conclusive, to the extent to which the same are final and conclusive by virtue of the provisions which may be made by the State of New York or the United States of America, as the case may be.

Powers of such commission.

Vessels may be held and used by company.

Further powers of navigation and water carriage.

11. Until the said bridge shall be constructed, the Company shall have power to construct, purchase, charter, own and navigate scows, boats and steam or other vessels, for the purpose of crossing the said River St. Lawrence, and of carrying passengers and goods over such river; and the Company shall also have power to construct, purchase, charter, own and navigate steam vessels and other water craft on the waters of the said River St. Lawrence, for the purpose of traffic in connection with the railway; and shall also have power to make traffic arrangements with any line or lines of steam vessels or other water craft trading on the River St. Lawrence.

Additional powers as to lands for snow fences.

42 V., c. 9 to apply.

12. In addition to the powers and rights conferred by section nine of "*The Consolidated Railway Act, 1879,*" or of any Act amending the same, and notwithstanding anything therein contained, the Company may, in the manner prescribed in the said section, acquire for the purposes of the undertaking and hold on the sides of or along the line of the railway, wherever it may be needed for the erection of snow-drift fences or barriers, such additional breadth of land as may be requisite and necessary, so as to prevent the obstruction of the line by drifting snow; and the "*Consolidated Railway Act, 1879,*" and any Act amending the same, so far as may be, shall apply to the additional powers hereby given.

Provisional directors and their powers.

13. The persons named in the second section of this Act shall be and are hereby constituted provisional Directors of the

the Company (of whom seven shall be a quorum), and shall hold office as such until the first election of Directors under this Act; the provisional Directors shall have power forthwith to open stock books and procure subscriptions of stock for the undertaking, and to receive payments on account of stock subscribed, and to deposit, in any chartered bank of Canada, all moneys received by them on account of stock subscribed and to cause surveys and plans to be made and executed; and upon a sufficient subscription of stock being obtained as hereinafter provided, they shall call a meeting of the shareholders of the Company for the election of Directors.

To call a general meeting.

14. The capital stock of the Company shall be one million of dollars, to be divided into shares of one hundred dollars each; 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; secondly, for making or acquiring the surveys, plans and estimates connected with the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway and other purposes of this Act.

Capital stock and shares.

Application thereof.

15. When and so soon as shares to the amount of three hundred thousand dollars in the capital stock of the Company have been subscribed, and ten per cent. paid thereon, the provisional Directors shall call a general meeting of the subscribers to the said capital stock, at the Town of Cornwall, for the purpose of electing directors of the Company—giving at least two weeks' notice by public advertisement in the *Canada Gazette*, and in a newspaper published in the City of Ottawa, and in one published in the Town of Cornwall, of the time, place and purpose of such meeting.

First meeting of shareholders. Notice.

16. The business, affairs and concerns of the Company shall be managed by a board of nine Directors, of whom five shall form a quorum; the Board of Directors may employ one or more of their members as paid Director or Directors; no person shall be qualified to be elected or to continue as Director unless he be a shareholder holding at least ten shares of the Company in his own right and is not in arrear for any calls made thereon.

Board of Directors.

Qualification.

17. At the first general meeting the shareholders who have paid ten per cent. on the capital stock subscribed by them, shall elect the Directors, who shall hold office until the first annual general meeting thereafter.

Election of directors.

18. The annual general meeting shall be holden at the Town of Cornwall on the second Wednesday of the month of February in each year, or such other day as the Directors may

Annual general meeting.

To be at
Cornwall.
Notice.

may, by by-law from time to time, enact,—notice of which and of the holding of any general meeting of shareholders (all of which meetings shall be holden at the said Town of Cornwall) shall be given by public advertisement inserted in the *Canada Gazette* and in a newspaper published in the City of Ottawa, and also in a newspaper published in the Town of Cornwall, at least two weeks before the day named for the holding of such meeting; and in the said notice shall be specified the particular place in the said Town of Cornwall where such meeting is to be held.

Calls on
stock.

19. No call shall be made for more than ten per centum at any one time on the amount subscribed, nor shall more than fifty per centum of the stock be called up in any one year.

Certain pay-
ments may be
made in stock
or bonds.

20. 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 and the mortgage bonds of the Company in payment of right of way, plant, rolling stock or materials of any kind, and also for the services of contractors, engineers, and other persons, whether Directors or not, who may have been, are, or may be engaged in promoting the undertaking and interests of the Company; and such issue and allotment of stock or bonds shall be binding on the Company, and such paid-up stock shall not be assessable for calls.

Not liable to
calls.

Special gen-
eral meetings
and notice
thereof.

21. A special general meeting of the shareholders of the Company may be called at any time by the Directors, or by one-fourth part in value of the shareholders of the Company after refusal or neglect by the Directors to call the same; but notice thereof, stating the object for which the meeting is called, signed by the Secretary of the Company, or by the shareholders calling the same, must be sent by post or otherwise to each shareholder, three weeks before the day on which the said meeting is to be held, and must also be inserted, once a week for four successive weeks previous to the said meeting, in one newspaper published in the City of Ottawa and in one published in the Town of Cornwall.

Company
may become
parties to
promissory
notes.

22. The 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 note or bill, made, drawn, accepted or endorsed by the President or Vice-President of the Company as President or Vice-President thereof, and countersigned by the Secretary, and under the authority of a majority of a quorum of the Directors, shall be binding on the Company; and any such promissory note or bill of exchange, made, drawn, accepted or endorsed by the President or Vice-President and countersigned by the Secretary,

Form of.

tary,

tary, shall be presumed to have been made with proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the President or Vice-President or Secretary be individually responsible for the same, unless the said promissory note or bill of exchange has been issued otherwise than as aforesaid: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the notes or bills of a bank.

Non-liability
of officers for.

Proviso.

23. The Directors of the Company, after the sanction of the shareholders shall have been first obtained at any special general meeting to be called from time to time for such purpose, shall have power to issue bonds, made and signed by the President or Vice-President of the Company, and countersigned by the Secretary, and under the seal of the Company, for the purpose of raising money for prosecuting each of the said sections of the said undertaking; and such bonds shall, without registration or formal conveyance, be taken and considered to be the first and preferential claim and charge upon the section for the purpose of which the same may be issued and the tolls and property, real and personal, of and belonging to each of the said sections then existing and at any time thereafter acquired, after deduction, from such tolls and revenues, of the working expenses of the railway and the bridge respectively; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities, respectively, *pro rata*, with all the other bondholders of the respective sections: Provided however, that the whole amount of the issue of bonds on the railway section shall not exceed in all the sum of twenty thousand dollars per mile, to be issued in proportion to the length of railway constructed, or under contract to be constructed, and on the bridge section the sum of five hundred thousand dollars; and provided also, that in the event at any time of the interest upon the said bonds remaining unpaid and owing, then, at the next ensuing annual general meeting of the Company, and at all other general meetings as long as the said default shall continue, all holders of bonds shall have and possess the same rights, privileges and qualifications for Directors and for voting, as they would have had if the bonds they held had been shares; provided that the bonds and any transfers thereof shall have been first registered in the same manner as is provided for the registration of shares; and it shall be the duty of the Secretary of the Company to register the same, on being required to do so by any holder thereof: and the Company may provide for the payment annually of a sum by way of a sinking fund towards the payment of the principal of the said bonds, and such sinking fund may be invested

Bonds may be
issued.

Form of, and
how secured.

To be first
mortgages.

Proviso:
Amount
limited.

Voting
powers of
bondholders
in case of
default of
payment.

Sinking fund.

invested in the re-purchase or redemption of the bonds of the Company.

Bonds may be secured by mortgage deed.

What such deed may contain.

Powers to trustees in case of default in payment.

Further conditions of deed.

Deed of mortgage and its provisions to be valid and binding.

How railway shall be operated in case of change of ownership.

24. The Company may secure such bonds by a deed or deeds of mortgage executed by the Company, with the authority of its shareholders, expressed by a resolution passed at such special general meeting; and any such deed may contain such description of the property mortgaged by such deed, and such conditions respecting the payment of the bonds secured thereby and of the interest thereon, and the remedies which shall be enjoyed by the holders of such bonds, or by any trustee or trustees for them, in default of such payment, and the enforcement of such remedies, and may provide for such forfeitures and penalties in default of such payment, as may be approved by such meeting; and may also contain, with the approval aforesaid, authority to the trustee or trustees, upon such default, as one of such remedies, to take possession of the railway and property mortgaged, and to hold and run the railway on the railway section, and to work the bridge on the bridge section respectively, for the benefit of the bondholders thereof respectively, for a time to be limited by such deed, or to sell the said railway and property, or bridge and property, after such delay and upon such terms and conditions as may be stated in such deed; and with like approval any such deed may contain provisions to the effect that upon such default and upon such other conditions as shall be described in such deed, the right of voting possessed by the shareholders of the Company shall cease and determine, and shall thereafter appertain to the bondholders; and such deed may also provide for the conditional or absolute cancellation after such sale of any or all of the shares so deprived of voting power, and may also, either directly by its terms, or indirectly by reference to the by-laws of the Company, provide for the mode of enforcing and exercising the powers and authority to be conferred and defined by such deed, under the provisions hereof: and such deed, and the provisions thereof, made under the authority hereof, and such other provisions thereof as shall purport (with like approval) to grant such further and other powers and privileges to such trustee or trustees and to such bondholders, as are not contrary to law or to the provisions of this Act, shall be valid and binding; but if any change in the ownership or possession of the said railway and property or bridge and property shall, at any time, take place under the provisions hereof, or of any such deed, or in any other manner, the said railway and property and bridge and property shall continue to be held and operated under the provisions hereof and of "*The Consolidated Railway Act, 1879*," and of any Act amending the same as hereby modified.

25. The bonds authorized by this Act to be issued by the Company, may be so issued in whole or in part in the denomination of dollars or pounds sterling, or in either or both of them,—and the coupons may be for payment in denominations similar to those of the bond to which they are attached—and payable at such place or places in Canada or elsewhere, and bearing such rate of interest, as the Directors may think proper; and the whole or any of such bonds may be pledged, negotiated or sold upon such conditions and at such price as the Board of Directors shall, from time to time, determine.

Denomina-
tion of bonds.

Coupons.

Sale or pledge
of bonds.

26. It shall not be necessary, in order to preserve the priority, lien, charge, mortgage or privilege, purporting to appertain to or be created by any bond issued, or mortgage deed executed, under the provisions of this Act, that such bond or deed should be registered in any manner, or in any place whatever; but every such mortgage deed shall be deposited in the office of the Secretary of State of Canada, of which deposit notice shall be given in the *Canada Gazette*; and a copy of any such mortgage deed, certified to be a true copy by the Secretary of State or his deputy, shall be received as *prima facie* evidence of the original in all courts of justice, without proof of the signatures or seal upon such original.

No registra-
tion neces-
sary.Deposit with
Secretary of
State.Certified copy
to be evidence

27. The Company may, from time to time, for advances of money to be made thereon, mortgage or pledge any bonds which they can, under the provisions of this Act, issue for the construction of the railway section or bridge section, but only for the purposes for which such bonds have been issued.

Bonds may be
pledged.

28. All the bonds, debentures, mortgages and other securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and shall, in that case, be transferable by delivery; and any holder of any such bonds, debentures, mortgages or coupons, so made payable to bearer, may sue at law thereon in his own name, until registry thereof in the manner provided in this Act; and while so registered they shall be transferable by written transfer, registered in the same manner as in the case of shares; but they shall again become transferable by delivery, upon the registration of a transfer to bearer, which the Company shall be bound to register, on the demand of the registered holder for the time being.

Form of bonds
and transfer
thereof.Registered
bonds.

29. The Company may receive, from the Government of Canada or from the Government of any of the Provinces, or from private individuals, or municipal or other corporations who may have power to make or grant the same, money or securities for money in aid of the construction, equipment and maintenance of the said railway and bridge; and the same may

Aid may be
received from
Dominion,
provinces,
municipalities,
&c.

May be conditional.

be received by way of bonus or gift : and in like manner and for the same purposes the Company may receive, take and hold grants of land from either or any of the said Governments or from private individuals, municipal or other corporations who may have power to grant the same, and upon accepting such aid from either or any of the Governments aforesaid, may agree to give such running powers to, or to make such traffic arrangements with any other railway company or companies, as the said Government may require to be made or given, as a condition of such grant.

Disposal of lands.

30. The Company may hold, and may alienate and mortgage any lands that may be granted to it, not required for the purposes of the undertaking, and may apply the proceeds thereof for the purposes of the undertaking.

Arrangements with other companies.

Approval of shareholders required.

31. The Company may make running arrangements with, or give running powers to any other railway company whose line may connect with the railway or bridge of the Company; every agreement respecting the same shall be subject to the approval of the shareholders, present in person or represented by proxy at a special general meeting called for the purpose of considering the same, and shall not be binding until ratified and confirmed, at such general meeting, by two-thirds of the votes of the shareholders present or represented thereat.

Certain arrangements may be made with other companies for lease or hire of rolling stock, running powers, &c., by two-thirds vote at general meeting.

32. If shareholders, representing at least two-thirds in value of the paid-up capital stock of the Company, give their assent by vote in person or by proxy at a special general meeting called to authorize any proposed agreement with any other railway company, for the use, lease or hire by one of the companies of rolling stock or movable property of the other, or for running powers by one of the companies over the railway of the other, or for any service to be rendered by one of the companies to the other and the compensation therefor, the Company may make such agreement.

Amalgamation with certain other companies, or any of them, after approval at general meeting specially called.

33 The Company, acting by its Directors authorized in that behalf by a resolution of the shareholders passed at a meeting thereof, specially called for the purpose,—which resolution must be concurred in by shareholders holding an actual majority of the stock of the Company,—may amalgamate with the Grand Trunk Railway Company, the Ontario and Pacific Junction Railway Company, the Ottawa and Arnprior Junction Railway Company, the Pontiac and Pacific Junction Railway Company, the Kingston and Pembroke Railway Company, the Ontario Sault Ste. Marie Railway Company, the Midland Railway Company, and the Hamilton and North-Western Railway Company or any of them, and for that purpose may execute with such companies or any of them, a deed of amalgamation providing, for the amalgamation of the
Company

Company hereby incorporated with such companies or any of them; and upon the execution of such deed of amalgamation and deposit thereof with the Secretary of State of Canada, and after the publication of a notice thereof in the *Canada Gazette*, the franchises, privileges, assets, rights and property of the Company hereby incorporated shall vest in the amalgamated Company by the name of any or either of the said Companies, as may be agreed in the deed of amalgamation, and its obligations and liabilities shall become the obligations and liabilities of the amalgamated Company,—the whole upon such terms and conditions as shall be contained in the said deed of amalgamation, not contrary to law or to the provisions of this Act; and all the powers conferred by this Act shall vest in the amalgamated Company.

Deed of amalgamation and its effect.

34. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph or telephone in connection with and along the line of their railway and branches and bridge as may be necessary or useful for the purposes of their undertaking, and may also, lay, maintain, keep in repair and operate a sub-aqueous electric telegraph cable across the said river St. Lawrence: and for the purpose of constructing, working or protecting the telegraph or telephone lines to be constructed by the Company on their line of railway and their bridge, the powers conferred on telegraph companies by the Act chapter sixty-seven of the Consolidated Statutes of the late Province of Canada, intituled "*An Act respecting Electric Telegraph Companies*," are hereby conferred on the Company; and the other provisions of the said Act for the working and protection of telegraph lines shall apply to such telegraph and telephone lines constructed by the Company.

Powers as to telegraph and telephone lines.

Chap. 67 of Consolidated Statutes of Canada to apply.

35 Conveyances of land to the Company for the purposes of and exercise of the powers given by this Act, made in the form set out in the schedule to this Act, or the like effect, shall be sufficient conveyance to the Company, their successors and assigns, of the estate and interest, and sufficient bar of dower respectively, of all persons executing the same; and such conveyances shall be registered in the same manner and upon such proof of execution as is required under the registry laws of Ontario.

Form of conveyance of land to the Company.

Registry.

36. The Company shall have full power to purchase or lease land at any place or places on the shores of the Georgian Bay and of the River St. Lawrence, in connection with and for the purposes of any line or lines of steam vessels or other ships which the Company may own, charter or navigate on the said bay or river, or which may be run in connection with the said railway hereby authorized; and the Company may erect warehouses, elevators, docks, stations, workshops and offices thereon, and sell and convey such land as may be found superfluous for any such purpose.

Company may hold land for purposes connected with navigation.

And warehouses, docks, stations, &c.

Time for
commence-
ment and
completion.

37. The railway shall be commenced within two years, and the bridge within three years, and the whole completed within six years from and after the passing of this Act.

SCHEDULE.

Know all men by these presents, that I (or we) (*insert the names of the vendors*) in consideration of _____ dollars paid to me (or us) by the Ontario Pacific Railway Company, the receipt whereof is hereby acknowledged, do grant and convey, and I (or we) (*insert the names of any other party or parties*) in consideration of _____ dollars paid to me (or us) by the said Company, the receipt whereof is hereby acknowledged, do grant and release all that certain parcel (*or those certain parcels, as the case may be*) of land situated (*describe the land*), the same having been selected and laid out by the said Company for the purposes of their railway, to hold with the appurtenances unto the said Ontario Pacific Railway Company, their successors and assigns (*here insert any other clauses, covenants or conditions required*) and I (or we) the wife (or wives) of the said _____ do hereby bar my (or our) dower in the said lands.

As witness my (or our) hand and seal (*or hands and seals*) this _____ day of _____ one thousand eight hundred and _____

Signed, sealed and delivered }
in the presence of _____ }
C.D

A. B. [L.S.]

CHAP. 79.

An Act further to amend the Act incorporating the
Souris and Rocky Mountain Railway Company.

[Assented to 17th May, 1882.]

Preamble.
43 V., c. 58.

WHEREAS the Souris and Rocky Mountain Railway Company have, by their petition, represented that it is desirable that their Act of incorporation should be further amended, so that the said Company should have power to construct its line and branches north as well as south of the fifty-first degree of north latitude, and have prayed for the passing of an Act granting them such increased powers, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of _____

of the Senate and House of Commons of Canada, enacts as follows :—

1. The second section of the Act forty-third Victoria, chapter fifty-eight, incorporating the said Company, is hereby repealed, and the following section is substituted in lieu thereof :—

Section 2 repealed.

“2. The said Company shall have power and authority to lay out and construct a railway from some point on the Canadian Pacific Railway in the North-West Territories, to be fixed by the Governor in Council, and thence westerly and north-westerly by the best engineering route to a point at or near Battleford, thence westerly or north-westerly to the Rocky Mountains or to such point as may be determined on by the Directors of the Company; and also to build and operate branch lines of railway from the first above described line,—all such lines to be approved by the Governor in Council.”

New sect. 2. On what lines the railway and branches may be constructed, with approval of Gov. in Council.

2. The Company shall have power and authority to lay out and construct, complete, maintain, work, manage and use a railway bridge over any navigable stream or streams, on the line of the said railway; and the sections of “*The Consolidated Railway Act, 1879*,” under the head of “Powers,” “Plans and Surveys,” and “Lands and their valuatoin,” shall, so far as necessary, apply to the power hereby given.

Company may construct railway bridge over any navigable stream. Sections of 42 V., c. 9 to apply.

3. The Company shall not commence any such bridge, or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until the plans and site of such bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching any such bridge and works shall have been complied with; nor shall any such plan be altered, nor any deviation therefrom allowed, except upon the permission of the Governor in Council and upon such conditions as he shall impose: Provided always, that if any such bridge be placed over any such river or stream at a place where the same is navigable, and if the Governor in Council shall determine that such bridge shall be a draw-bridge, the same shall be constructed so as to have one draw in the main channel of such river or stream, which draw shall be of such width as the Governor in Council may determine, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river or stream; and the said draw shall, at all times during the season of navigation, be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved, at the expense of the Company, so as

Plans to be previously approved by Governor in Council.

Proviso, for draw-bridges if required, and their management.

not

not to hinder unnecessarily the passage of any vessel ; from sundown until sunrise during the season of navigation suitable lights shall be maintained on any such bridge, to guide vessels approaching the said draw.

New provisions to form part of Act.

4. The said Act of incorporation of the said Company shall be construed and have the same effect as if the new provisions hereby enacted had been incorporated in the said Act at the time of the enactment thereof.

CHAP. 80.

An Act respecting the Portage, Westbourne and North-Western Railway Company.

[Assented to 17th May, 1882.]

Preamble.

43 V., (Man.)
c. 41.

Recital.

WHEREAS by an Act of the Legislature of the Province of Manitoba passed in the forty-third year of Her Majesty's reign, intituled "*An Act to incorporate the Westbourne and North-Western Railway Company*," the persons therein named were incorporated under the name of the Westbourne and North-Western Railway Company for the purpose of building a line of railway from some point on the Canadian Pacific Railway to the northern or western boundary of the Province, with the powers and privileges in the said Act contained ; and whereas the said Railway Company have commenced the construction of the railway from Portage La Prairie in the said Province in a north-westerly direction, and have thirty-five miles thereof about completed ; and whereas the said Company have, by their petition, prayed that they may be authorized and permitted to extend their line of railway into the North-West Territories in a north-westerly direction, with the necessary powers for such purpose ; and whereas it is expedient that the prayer of the said petition be granted : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

Declaratory.

1. The Westbourne and North-Western Railway is hereby declared to be a work for the general advantage of Canada.

Name of Company changed, powers &c. not altered.

2. The name of the said Company is hereby changed to the Portage, Westbourne and North-Western Railway Company ; but the powers, rights and liabilities of the Company shall not be affected in any manner by such change of name, and all contracts made, powers exercised and rights and property acquired by the said Company either under the last mentioned name or under the name of the Westbourne and North-Western Railway Company shall remain valid and binding

binding and become and be the contracts, powers, rights and property of the Portage, Westbourne and North-Western Railway Company.

3. The Portage, Westbourne and North-Western Railway Company (hereinafter called the Company) shall have power and authority to extend their line of railway, from some point on their line under construction north of the main line of the Canadian Pacific Railway, in a north-westerly direction to a point at or near Prince Albert on the north branch of the Saskatchewan River; and the powers of the Company in respect of the location and construction of any line of railway south of the main line of the Canadian Pacific Railway are hereby withdrawn and cancelled.

Railway may be extended, and in what direction.

Certain powers of Company cancelled.

4. The Company shall have power and authority to lay out and construct, complete, maintain, work, manage and use a railway bridge over any navigable stream or streams, on the line of the said railway; and the sections of "*The Consolidated Railway Act, 1879*," under the head of "Powers," "Plans and Surveys," and "Lands and their valuation," shall, so far as necessary, apply to the power hereby given.

Railway bridges may be built. 42 V. c. 9, to apply.

5. The Company shall not commence any such bridge, or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until the plans and site of such bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching any such bridge and works shall have been complied with; nor shall any such plan be altered, nor any deviation therefrom allowed, except upon the permission of the Governor in Council and upon such conditions as he shall impose: Provided always, that if any such bridge be placed over any such river or stream at a place where the same is navigable, and if the Governor in Council shall determine that such bridge shall be a draw-bridge, the same shall be constructed so as to have one draw in the main channel of such river or stream,—which draw shall be of such width as the Governor in Council may determine, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river or stream; and the said draw shall, at all times during the season of navigation, be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved, at the expense of the Company, so as not to hinder unnecessarily the passage of any vessel: from sundown until sunrise during the season of navigation suitable lights shall be maintained upon such bridge, to guide vessels approaching the said draw.

Plans to be subject to approval of Governor in Council.

Proviso: as to draw bridges.

When only to be closed.

To be lighted at night.

Telegraph
lines.

6. The Company shall have power and authority to construct and operate such line or lines of telegraph, in connection with and along the line of their railway and branches, as may be necessary or useful for the purposes of their undertaking.

Power to hold
vessels, &c.

7. The Company shall have power to build, purchase, acquire, charter or possess, work and operate steam and other vessels on any lakes, rivers or navigable waters, as they may deem proper and expedient in connection with their line of railway.

And to
receive aid by
purchase of
lands.

8. The Company, in aid of the construction, equipment and maintenance of the said railway, may purchase lands from the Dominion Government or from any of the Provincial Governments having power to sell and grant the same, or from any incorporated body or from any private individual, and may hold, dispose of and mortgage the said lands.

Lands for
snow drift
fences, and
construction
thereof.

9. The Company shall have the power to take and acquire in the manner provided by "*The Consolidated Railway Act, 1879,*" such additional width of land along the line of the railway and its branches as may be needed for snow fences and barriers; and the Company may erect such fences and barriers wherever the same may be required in the opinion of the Company, on any lands near the line of the said railway, on such terms and subject to the payment of such compensation to the owners of the said lands as may be agreed on, or as may be determined by arbitration in the manner provided by the sections of the said "*The Consolidated Railway Act, 1879,*" relating to "Lands and their valuation."

Bonds may
be issued by
the Company.

10. The Directors of the Company under the authority of the shareholders, to them given by a resolution of a special general meeting called for that purpose, are hereby authorized to issue bonds under the seal of the Company, signed by its President or other presiding officer, and countersigned by its Secretary and Treasurer; and such bonds shall be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and bearing such rate of interest as the Directors shall think proper; and the Directors shall have power to issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which, at the time, they may be able to obtain, for the purpose of raising money for the prosecuting of the said undertaking: the said bonds hereby authorized to be issued shall, without registration or formal conveyance, be the first preferential claim and charge upon the Company, and the undertaking, tolls and income and real and personal property thereof,
own

Form and
terms.

Bonds to be a
first charge
on the under-
taking.

now or at any time hereafter acquired, save and except as is hereinafter provided for; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with the other bondholders, and shall have priority as such: Provided, that the amount of bonds so issued, sold or pledged shall not exceed twenty thousand dollars per mile to be issued in proportion to the length of railway constructed, or under contract to be constructed: Provided also, that no such bonds shall be issued until at least three hundred thousand dollars shall have been subscribed to the capital stock and ten per centum of the same *bond fide* paid thereon: but notwithstanding anything in this Act contained the Company may secure the bonds to be issued by them by a mortgage deed creating such mortgages, charges and incumbrances upon the whole or any part of such property, assets, rents and revenues of the Company, present or future, or both, as shall be described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenses of the railway; and by the said deed the Company may grant to the holders of such bonds, or to the trustee or trustees named in such deed, all and every the powers and remedies granted by this Act in respect of the said bonds, and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all such powers, rights and remedies as shall be so contained in such mortgage deed shall be valid, binding and available to the bondholders in manner and form as therein provided.

Provided:
amount
limited.

Provido:
as to time
of issue.

May be se-
cured by
mortgage
deed.

What such
deed may
contain.

11. The Directors of the Company, under the authority and with the powers and on the terms hereinbefore set forth, may issue preference stock or shares of the Company, to be redeemed or made liable to be called in at such time and in such manner as the Directors may, by the by-law for issuing the same, fix and determine,—upon which preference stock a dividend may be made payable at such rate, not exceeding eight per centum per annum, as to the Directors may seem fit; and such dividend may be made payable in scrip, which shall have the same security and shall be redeemable in like manner as the said preference stock: and such preference stock and scrip for dividend thereon shall be taken and accepted by the Company and may be exchanged at its par value for any unsold and unincumbered lands belonging to the Company, not required for the purpose of its undertaking or station accommodation, at the price at which such lands are offered for sale by the Company for cash,—which price shall be fixed by the Directors once in every year; and such preference stock may be exchanged by the holder thereof for ordinary stock on such terms and conditions

Preference
stock may be
issued.

May be
exchanged
for lands.

Or for ordi-
nary stock.

ditions as the Directors may, from time to time by by-law, fix and appoint: Provided always, that the total amount of bonds and of preference stock to be issued by the Company shall not exceed thirty thousand dollars per mile for every mile of the said railway constructed or under contract for its construction.

Proviso as to amount.

Voting power of holders of bonds and preference stock in default of payment.

12. If the Company shall make default in paying the principal of or interest on any of the bonds, preference stock or scrip for dividends hereby authorized, at the time when the same shall, by the terms of the bonds or by the conditions upon which the preference stock or scrip for dividends was issued, become due and payable, then at the next ensuing annual general meeting of the Company, and at all subsequent meetings, all holders of bonds, preference stock or scrip for dividends so being and remaining in default shall, in respect thereof, have and possess the same rights, privileges and qualifications for Directors and for voting at general meetings as would be attached to them as shareholders if they had held fully paid-up shares of the Company to a corresponding amount: Provided nevertheless, that the rights given by this section shall not be exercised by any bondholder, preference stockholder or holder of scrip for dividends unless the bonds, preference stock or scrip for dividends in respect of which he shall claim to exercise such rights shall have been first registered in his name, in the same manner as is provided by law for the registration of the shares of the Company; and for that purpose the Company shall be bound on demand to register any of the said bonds, preference stock or scrip for dividends, in the name of the holder thereof, and to register any transfers thereof in the same manner as a transfer of shares: Provided also, that the exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds, preference stock or scrip for dividends shall be entitled.

Proviso: as to registration thereof.

Proviso: certain rights not affected.

Transfer of bonds and preference stock.

13. All bonds, debentures and other securities hereby authorized, and the coupons and interest warrants thereon respectively may be made payable to bearer, and shall, in that case, be transferable by delivery, unless and until registration thereof in manner provided in the next preceding section; and while so registered they shall, be transferable by written transfer registered in the same manner as in the case of shares; but they shall again become transferable by delivery upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

Lands may be vested in trustees.

14. The lands acquired by the Company, and held for sale for the purposes thereof, may be conveyed to trustees to be held and conveyed by them upon the trusts and for the purposes

poses herein declared in reference to such lands; and all moneys arising from the sale of such lands shall be held and applied in trust for the purposes following, that is to say: first, in payment of the expenses connected with the acquisition, survey, management and sale of the said lands; secondly, in payment of the interest on the bonds from time to time payable in cash by the Company; thirdly, in payment and redemption of the said bonds; fourthly, in payment and redemption of the preference stock and the dividends thereon; and, fifthly, for the general purposes of the Company.

Application of proceeds of sales by trustees.

15. All lands sold and conveyed by the Company, or by the said trustees, after a conveyance thereof to them upon the trusts aforesaid, and which have been paid for in cash shall be forever released and discharged from all mortgages, liens and charges of any kind or nature by this Act or the Act incorporating the Company or by the Company created; and the purchase money arising from the sale of such lands by the Company shall be applied in the first place in the satisfaction of any mortgage thereon created by the Company, and after payment of any such mortgage or lien created by the Company thereon, shall be applied in accordance with the trusts in the next preceding section declared.

Lands sold released from charges.

Application of purchase money.

16. Nothing in this Act contained shall, in any way, interfere with or affect the validity of any acts, contracts, or transactions of the Company done or entered into before the passing of this Act, or with any rights or remedies of any persons in connection therewith; but as to all such acts, contracts and transactions, rights and remedies, the Company shall stand in the same plight and condition in which it was immediately before the passing hereof, and shall be subject to all the debts, obligations and liabilities of the Company and to any rights in any suits or actions now pending in any courts whatsoever.

Certain acts done and rights and remedies acquired before this Act, not affected.

17. Not less than fifty miles of the railway hereby authorized to be constructed, shall be completed each year to the satisfaction of the Governor in Council, failing which the power granted to the Company to extend their line of railway, for any further distance than the length of line then completed, shall be forfeited.

Fifty miles to be completed in each year.

18. From and after the coming into force of this Act, "*The Consolidated Railway Act, 1879*," and all amendments thereto, shall apply to the whole line of the railway of the Company, and to the Company as incorporated for the construction thereof, as fully and effectually to all intents and purposes as the same apply to any railway constructed or to be constructed under the authority of any Act passed by the Parliament of Canada, and to any Company incorporated

Railway Act to apply to the whole line.

porated

porated by any such Act for the construction of such railway; and no portion of the Railway Act of Manitoba shall apply to the said railway or any part thereof or to the Company.

Form of conveyance of land to Company.

19. Conveyances of land to the Company for the purposes of and exercise of the powers given by this Act, made in the form in the schedule to this Act or to the like effect, shall be a sufficient conveyance to the Company, their successors and assigns, of the estate and interest and sufficient bar of dower (where the same exists) respectively of all persons executing the same; and such conveyance shall be registered in such manner and upon such proof of execution as is required by the registry laws of the Province or Territory where the land is situate.

Registration thereof.

When this Act shall come into force.

20. This Act shall come into force, upon, from and after such day as the Governor General may, by proclamation, direct, and not before.

SCHEDULE.

Know all men by these presents that I (*or we*) (*insert the name or names of the vendor or vendors*) in consideration of dollars paid to me (*or us*) by The Portage, Westbourne and North-Western Railway Company, the receipt whereof is hereby acknowledged, do grant and convey, and I (*or we*) (*insert the name or names of any other party or parties*) in consideration of dollars paid to me (*or us*) by the said Company, the receipt whereof is hereby acknowledged, do grant and release all that certain parcel (*or those certain parcels, as the case may be*) of land situate (*describe the land*) the same having been selected and laid out by the said Company for the purposes of the said railway, to hold the same with the appurtenances unto the said The Portage, Westbourne and North-Western Railway Company, their successors and assigns (*here insert any other clauses, covenants or conditions required*); and I (*or we*) the wife (*or wives*) of the said do hereby bar my (*or our*) dower in the said lands.

As witness my (*or our*) hand and seal (*or hands and seals*)
 this day of one thousand eight
 hundred and eighty-

Signed, sealed and delivered }
 in the presence of C. D. }

A. B. [L.S.]

CHAP. 81.

An Act to incorporate the Saskatchewan and Peace River Railway Company.

[Assented to 17th May, 1882.]

WHEREAS the construction of a railway from some point Preamble. on the north branch of the Saskatchewan River at or near Prince Albert, following a direction thence north-westerly on the best engineering line to the Peace River, with branch lines from the main line to the navigable waters to the north of the said main line, and from the main line south to some point on the north branch of the Saskatchewan River, would be of general benefit to the Dominion of Canada; and whereas a petition has been presented for the incorporation of a Company for the purpose of constructing and working the same, and also of constructing, owning and operating lines of telegraph or telephone along the line of the said railway; and whereas it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Honorable Donald McInnes, Senator, Richard Fuller, Certain persons incorporated. George E. Tuckett, Francis E. Kilvert, Reginald E. Kennedy and Wm. E. Sandford, all of the City of Hamilton, John Ross of the Village of Homer, Duncan Plumb, of the Town of Niagara, David Thompson, of the Village of Deans, William B. Ives, of the Town of Sherbrooke, and Charles Magee, of the City of Ottawa, together with all such persons and corporations as shall become shareholders in the Company hereby incorporated, shall be and are hereby constituted a body corporate and politic by and under the name of "The Saskatchewan and Peace River Railway Company," Corporate name. hereinafter called the Company.

2. The Company shall have full power and authority to Railway and branch lines which may be built. lay out, construct and complete a double or single track iron or steel railway, of four feet eight and one-half inches in width of gauge, from some point on the north branch of the Saskatchewan River at or near Prince Albert, following a direction north-westerly on the best engineering line to the Peace River, with powers of extension from the main line to the navigable waters to the north of the said main line, and from the main line south to some point on the north branch of the Saskatchewan River,—all such lines and Subject to approval by Governor in Council. branch lines to be approved of by the Governor in Council.

3. The Company shall have power and authority to lay Power to build bridges out and construct, complete, maintain, work, manage and use

over navigable streams
42 V., c. 9,
to apply.

use a railway bridge over any river, navigable stream or streams on the line of the said railway; and the sections of "*The Consolidated Railway Act, 1879*," under the heads of "Powers," "Plans and Surveys" and "Lands and their valuation," shall, so far as necessary, apply to the powers hereby given.

Plans must be previously approved by Governor in Council.

4. The Company shall not commence any such bridge or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council plans of such bridge, and of all the intended works thereunto appertaining, nor until the plans and site of any such bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose, touching any such bridge and works, shall have been complied with; nor shall any such plan be altered nor any deviation therefrom allowed, except upon the permission of the Governor in Council, and upon such conditions as he shall impose: Provided always, that if any such bridge be placed over any such river or stream at a place where the same is navigable, it shall be constructed to have one draw in the main channel of such river or stream, which draw shall be of such width as the Governor in Council may determine, and shall otherwise give free and unobstructed passage to vessels of every description navigating such river or stream; and the said draw shall, at all times during the season of navigation, be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved, at the expense of the Company, so as not to hinder unnecessarily the passage of any vessel; from sundown until sunrise, during the season of navigation, suitable lights shall be maintained upon such bridge, to guide vessels approaching the said draw.

Proviso, for drawbridges when required and the management thereof.

Land may be acquired for railway purposes and for snow drift fences.

5. Notwithstanding anything contained in section seven of "*The Consolidated Railway Act, 1879*," the Company may acquire land and water lot property for the purposes of their undertaking in the mode provided for by the said section, and may acquire under the provisions in that behalf of the said Railway Act, and hold such width of land on the sides of the railway and its branches at any point as may be needed for the erection of snow drift fences or barriers, at a sufficient distance from the track to prevent the obstruction of the line by drifting snow; and the compensation to be paid to the owners for such lands, and the power of the Company to take possession thereof, shall, in case of difference, be ascertained and exercised in the manner provided by the section of the said Railway Act respecting "Lands and their valuation."

Provisional directors and their powers.

6. The persons named in the first section of this Act, with power to add to their number, shall be and are hereby constituted provisional Directors of the Company (of whom five shall

shall be a quorum) and shall hold office as such until the first election of Directors under this Act, and shall have power forthwith to open stock books and procure subscriptions of stock for the undertaking, giving at least four weeks' previous notice by advertisement in the *Canada Gazette* of the time and place of their meeting to receive such subscriptions of stock; and they shall have power to receive payments on account of stock so subscribed, and to cause plans and surveys to be made, and to acquire any plans and surveys now existing, and to deposit in any chartered bank of Canada all moneys received by them on account of stock subscribed, and to withdraw the same solely for the purposes of the undertaking, and to receive on behalf of the Company any grant, loan, bonus or gift made to it in aid of the undertaking, and to enter into any agreement respecting the conditions or disposition of any gift or bonus in aid of the railway.

Stock books,
surveys and
plans.

Loans,
bonuses and
gifts.

7. The Company may construct depots, stations, warehouses, elevators, workshops, offices and other buildings and works at or near any one or more of the several points on the line of railway hereby authorized.

Stations, &c.,
may be con-
structed.

8. The capital stock of the Company shall be five millions of dollars (with power to increase the same in manner provided by "*The Consolidated Railway Act, 1879*") to be divided into fifty thousand shares of one hundred dollars each; and the money so raised shall be applied in the first place to the payment of all fees, expenses and disbursements connected with the organization of the Company and other preliminary expenses, and making the surveys, plans and estimates connected with the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway and other purposes of this Act, and no other purpose whatsoever.

Capital stock
and shares.

Application
thereof.

9. No subscription of stock in the capital of the Company shall be legal or valid, unless ten per centum shall have been actually and *bonâ fide* paid thereon within thirty days after subscription into one or more of the chartered banks of Canada, to be designated by the Directors; and such ten per centum shall not be withdrawn from such bank or otherwise applied, except for the purpose of the Company or upon the dissolution of the Company from any cause whatever; and the said Directors or a majority of them may, in their discretion, apportion the stock so subscribed among the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking.

Ten per cent.
payable on
subscription.

Power to
apportion
stock among
subscribers.

10. The Company may, for the purposes of the railway, receive from any Government, person or body corporate, in aid of the construction, equipment and maintenance of the said

Company
may receive
grants,

bonuses, &c.,
and use the
same.

said railway, grants of land, bonuses or gifts of money or securities for money; and the Company may, from time to time, purchase, from the Government of Canada, lands in the North-West Territories, and may sell, convey and mortgage the same for the purpose of raising money for the prosecution of the said undertaking.

First general
meeting of
shareholders.

11. When and so soon as shares to the amount of five hundred thousand dollars in the capital stock of the Company have been subscribed and ten per cent. paid thereon *bonâ fide*, the provisional Directors shall call a general meeting of the subscribers to the said capital stock at the City of Hamilton for the purpose of electing Directors of the Company, giving at least four weeks' previous notice by public advertisement in the *Canada Gazette* and in some daily paper published in the City of Winnipeg, and in one published in the City of Toronto, and in one published in the City of Hamilton, and also by circular addressed, by mail, to each subscriber, of the time, place and purpose of the said meeting: Provided always, that the Directors so elected may, by by-law or resolution passed by them, close the stock books after shares to the said amount of five hundred thousand dollars shall have been subscribed, and may, from time to time, re-open the said stock books and receive subscriptions for additional shares of stock, up to the limit authorized by this Act, when and as the same shall be required for the purposes of the Company.

Notice.

Proviso:
closing and
re-opening of
stock books.

Qualification
of directors.

12. No person shall be elected a Director of the Company unless he shall be the holder and owner in his own right, or as trustee for any corporation, of at least forty shares in the stock of the Company, and shall have paid up all calls thereon.

Election of
directors.

13. At such general meeting the subscribers for the capital stock assembled, who shall have so paid up ten per centum thereof, and also shall be present in person or represented by proxy, shall choose nine persons to be Directors of the Company (of whom five shall be a quorum) and may also pass such rules and regulations and by-laws as may be deemed expedient, provided they be not inconsistent with this Act or "*The Consolidated Railway Act, 1879.*"

Quorum.

Annual general
meeting
and notice
thereof.

14. Thereafter the annual general meeting of the shareholders of the Company for the election of Directors and other general purposes, shall be held, at such place as may be appointed by by-law of the Company, on the first Wednesday of the month of February in each year; and two weeks' previous notice thereof shall be given by publication in the *Canada Gazette* and in one newspaper published in the City of Winnipeg, in one published in the City of Toronto, and in one published in the City of Hamilton.

15. No call to be made at any time upon the capital stock shall exceed ten per centum on the subscribed capital, and not less than thirty days shall intervene between any one call and a succeeding call.

Calls on stock and limitation of.

16. It shall be lawful for the provisional or elected Directors, when authorized by the shareholders at any general meeting, or special meeting called for that purpose, to accept payment in full for stock from any subscriber therefor, at the time of subscription thereof or at any time before the making of a final call thereon, and to allow such percentage or discount as they deem expedient and reasonable, and thereupon to issue to such subscriber scrip to the full amount of such stock subscribed.

Payment of stock in full allowed.

17. The Directors elected by the shareholders may make or issue stock as paid up stock, and may pay or agree to pay, in such paid up stock or in the bonds of the Company, such sums as they deem expedient to engineers or contractors, or for right of way, or material, plant or rolling stock, and for the services of such persons as may be employed by the Directors in the furtherance of the undertaking or purchase of right of way, material, plant or rolling stock.

Paid-up stock may be issued for certain considerations.

18. The Directors of the Company, under the authority of the shareholders to them given by a resolution of a special general meeting called for that purpose, of which notice shall be given as provided in the eleventh section of this Act, are hereby authorized to issue bonds under the seal of the Company, signed by its President or other presiding officer, and countersigned by its Secretary and Treasurer; and such bonds shall be made payable in such money or moneys at such times and in such manner, and at such place or places in Canada or elsewhere, and bearing such rate of interest as the Directors shall think proper; and the Directors shall have power to issue, and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking; and such bonds shall, without registration or formal conveyance, be taken and considered to be the first and preferential claim and charge upon the undertaking, and the tolls and property of the Company real and personal then existing and at any time thereafter acquired, save and except as hereinafter provided for in this section; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with the other bondholders, and shall have priority as such: Provided, that the amount of such bonds so issued, sold or pledged shall not exceed twenty thousand dollars per mile, to be issued in proportion to the length of railway constructed

Bonds may be issued.

Form, interest, sale, &c.

Proviso: amount limited.

Proviso, as to time of issue.

May be secured by mortgage deed.

What such deed may contain.

Preference stock or shares may be issued.

Dividend thereon.

Receivable in payment for lands of the company.

May be exchanged for ordinary stock.

Proviso: amount of bonds and preference stock limited.

Voting power of holders of bonds and

structed or under contract to be constructed: Provided also, that no such bonds shall be issued until at least five hundred thousand dollars shall have been subscribed to the capital stock and ten per centum of the same *bonâ fide* paid thereon: but notwithstanding anything in this Act contained the Company may secure the bonds to be issued by them by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as shall be described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenses of the railway; and by the said deed the Company may grant to the holders of such bonds, or to the trustee or trustees named in such deed all and every the powers and remedies granted by this Act, in respect of the said bonds, and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all such powers, rights and remedies, as shall be so contained in such mortgage deed, shall be valid and binding and available to the bondholders in manner and form as therein provided. And the Directors of the Company, under the authority and with the powers and on the terms hereinbefore set forth, may issue preference stock or shares of the Company to be redeemed or made liable to be called in at such time and in such manner as the Directors may, by the by-law for issuing the same, fix and determine; upon which preference stock a dividend may be made payable at such rate, not exceeding eight per centum per annum, as to the Directors may seem fit; and such dividend may be made payable in scrip, which shall have the same security and shall be redeemable in like manner as the said preference stock; and such preference stock and scrip for dividend thereon shall be taken and accepted by the Company and may be exchanged at its par value for any unsold lands belonging to the Company, not required for the purposes of its undertaking or station accommodation, at the price at which such lands are offered for sale by the Company for cash,—which price shall be fixed by the Directors once in every year; and such preference stock may be exchanged by holders thereof for ordinary stock on such terms and conditions as the Directors may, from time to time by by-law, fix and appoint: Provided always, that the total amount of bonds and of preference stock to be issued by the Company shall not exceed twenty-five thousand dollars per mile for every mile of the said railway constructed, or under construction, or under contract for construction.

19. If the Company shall make default in paying the principal of or interest on any of the bonds, preference stock or scrip for dividends hereby authorized, at the time when the same

same shall, by the terms of the bonds or by the conditions upon which the preference stock or scrip for dividends was issued, become due and payable, then at the next ensuing annual general meeting of the Company, and at all subsequent meetings, all holders of bonds, preference stock or scrip for dividends so being and remaining in default, shall in respect thereof have and possess the same rights, privileges and qualifications for Directors and for voting at general meetings as would be attached to them as shareholders, if they had held fully paid up shares of the Company to a corresponding amount: Provided nevertheless, that the right given by this section shall not be exercised by any bondholder, preference stockholder or holder of scrip for dividends unless the bonds, preference stock or scrip for dividends in respect of which he shall claim to exercise such right, shall have been first registered in his name in the same manner as is provided by law for the registration of the shares of the Company; and for that purpose the Company shall be bound, on demand, to register any of the said bonds, preference stock or scrip for dividends, in the name of the holder thereof, and to register any transfers thereof in the same manner as a transfer of shares: Provided also, that the exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds, preference stock or scrip for dividends shall be entitled.

preference stock in case of default of payment.

Proviso, as to registration.

Proviso, certain rights not impaired.

20. All bonds, preference stock, debentures and other securities hereby authorized, and the coupons and interest warrants thereon respectively may be made payable to bearer, and shall in that case be transferable by delivery, until registry thereof in manner provided in the next preceding section; and while so registered they shall be transferable by written transfer registered in the same manner as in the case of shares; but they shall again become transferable by delivery upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

Bonds may be payable to bearer.

Written transfer thereof if and while registered.

21. The lands acquired by the Company and held for sale for the purposes thereof, may be conveyed to trustees, to be held and conveyed by them upon the trusts and for the purposes herein declared in reference to such lands; and all moneys arising from the sale of such lands shall be held and applied in trust for the purposes following, that is to say: first, in payment of the expenses connected with the acquisition, survey, management and sale of the said lands; secondly, in payment of the interest and dividends on the bonds and preference stock from time to time payable in cash by the Company; thirdly, in payment and redemption of the said bonds; fourthly, in payment and redemption of the preference

Lands acquired by company may be conveyed to trustees for purposes of this Act, and security of loans to the company, &c.

preference stock; and fifthly, for the general purposes of the Company.

Release of such lands if sold, and application of purchase money for purposes of the trust.

22. All lands sold and conveyed by the Company or by the said trustees, after a conveyance thereof to them upon the trusts aforesaid, and which have been paid for in cash or by preference stock or scrip for dividends, shall be forever released and discharged from all mortgages, liens and charges of any kind or nature by this Act or by the said Company created; and the purchase money arising from the sale of such lands by the Company shall be applied in the first place in the satisfaction of any mortgage thereon created by the Company, and after payment of any such mortgage or lien created by the Company thereon, shall be applied in accordance with the trusts in the next preceding section declared.

Company may become party to promissory notes, &c.

23. The 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 note or bill made, accepted or endorsed by the President or Vice-President of the Company as President or Vice President thereof, and countersigned by the Secretary and under the authority of a majority of a quorum of the Directors shall be binding on the Company; and any such promissory note or bill of exchange, made, accepted or endorsed by the President or Vice-President of the Company and countersigned by the Secretary, shall be presumed to have been made with proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the President or Vice-President or Secretary be individually responsible or liable for the same, unless the said promissory note or bill of exchange has been issued other than as aforesaid: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the notes or bills of a bank.

Non-liability of officers.

Proviso, as to notes payable to bearer.

Equal rights of shareholders.

24. All shareholders in the Company, whether British subjects or aliens, or residents of Canada or elsewhere, shall have equal rights to hold stock in the Company, and to vote on the same, and shall be eligible to office as Directors in the Company.

Arrangements with other companies.

25. It shall be lawful for the Company to enter into any agreement with any other company for the leasing or hiring any locomotives, cars or movable property.

Power to hold and work vessels

26. The Company may also build, purchase, acquire, lease or possess, work and operate steam and other vessels on any lakes,

lakes, rivers and other navigable waters as they may deem proper, and may do all and such things as are necessary for improving the navigation between any of such lakes and others of them; and for the purpose of connecting the means of transport between the said waters, may construct a railway or tramway of whatever material they may deem best suited for their purpose, between any such lakes or rivers, and others of them, and also around the rapids, or any other obstructions of any of the said rivers; or may construct a canal or canals to avoid the same, whenever requisite to further their interests, guarded by this charter.

on certain lakes and waters, and to improve navigation thereof.

27. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph or telephone, in connection with and along the line of their railway and branches, as may be necessary or useful for the purposes of their undertaking.

Lines of telegraph, and telephone lines may be constructed.

28. The railway shall be commenced within two years and completed within eight years from the passing of this Act, and not less than forty miles of the railway hereby authorized to be constructed shall be completed in each year to the satisfaction of the Governor in Council, and in default thereof, the powers hereby conferred shall absolutely cease with respect to so much of the railway as then remains incomplete.

Limitation of time for commencement and completion.

29. Deeds and conveyances of lands to the Company (not being letters patent from the Crown) may, in so far as circumstances will admit, be in the form following, that is to say:—

Form of conveyance of land to the company.

“ Know all men by these presents that I, A. B., in consideration of _____ dollars paid to me by “The Saskatchewan and Peace River Railway Company,” the receipt whereof is hereby acknowledged, do grant, bargain, sell and convey unto the said “The Saskatchewan and Peace River Railway Company,” their successors and assigns, all that certain parcel or tract of land situate (*fully describe the land.*)

“ To have and to hold the said land and premises unto the said “The Saskatchewan and Peace River Railway 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.] ”

or in any other form to the like effect: and any deed made in accordance herewith shall be held and construed to impose upon the vendor executing the same, the obligation of guaranteeing

Effect of such conveyance.

Registration
thereof.

anteing the Company and its assigns against all dower and claim for dower and against all hypothecs and mortgages, and against all liens and charges whatsoever, not excepted in the grant, and also that he has a good, valid and transferable title thereto; and such conveyance may be registered by duplicate in such manner and upon such proof of execution as is required under the registry laws affecting the same; and no registrar shall be entitled to demand more than twenty-five cents for registering the same, including all entries and certificates thereof, and certificates endorsed on the duplicate thereof.

CHAP. 82.

An Act to amend the Act to incorporate the South Saskatchewan Valley Railway Company:

[Assented to 17th May 1882.]

Preamble.

43 V., c. 56.

WHEREAS the South Saskatchewan Valley Railway Company have, by their petition, prayed for the passing of an Act amending their Act of incorporation, passed by the Parliament of Canada in the forty-third year of Her Majesty's reign, and chaptered fifty-six, by empowering them to construct their railway from some point on the Canadian Pacific Railway, west of the Province of Manitoba, and thence north-westerly to a point on the north or main Saskatchewan River, and also by extending the time limited therein for the commencement of their railway, and by giving increased powers respecting the issue of bonds as well as the purchase of lands from the Government and the sale and mortgage of the same; and it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Section 2
repealed;
new provision
as to line of rail-
way.

1. The second section of the Act cited in the preamble is hereby repealed, and in lieu thereof it is enacted that the Company shall have full power under this Act to construct a railway from some point, to be fixed by the Governor in Council, on the line of the Canadian Pacific Railway opposite Qu'Appelle Post, or as near that point as a suitable crossing can be found, thence running north-westerly to Humboldt, thence in the same direction to the Birch Hills, thence northerly to the south branch of the Saskatchewan River, thence northerly to a point at or near Prince Albert on the north bank of the north branch of the Saskatchewan River, —such line to be approved by the Governor in Council.

2. The Company shall have power and authority to lay out and construct, complete, maintain, work, manage and use a railway bridge over any navigable stream or streams, on the line of the said railway, and the sections of "*The Consolidated Railway Act, 1879*," under the head of "Powers," "Plans and Surveys," and "Lands and their valuation" shall, so far as necessary, apply to the power hereby given.

Power to build bridges over navigable streams.
42 V., c. 9.

3. The Company shall not commence any such bridge, or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until the plans and site of such bridge shall have been approved by the Governor in Council and such conditions as he shall have thought fit for the public good to impose touching any such bridge and works shall have been complied with; nor shall any such plan be altered, nor any deviation therefrom allowed, except upon the permission of the Governor in Council and upon such conditions as he shall impose: Provided always, that if any such bridge be placed over any such river or stream at a place where the same is navigable, and if the Governor in Council shall determine that such bridge shall be a draw bridge, the same shall be constructed so as to have one draw in the main channel of such river or stream, which draw shall be of such width as the Governor in Council may determine, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river or stream; and the said draw shall, at all times during the season of navigation, be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved at the expense of the Company so as not to hinder unnecessarily the passage of any vessel; from sundown until sunrise during the season of navigation suitable lights shall be maintained upon such bridge to guide vessels approaching the said draw.

Not to commence until plans, &c, are approved by Governor in Council.

Proviso, for draw-bridges if required and management thereof.

4. The time limited for the commencement of the said railway is extended for two years from the passing of this Act.

Extension of time for commencement.

5. The twenty-first section of the said Act is hereby repealed, and in lieu thereof it is enacted that the Company may receive from any government or from any persons or bodies corporate, municipal or politic, who may have power to make or grant the same, aid towards the construction, equipment or maintenance of the said railway by way of grant of land, bonus, gift or loan in money or debentures, or other securities for money, or by way of guarantee upon such terms and conditions as may be agreed upon; and may, from time to time, purchase lands in the North-West Territories and in the Province of Manitoba from the Government of Canada,

Section 21 amended. Company may receive grants, bonuses, and purchase lands from Government, &c.

Canada, and shall have power to sell or mortgage or otherwise dispose of the same for the benefit of the Company.

Section 22 amended.

6. The twenty-second section of the said Act is hereby repealed and the following substituted in lieu thereof:—

Company may issue bonds bearing mortgages.

“22. The Directors of the Company, after the sanction of the shareholders shall have first been obtained at any special general meeting to be called from time to time for that purpose, shall have power to issue bonds made and signed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer, and under the seal of the Company, for the purpose of raising money for prosecuting the said undertaking; and such bonds shall, without registration or formal conveyance, be taken and be considered to be the first and preferential claim and charge upon the undertaking and the property of the Company, real and personal, then existing and at any time after acquired, save and except as is hereinafter provided; and each holder of the said bonds shall be deemed to be a mortgagee and incumbrancer *pro ratâ* with all the other holders thereof upon the undertaking, and upon the property of the Company as aforesaid: Provided however, that the whole amount of such issue of bonds shall not exceed in all the sum of twenty thousand dollars per mile of the said road; and in the computing of mileage for the issue of such bonds, all sidings shall be reckoned and included in addition to the main line and branches of the said road: and provided also, that in the event at any time of the interest upon the said bonds remaining unpaid and owing, then at the next ensuing annual general meeting of the Company, all holders of bonds shall have and possess the same rights and privileges and qualifications for Directors and for voting as are attached to shareholders, provided that the bonds and any transfers thereof shall have been first registered in the same manner as is provided for the registration of shares; and it shall be the duty of the Secretary of the Company to register the same on being required to do so by any holder thereof.”

Proviso, amount limited.

Proviso, voting powers of bondholders unpaid.

Registration of bonds by Secretary.

Bonds may be secured by mortgage deed.

What such deed may provide.

7. In addition to the powers conferred by the said twenty-second section of the said Act the Company may secure the bonds to be issued by them by a mortgage deed creating such mortgages, charges and incumbrances upon the whole or any part of such property, assets, rents and revenues of the Company, present or future or both, as shall be described in the said deed; but such rents and revenues shall be subject, in the first instance, to the payment of the working expenses of the railway; and by the said deed the Company may grant to the holders of such bonds or to the trustee or trustees named in such deed, all and every the powers and remedies granted by the said Act in respect of the said bonds, and all

other powers and remedies not inconsistent with the said Act, or may restrict the bondholders in the exercise of any powers, privileges or remedies granted by the said Act, as the case may be; and all such powers, rights and remedies as shall be so contained in such mortgage deed, shall be valid and binding and available to the bondholders in manner and form as therein provided. Deed valid.

8. Section twenty-seven of the said Act is hereby amended by inserting after the word "telegraph" the words "or telephone." Section 27 amended.

9. The lands to be acquired by the Company, and held for sale for the purposes thereof, may be conveyed to trustees to be held and conveyed by them upon the trusts and for the purposes herein declared in reference to such lands; and all moneys arising from the sale of such lands shall be held and applied in trust for the purposes following: first, in payment of the expenses connected with the acquisition, survey, management and sale of the said lands; secondly, in payment of the dividends and interest on the bonds; thirdly, in payment and redemption of the said bonds when and as they become due; and fourthly, for the general purposes of the Company. Lands may be held in trust.

Application of proceeds if sold.

10. All lands sold and conveyed by the said Company or by the said trustees, after a conveyance thereof to them upon the trusts aforesaid, and which have been paid for in cash, shall be forever released from all mortgages, liens and charges of any kind or nature by this Act or by the Act incorporating the said Company or by the said Company created; and the purchase money arising from the sale of such lands by the Company shall be applied, in the first place, in the satisfaction of any mortgages thereon created by the Company, and after payment of any such mortgage or lien, created by the Company thereon, shall be applied in accordance with the trusts in the next preceding section declared. Trust lands sold released from claims.

Application of purchase money.

11. The said Act of incorporation of the said Company shall be construed and have the same effect as if the new provisions hereby enacted had been incorporated in the said Act at the time of the enactment thereof. Act of incorporation to be construed subject to this Act.

CHAP. 83.

An Act to incorporate the Lake Athabaska and Hudson Bay Railway Company.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the construction and operation of a railway from some point at or near the east end of Lake Athabaska, in the North-West Territories, to some point on the Hudson's Bay, at or near Fort Churchill, in the District of Keewatin, either in a continuous line, or with power to the Company, incorporated to construct the same, to utilize the navigable waters along the said route for the purpose of transport, and to build, own and charter vessels for the said purpose; with power also to build, own, purchase or charter steamships or other vessels for the purpose of transporting freight or passengers from the eastern terminus of the said railway to Europe or elsewhere, would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for those purposes, 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, enacts as follows:—

Certain persons incorporated.

1. John J. MacDonald, John Shields, Alexander Macbeth Sutherland, Frederick French Blanchard, David Rodgers, John G. Haggart, William B. Scarth, Edward P. Leacock, James Tilt, James Isbester, Alexander Shields and Frederick S. Stimson, together with such persons and corporations as shall, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted and declared to be a body corporate and politic by and under the name of "The Lake Athabaska and Hudson's Bay Railway Company," hereinafter called "the Company."

Corporate name.

Line of railway to be built defined.

2. The Company, their agents and servants, may lay out, construct and operate a single or double iron or steel railway, from a point at or near the east end of Lake Athabaska, in the North-West Territories, to some point on the shores of Hudson's Bay, at or near Fort Churchill in the District of Keewatin, either in a continuous line or by utilizing the navigable waters along or near the said route for the purposes of transport, and shall have power to build all necessary bridges, and to build, own and run tramways, to build and operate branch lines of railway, to construct, purchase, lease, charter or own and navigate steam or other vessels or ships for the purposes of transport of their traffic on Lake Athabaska and on the Peace and Athabaska Rivers and their tributaries, and from the terminus of the said

Company may hold ships and other vessels.

railway

railway to Europe or elsewhere; and also to build the railway in sections, as they may deem best, under the provisions of "*The Consolidated Railway Act, 1879*;" but the Company shall not begin the construction of the said railway or branches, until the location thereof shall have been approved of by the Governor in Council.

3. The Company may also construct and operate electric telegraph and telephone lines along and in connection with the railway and branches or water communication aforesaid, or both, and may also erect and construct over any rivers, streams and lakes which may be on or near the route of the railway a bridge or bridges where the same shall be necessary for the purposes of the railway or works hereby authorized.

Telegraphs
and tele-
phones.

Bridges.

4. The Company may acquire land and water lot property, for the purposes of their undertaking, and may acquire and take in the manner provided by "*The Consolidated Railway Act, 1879*," such additional width of land along the line of the railway and its branches as may be needed for snow fences and barriers, and the Company may erect such fences and barriers wherever the same may be requisite in the opinion of the Company, on any lands near to the line of the said railway, on such terms and subject to the payment of such compensation to the owners of the said lands as may be agreed on, or as may be determined by arbitration in the manner provided by the sections of the said "*The Consolidated Railway Act, 1879*," relating to lands and their valuation.

Land for
snow drift
fences.

42 V., c. 9.

5. The persons named in the first section of this Act shall be and are hereby constituted provisional Directors of the Company (of whom five shall be a quorum), and shall hold office as such until the first election of Directors under this Act, and shall have power forthwith to open stock books, procure subscriptions of stock for the undertaking, make calls on stock subscribed, receive payments thereon, make or cause to be made plans and surveys of the works herein contemplated, and to deposit in any chartered bank of Canada all moneys received by them on account of stock subscribed or otherwise received on account of the Company, and to withdraw the same for the purposes only of the undertaking, and to receive on behalf of the Company any grant, loan, bonus or gift made to it in aid of the undertaking, or any portion of it.

Provisional
directors.

Their powers.

6. The capital stock of the Company shall be two millions of dollars, (with power to increase the same in manner provided by "*The Consolidated Railway Act, 1879*"), to be divided into shares of one hundred dollars each; and the money so raised shall be applied in the first place in pay-
ment

Capital stock
and shares,
and power to
increase.

Application
of capital.

ment of all fees, expenses and disbursements for procuring the passage of this Act, and for making the surveys, plans and estimates connected with the works hereby authorized; and the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway and other undertakings provided for by this Act.

Five per cent.
payable on
subscription.

7. No subscription of stock in the capital of the Company shall be legal or valid unless five per centum shall have been actually and *bonâ fide* paid thereon, within thirty days after subscription, into one or more of the chartered banks of Canada, to be designated by the Directors, provisional or ordinary, as the case may be; and such five per centum shall not be withdrawn from such bank or otherwise applied except for the purposes of such railway or other works hereby authorized, or upon the dissolution of the Company from any cause whatsoever; and the said Directors or a majority of them may, in their discretion, apportion the stock so subscribed among the subscribers as they shall deem most advantageous for the undertaking: Provided always, that the Directors so elected may, by by-law or resolution passed by them, close the stock books after shares to the amount of five hundred thousand dollars shall have been subscribed, and may, from time to time, re-open the said stock books and receive subscriptions for additional shares of stock up to the limit authorized by this Act, when and as the same shall be required for the purposes of the Company; and it shall be lawful for the provisional or elected Directors, when authorized by the shareholders at any general or special meeting called for that purpose, to accept payment in full for stock from any subscriber thereof at the time of subscription thereof, or at any time before the making of a final call thereon, and to allow such percentage or discount as they deem expedient and reasonable, and thereupon to issue to such subscriber scrip to the full amount of such stock subscribed.

Allotting
stock.

Proviso:
power to close
and re-open
stock books.

And to accept
payment in
full.

Company
may receive
aid from Gov-
ernments, &c.

8. The Company may receive, either from the Dominion Government or any of the Provincial Governments, now or hereafter in existence, or from any persons or bodies corporate, municipal or politic, in aid of the construction, equipment and maintenance of the said railway and other works, grants of land or money, bonuses, loans or gifts of money or securities for money, and may legally dispose of the same; and may purchase from time to time, from the Government of Canada, lands in the North-West Territories or Keewatin, and may sell, convey and mortgage the same for the purpose of raising money for the prosecution of the said undertaking or maintenance thereof, or otherwise.

And acquire
lands from
Government
in the North-
West Terri-
tories.

First general
meeting of
shareholders.

9. When and so soon as shares to the amount of five hundred thousand dollars in the capital stock of the Company

pany have been subscribed and five per centum paid thereon *bonâ fide*, the provisional Directors shall call a general meeting of the subscribers to the said capital stock at the City of Toronto or of Winnipeg, whichever a majority of the said Directors may think best, for the purpose of electing Directors of the Company,—giving at least four weeks' previous Notice by advertisement in some newspaper published in the City of Winnipeg, and in some newspaper published in the City of Toronto, and also by circular addressed by mail to each subscriber, of the time, place and purpose of the said meeting.

10. No person shall be elected a Director of the Company unless he shall be the holder and owner in his own right or as trustee for any corporation, of at least twenty shares in the stock of the Company, and shall have paid up all calls thereon then over due. Qualification of director.

11. At such general meeting the subscribers for the capital stock assembled who shall have so paid up five per centum thereof, and shall be present in person or represented by proxy, shall elect by ballot seven shareholders to be Directors of the Company (of whom four shall be a quorum), and may also pass such rules and regulations and by-laws as may be deemed expedient, provided they be not inconsistent with this Act or "*The Consolidated Railway Act, 1879.*" Election of directors. Quorum. By-laws.

12. The head office of the Company shall be at the City of Winnipeg or at such other place in Canada as may be fixed by by-law of the Company, passed at any annual general or special meeting of the shareholders called for that purpose; and all meetings of the shareholders after the first meeting hereinbefore mentioned, shall be held at the head office on the first Wednesday in February in each and every year, or at such other time and place as may be fixed by by-law of the Company at its first meeting above mentioned, or at any annual general or special meeting called for that purpose; and four weeks' previous notice of every such meeting shall be given by advertisement in the *Canada Gazette* and by circular, prepaid, posted to each shareholder, unless such requirement as to notice be changed by by-law. Head office. Annual general meetings. Notice.

13. No call upon the capital stock shall exceed ten per centum on the subscribed stock, and at least thirty days' notice shall be given of each such call,—such notice to be given in manner provided by the said "*The Consolidated Railway Act, 1879,*" ; and not less than thirty days shall intervene between the times for payment of any two calls. Calls on stock.

14. The Directors of the Company, under the authority of the shareholders to them given, are hereby authorized to issue Bonds may be issued; form issue.

and conditions.

issue bonds under the seal of the Company, signed by its President or other presiding officer, and countersigned by its Secretary ; and such bonds shall be made payable at such times and in such manner and at such place or places in Canada or elsewhere, and bearing such rate of interest as the Directors shall think proper ; and the Directors shall have power to issue, and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking : and the said bonds hereby authorized to be issued shall, without registration or formal conveyance, be the first preferential claim and charge upon the Company, and the undertaking, tolls and income and real and personal property thereof, now or at any time hereafter acquired, save and except as is hereinafter provided for ; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with the other bondholders, and shall have priority as such : Provided, that the amount of such bonds so issued, sold or pledged shall not exceed twenty-five thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed, or under contract to be constructed : Provided also, that no such bonds shall be issued until at least two hundred and fifty thousand dollars of the capital stock shall have been subscribed and ten per centum of the same *bonâ fide* paid thereon ; but notwithstanding anything in this Act contained the Company may secure the bonds to be issued by them, by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future, or both, as shall be described in the said deed, but such rents and revenues shall be subject in the first instance to the payment of the working expenses of the railway ; and by the said deed the Company may grant to the holders of such bonds or to the trustee or trustees named in such deed, all and every the powers and remedies granted by this Act, in respect of the said bonds, and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act as the case may be ; and all such powers, rights and remedies as shall be so contained in such mortgage deed, shall be valid and binding and available to the bondholders in manner and form as therein provided.

Privileges of bonds. Registration not necessary.

Proviso : as to total amount.

Proviso : as to time of issue.

Bonds may be secured by mortgage deed,

After working expenses.

Company may give further rights to bondholders or restrict them.

Preference stock may be issued.

15. The Directors of the Company, under the authority and with the powers and on the terms hereinbefore set forth, may issue preference stock or shares of the Company, to be redeemed or made liable to be called in at such time and in such manner as the Directors may, by the by-law for issuing the same, fix and determine,—upon which preference stock

a dividend may be made payable at such rate not exceeding eight per centum per annum as to the Directors may seem fit; and such dividend may be made payable in scrip, which shall have the same security and shall be redeemable in like manner as the said preference stock; and such preference stock and scrip for dividend thereon shall be taken and accepted by the Company and may be exchanged at its par value for any unsold and unincumbered lands belonging to the Company not required for the purposes of its undertaking or station accommodation, at the price at which such lands are offered for sale by the Company for cash,—which price shall be fixed by the Directors once in every year; and such preference stock may be exchanged by the holder thereof for ordinary stock on such terms and conditions as the Directors may, from time to time, by by-law fix and appoint: Provided always, that the total amount of bonds and of preference stock to be issued by the Company shall not exceed twenty-five thousand dollars per mile for every mile of the said railway constructed, or under construction, or under contract for its construction.

To be taken
in payment
for lands.

Or exchanged
for ordinary
stock.

Proviso: as
to total
amount.

16. If the Company shall make default in paying the principal of or interest on any of the bonds, preference stock or scrip for dividends hereby authorized at the time when the same shall, by the terms of the bonds or by the conditions upon which the preference stock or scrip for dividends was issued, become due and payable, then at the next ensuing annual general meeting of the Company, and at all subsequent meetings, all holders of bonds, preference stock or scrip for dividends, so being and remaining in default, shall in respect thereof have and possess the same rights, privileges and qualifications for Directors and for voting at general meetings as would be attached to them as shareholders if they had held fully paid-up shares of the Company to a corresponding amount: Provided nevertheless, that the rights given by this section shall not be exercised by any bondholder, preference stockholder or holder of scrip for dividends unless the bonds, preference stock or scrip for dividends in respect of which he shall claim to exercise such rights shall have been first registered in his name in the same manner as is provided by law for the registration of the shares of the Company; and for that purpose the Company shall be bound on demand to register any of the said bonds, preference stock or scrip for dividends in the name of the holder thereof, and to register any transfers thereof in the same manner as a transfer of shares: Provided also, that the exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds, preference stock or scrip for dividends shall be entitled.

Voting
powers of
holders of
bonds, &c.,
in default of
payment.

Proviso: as
to registra-
tion of securi-
ties.

Proviso: cer-
tain rights
saved.

Transfer of
bonds, &c.

17. All bonds, preference stock, debentures and other securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer and shall, in that case, be transferable by delivery, until registration thereof in manner provided in the next preceding section; and while so registered they shall be transferable by written transfer registered in the same manner as in the case of shares; but they shall again become transferable by delivery upon the registration of a transfer to bearer,—which the Company shall be bound to register on the demand of the registered holder for the time being.

Company
may become
party to
promissory
notes.

18. The 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 note or bill, made, accepted or endorsed by the President or Vice-President of the Company as President or Vice-President thereof, and countersigned by the Secretary, and under the authority of a majority of a quorum of the Directors or of a standing by-law of the Company, shall be binding on the Company; and any such promissory note or bill of exchange made, accepted or endorsed by the President or Vice-President and countersigned by the Secretary, shall be presumed to have been made with proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the President or Vice-President, or Secretary, be individually responsible for the same, unless the said promissory note or bill of exchange has been issued otherwise than as aforesaid: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money, or as the notes or bills of a bank.

Proviso.

Agreements
with other
companies.

19. It shall be lawful for the Company to enter into any agreement with any other company for the use or partial use or for the leasing or hiring of any rolling stock, locomotives, cars or movable property, and generally to make any agreement with any other company touching running powers over the railway hereby authorized to be built, or the railway of the other company, or touching the use of the rolling stock or movable property of the other company, or touching any service to be rendered by one company to the other and the compensation therefor: Provided, that any such agreement or contract shall be first approved of and authorized by the shareholders of the Company hereby incorporated at an annual general or special meeting of the same called for that purpose.

Proviso : to
be sanctioned
by share-
holders.

Power to
construct or
hold vessels
and elevators.

20. The Company may also build, purchase, acquire, lease, charter or possess, work and operate sea-going vessels and elevators, and if necessary may purchase grain and other

other freight to complete or make up the cargoes of such vessels, and the same, may sell and dispose of; and it may also acquire, lease, charter or operate steam and other vessels on Lake Athabaska and on the Peace and Athabaska Rivers and their tributaries and other navigable waters connected with the line of the said works hereby authorized, and may sell the same, and may also make any improvements or erect any work required to facilitate the navigation of any river with which the said railway shall connect.

21. The Directors elected by the shareholders may make or issue stock as paid-up stock, and may pay or agree to pay, in such paid-up stock or in the bonds of the Company, such sums as they may deem expedient, to engineers or contractors, or for right of way or material, plant or rolling stock; and also when sanctioned by a vote of the shareholders at any special meeting called for that purpose, or at any annual general meeting, for the services of such persons as may be employed by the Directors in the furtherance of the undertaking, or purchase of the right of way, material, plant or rolling stock.

Paid up stock or bonds may be issued for certain considerations.

22. The Company may also build, purchase, acquire, charter, or possess, work, operate and sell from time to time, steam and other vessels on any lakes, rivers or other navigable waters, as they may deem proper and expedient, in connection with their railway, and may do all such things as are necessary for improving the navigation between any of such lakes and others of them; and for the purpose of connecting the means of transport between the said waters may construct a railway or a tram road between any of such lakes and rivers and others of them, and also around the rapids or any other obstruction of any of the said rivers, or may construct a canal or canals to avoid the same wherever requisite; and may also, for the purpose of facilitating the said undertakings and the traffic in connection therewith, purchase, build, fit, complete and charter, sell or dispose of, work, control and keep in repair steam tugs, barges, steamboats and other vessels to ply in connection with the said railway or otherwise; and may also build, purchase, acquire, lease, charter or possess, work, operate and sell sea-going vessels and elevators, and if necessary may purchase grain and other freight to complete and make up the cargoes of such vessels, and the same, may sell and dispose of.

Further powers as to vessels and inland navigation.

23. Special meetings of the shareholders may be called at any time by resolution of the Directors at any regular meeting of Directors, or upon the requisition in writing to the President or acting President of any ten of the shareholders whose overdue calls are at the time of making such requisition paid up; immediately after the receipt of such requisition the President shall be bound to call such special meet-

Special general meetings.

Notice and place of meeting.

ing; and in every case special meetings shall be called by the same notice and be held at the same place as hereinbefore provided in reference to annual meetings of shareholders.

Form for conveyance of land to Company.

24. Deeds and conveyances of lands to the Company (not being letters patent from the Crown) may, in so far as circumstances will admit, be in the form following, that is to say:—

“ Know all men by these presents, that I, A. B., in consideration of _____ paid to me by “The Lake Athabaska and Hudson’s Bay Railway Company,” the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said “The Lake Athabaska and Hudson’s Bay Railway Company,” their successors and assigns, all that tract or parcel of land (*describe the land*) to have and to hold the said land and premises unto the said Company, their successors and assigns for ever.

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

“ Signed, sealed and delivered }
in presence of _____ } A.B. [L.S.]

C.D.
E.F.”

Effect of such conveyance.

or in any other form to the like effect; and every deed made in accordance herewith shall be held and construed to impose upon the vendor, executing the same, the obligation of guaranteeing the Company and its assigns against all dower and claim for dower and against all hypothecs and mortgages and against all liens and charges whatsoever, not excepted in the grant, and also that he has a good, valid and transferable title thereto.

Provisions of the Railway Act to apply.

25. All the provisions of “*The Consolidated Railway Act, 1879*,” shall apply to the Company, in so far as they are not inconsistent with this Act.

Limitation of time for construction.

26. The works hereby authorized to be constructed shall be commenced within three years, and completed within ten years from the passing hereof.

CHAP. 84.

An Act to incorporate the "Lake Superior and James' Bay Railway Company."

[Assented to 17th May, 1882]

WHEREAS the construction of a railway from some point at or near to Michipicoton, on the north-east coast of Lake Superior, to Moose Factory or some point on James' Bay, would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for the purpose of constructing and working the same, and of constructing, owning and operating lines of telegraph and telephone along the said line of railway, 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, enacts as follows:—

1. Simon J. Dawson, William Kersteman, C. W. Bunting, Thomas Shortis, William B. Scarth, David Blain, J. J. Foy, James Anderson, Arthur William Heyburn and Alfred Boulton, together with all such persons and corporations as shall become shareholders in the Company to be hereby incorporated, shall be and are hereby constituted a body corporate and politic by and under the name of the "Lake Superior and James' Bay Railway Company," hereinafter called the Company.

Certain persons incorporated.

Corporate name.

2. The Company shall have power and authority to lay out and construct a railway, from some point at or near to Michipicoton, on the north-east coast of Lake Superior, to Moose Factory or some point on James' Bay, and to construct all necessary bridges over rivers crossing the said line between the said points, and also to build and operate branch lines of railway from the above described line, such line and branch lines to be approved of by the Governor in Council.

Railway may be built on line approved by Governor in Council.

3. Simon J. Dawson, William Kersteman, C. W. Bunting, Thomas Shortis, William B. Scarth, David Blain, J. J. Foy, James Anderson, Arthur William Heyburn and Alfred Boulton, shall be and are hereby constituted the provisional Board of Directors of the Company, and shall hold office as such until the Directors shall be appointed, under the provisions of this Act, by the shareholders; and they shall have power and authority to fill vacancies occurring therein; and the provisional Directors shall have power to open stock books and procure subscriptions for the undertaking, to cause surveys and plans to be made and executed

Provisional directors.

Their powers.

Stock books, surveys and plans.

and

and to call a general meeting of shareholders for the election of Directors as hereinafter provided.

Capital stock and shares.

4. The capital stock of the Company shall be two millions of dollars, (with power to increase the same in manner provided by "*The Consolidated Railway Act, 1879*") to be divided into shares of one hundred dollars each; and the money so raised shall be applied in the first place to the payment of all expenses and disbursements connected with the organization of the Company and other preliminary expenses, and making the surveys, plans and estimates connected with the works hereby authorized; and all the remainder of such money shall be applied to the making, completing, equipping and maintaining of the said railway and the other purposes of this Act, and no other purpose whatever.

Application of stock.

Ten per cent. payable on subscription.

5. No subscription of stock in the capital of the Company shall be legal or valid unless ten per centum shall have been actually and *bonâ fide* paid thereon, within thirty days after subscription, into one or more of the chartered banks of Canada, to be designated by the Directors; and such ten per centum shall not be withdrawn from such bank or otherwise applied, except for the purpose of the Company; and the said Directors or a majority of them may, in their discretion, apportion the stock so subscribed among the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking; it shall be lawful for the provisional or elected Directors, when authorized by the shareholders at any general meeting, or special meeting called for that purpose, to accept payment in full for stock from any subscriber therefor at the time of making subscription thereof or at any time before the making of a final call thereon, and to allow such percentage or discount as they deem expedient and reasonable; and thereupon to issue to such subscriber scrip to the full amount of such stock subscribed; the Directors elected by the shareholders may make or issue stock as paid-up stock, and may pay or agree to pay, in such paid-up stock or in the bonds of the Company, such sums as they may deem expedient to engineers or contractors, or for right of way, or material, plant or rolling stock, and for the services of such persons as may be employed by the Directors in furtherance of the undertaking or purchase of right of way, material, plant or rolling stock.

Allotment of stock.

Paid up stock or bonds may be issued for certain considerations.

Company may receive aid in grants, bonuses, &c.

6. The Company may, from time to time, receive from any Government, person or body corporate, in aid of the construction, equipment and maintenance of the said railway or otherwise, grants of land, bonuses, loans, or gifts of money or securities for money, and may also purchase or lease from any Government, person or body corporate, any lands,

lands, rights or privileges; and the lands, leases and privileges so to be acquired by the Company and held by the Company for sale or otherwise for the purposes thereof may be conveyed to trustees to be held, conveyed and otherwise disposed of by them upon the trusts and for the purposes herein declared in reference to such lands, leases and privileges; and all moneys arising from the sale or other disposition of such lands, leases and privileges shall be held and applied in trust for the purposes following, that is to say: first, in payment of the expenses connected with the acquisition, survey, management and sale of the said lands; secondly, in payment of the dividends and interest on the bonds and preference stock, from time to time payable in cash by the Company; thirdly, in payment and redemption of the said bonds and preference stock, when and as they become due respectively, or in such order and priority and at such time or times as may be determined by ballot, in the manner to be fixed by the Directors by by-law or resolution of the Board of Directors from time to time; and fourthly, for the general purposes of the Company.

Lands may be held in trust and sold.

Application of proceeds.

Expenses.

Dividends of preference stock.
Redemption of bonds, &c.

General purposes.

7. All lands sold and conveyed by the Company, or by the said trustees after a conveyance thereof to them upon the said trusts aforesaid, and which have been paid for in cash or by preference stock or scrip for dividends, shall thereby be for ever released and discharged from all mortgages, liens and charges of any kind or nature by this Act or by the Company created: and the purchase money arising from the sale of such lands by the Company shall be applied, in the first place, in the satisfaction of any mortgage thereon created by the Company, and after payment of any such mortgage or lien created by the Company thereon, shall be applied in accordance with the trusts in the next preceding section declared.

Lands sold to be exempt from claims.

Application of purchase money.

8. The Company shall have the right to acquire and take, in the manner provided by "*The Consolidated Railway Act, 1879*," such additional width of land along the line of railway and its branches as may be needed for snow fences and barriers; and the Company may erect such fences and barriers, wherever the same may be requisite in the opinion of the Company, on any lands near to the line of the said railway, on such terms and subject to the payment of such compensation to the owners of the said lands as may be agreed on, or as may be determined by arbitration in the manner provided by the sections of the said "*The Consolidated Railway Act, 1879*," relating to lands and their valuation.

Land for snow drift fences.

Compensation.

42 V., c. 9.

9. When, and so soon as shares to the amount of two hundred and fifty thousand dollars in the capital stock of the Company have been subscribed, and ten per centum paid thereon *bond fide*, the provisional Directors shall call a general

First general meeting of shareholders.

Notice. general meeting of the subscribers to the said capital stock, at Toronto, for the purpose of electing Directors of the Company,—giving at least four weeks' previous notice by public advertisement in the *Canada Gazette* and in some daily paper published in Toronto and also by circular addressed, by mail, to each subscriber of the time, place and purpose of such meeting: Provided always, that the Directors so elected may, by by-law or resolution, passed by them, close the stock books after shares to the said amount of two hundred and fifty thousand dollars shall have been subscribed, and may, from time to time, reopen the said stock books and receive subscriptions for additional shares of stock up to the limit authorized by this Act, when and as the same shall be required for the purposes of the Company.

Proviso:
stock books
may be closed
and re-open-
ed.

Qualification
of director.

10. No person shall be elected a Director of the Company unless he shall be holder and owner of at least fifty shares in the stock of the Company, and shall have paid up all calls thereon.

Election of
directors.

11. At such general meeting the subscribers for the capital stock assembled, who shall have so paid up ten per centum thereof, and also shall be present in person or represented by proxy, shall choose nine persons to be Directors of the Company (of whom five shall be a quorum), and may also, from time to time, pass such rules and regulations and by-laws as may be deemed expedient, provided they be not inconsistent with this Act or "*The Consolidated Railway Act, 1879.*"

Quorum.

By-laws.

Annual gene-
ral meeting
and election.

12. Thereafter the annual general meeting of the shareholders of the Company for the election of Directors and other general purposes, shall be held on the first Thursday in the month of January in each year, at such place as may be appointed by by-law of the Company; and two weeks' previous notice thereof shall be given by publication in the *Canada Gazette* and one newspaper published in the City of Toronto.

Calls on
shares.

13. No call, to be made at any time upon the capital stock, shall exceed ten per centum on the subscribed capital, and not less than thirty days shall intervene between any one call and a succeeding call.

Bonds may
be issued.

14. The Directors of the Company, under the authority of the shareholders to them given by a resolution of a special general meeting called for that purpose, are hereby authorized to issue bonds, under the seal of the Company, signed by its President or other presiding officer, and countersigned by its Secretary and Treasurer; and such bonds shall be made payable at such times and in such manner and at such place or places in Canada or elsewhere, and bearing such rate of interest

Form.

interest, as the Directors shall think proper; and the Directors shall have power to issue and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which, at the time, they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking: Provided, that the amount of bonds so issued, sold or pledged shall not exceed twenty thousand dollars per mile: Provided also, that no such bonds shall be issued until at least five hundred thousand dollars shall have been subscribed to the capital stock, and ten per centum of the same *bonâ fide* paid thereon; but notwithstanding anything in this Act contained, the Company may secure the bonds to be issued by them by a mortgage deed, creating such mortgages, charges and incumbrances upon the whole or any part of such property, assets, rents and revenues of the Company, present or future, or both, as shall be described in the said deed; but such rents and revenues shall be subject, in the first instance, to the payment of working expenses of the railway; and by the said deed the Company may grant, to the holders of such bonds or to the trustee or trustees named in such deed, all and every the powers and remedies granted by this Act in respect of the said bonds, and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all such powers, rights and remedies, as shall be so contained in such mortgage deed, shall be valid, binding and available to the bondholders in manner and form therein provided.

Interest.
 Sale of.
 Proviso: amount limited.
 Proviso, as to time of issue.
 May be secured by mortgage deed.
 Powers may be granted to bondholders.
 To be valid.

15. The bonds, preference stock and scrip for dividends, hereby authorized to be issued, shall, without registration or formal conveyance, be the first preferential claim and charge upon the Company and the undertaking, tolls and income, and real and personal property thereof, now or at any time hereafter acquired, save and except as is provided for in the last preceding section, and except lands held by trustees for the Company; and each holder of the said bonds, preference stockholder and holder of scrip for dividends, shall be deemed to be a mortgagee or incumbrancer upon the said securities, *pro ratâ* with other bondholders or holders of preference stock or scrip for dividends, and shall have priority as such.

Bonds, &c., to be first charge on the undertaking.
 Exception.
 Rights of bondholders.

16. If the Company shall make default in payment of the principal or of interest on any of the bonds, preference stock or scrip for dividends, hereby authorized, at the time when the same shall, by the terms of the bonds, or by the conditions upon which the preference stock or scrip for dividends was issued, become due and payable, then at the next ensuing annual general meeting of the Company, and all subsequent meetings, all holders of bonds, preference stock

Voting powers of bondholders in default of payment.

Proviso,
bonds must
be registered.

stock or scrip for dividends so being and remaining in default shall, in respect thereof, have and possess the same rights, privileges and qualifications for Directors, and for voting at general meetings, as would be attached to them as shareholders if they had held fully paid-up shares of the Company to a corresponding amount: Provided nevertheless, that the right given by this section shall not be exercised by any bondholder, preference stockholder or holder of scrip for dividends, unless the bonds, preference stock or scrip for dividends, in respect of which he shall claim to exercise such right, shall have been first registered in his name, in the same manner as is provided by law for the registration of the shares of the Company; and for that purpose the Company shall be bound, on demand, to register any of the said bonds, preference stock or scrip for dividends, in the name of the holder thereof, in the same manner as a transfer of shares: Provided also, that the exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds, preference stock or scrip for dividends, shall be entitled.

Proviso:
certain rights
saved.

Transfer of
bonds, debentures,
&c.

17. All bonds, preference stock, debentures and other securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and shall in that case be transferable by delivery, until registry thereof in manner provided in the next preceding section, and while so registered, in the same manner as in the case of shares; but they shall again become transferable by delivery upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

Company
may become
party to promissory
notes.

18. The Company shall have power and authority to become parties to promissory notes and bills of exchange, for sums of not less than one hundred dollars; and any such note or bill, made, accepted or endorsed by the President or Vice-President of the Company as President or Vice-President thereof, and countersigned by the Secretary, and under the authority of a majority of a quorum of the Directors, shall be binding on the Company; and any such promissory note or bill of exchange, made, accepted or endorsed by the President or Vice-President and countersigned by the Secretary, shall be presumed to have been made with the proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the President or Vice-President or Secretary be individually responsible or liable for the same, unless the said promissory note or bill of exchange has been issued otherwise than as aforesaid:

Non-liability
of officers.

aforesaid : Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the bills or notes of a bank. Proviso.

19. It shall be lawful for the Company to enter into any agreement with any other company, for the use or partial use of the railway of the company, or for leasing or hiring from such other company, any other railway or part thereof or the use thereof, and for any period or term, or for the leasing or hiring any locomotives, cars or movable property. Agreements with other companies.

20. The works upon the main line of the said railway shall be commenced within three years from the date of the passing of this Act ; and shall be completed within five years from the time of commencement to the satisfaction of the Governor in Council, failing which, the powers hereby granted to the Company, to extend their line of railway for any further distance than the length of the line then completed, shall be forfeited. Time for commencement and completion of works.

21. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph and telephone, in connection with and along the line of their railway and branches, as may be necessary or useful for the purposes of their undertaking. Telegraph and telephone lines.

22. Deeds and conveyances of lands to the Company (not being letters patent from the Crown) may, in so far as circumstances will admit, be in the form following, that is to say :— Form of conveyance of land to company.

“ Know all men by these presents that I, A. B., in consideration of _____ paid to me by the Lake Superior and James' Bay Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said Lake Superior and James' Bay Railway Company, their successors and assigns, all that tract and parcel of land (*describe the land*), to have and to hold the said land and premises unto the said Company, their successors and assigns forever.

Witness my hand this _____ day of
one thousand eight hundred and _____

Signed, sealed and delivered }
in the presence of } A. B. [L. S.]
C.D.
E.F.”

or in any other form to the like effect ; and every deed made in accordance herewith shall be held and construed to impose Legal effect of such deed.

impose upon the vendor executing the same, the obligation of guaranteeing the Company and its assigns against all dower and claim for dower, and against all hypothecs and mortgages, and against all liens and charges whatsoever, not excepted in the grant, and also that he has a good, valid and transferable title thereto.

CHAP. 85.

An Act to incorporate the Rapid City Central Railway Company.

[Assented to 17th May, 1882]

Preamble.

WHEREAS the persons hereinafter mentioned have, by their petition, represented that they are desirous of constructing and operating a railway from a point in the Province of Manitoba to a point on the Pacific coast, following the direction hereinafter set forth, and have prayed that they may be incorporated as a Company for the said purpose; and whereas the said work as hereinafter limited would be for the general advantage of Canada: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated.

1. The Honorable Thomas Howard, John W. Douglas, William Murdoch, Edward A. C. Pew, Creasey J. Whellams, Duncan L. McLaren, Captain Vivian, R.N., S. R. Gibson, William Elliott, M.P., Thomas Scott, M.P., and Andrew W. Bell, together with all such persons and corporations as shall become shareholders in the Company to be hereby incorporated, shall be and are hereby constituted a body corporate and politic, by and under the name of the "Rapid City Central Railway Company," hereinafter called "the Company."

Corporate name.

Line of railway.

2. The Company shall have power to lay out, construct and operate a railway, from a point at or near Fort Ellice to a point at or near Fort à la Corne on the Saskatchewan River:—such line to be first approved of by the Governor in Council.

To be approved by Governor in Council.

Provisional directors.

3. The persons hereinbefore mentioned by name shall be and are hereby constituted provisional Directors of the Company (of whom five shall be a quorum), and shall hold office as such until the first election of Directors under this Act, and shall have power forthwith to open stock books and

and procure subscriptions of stock for the undertaking,—giving at least four weeks' previous notice, by advertisement in the *Canada Gazette*, of the time and place of their meeting to receive such subscription of stock; and they shall have power to deposit in any chartered bank of Canada all moneys received by them on account of stock subscribed, and also all such powers as are vested in provisional Directors by “*The Consolidated Railway Act, 1879.*”

Their powers as to stock books;—and under 42 V., c. 9.

4. The capital stock of the Company shall be two millions of dollars, (with power to increase the same in manner provided by “*The Consolidated Railway Act, 1879,*”) to be divided into shares of one hundred dollars each; and the money so raised shall be applied in the first place to the payment of all expenses and disbursements connected with the organization of the Company and other preliminary expenses, and making the surveys, plans and estimates connected with the works hereby authorized; and all the remainder of such money shall be applied to the making, completing, equipping and maintaining of the said railway and the other purposes of this Act and no other purpose whatsoever.

Capital stock and shares, and power to increase.

Application of money.

5. No subscription of stock in the capital of the Company shall be legal or valid unless ten per centum shall have been actually and *bonâ fide* paid thereon within thirty days after subscription into one or more of the chartered banks of Canada, to be designated by the Directors, and such ten per centum shall not be withdrawn from such bank or otherwise applied, except for the purposes of the Company; and the said Directors or a majority of them may, in their discretion, apportion the stock so subscribed among the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking.

Ten per cent. payable within 30 days of subscription of stock.

Allotment of stock.

6. It shall be lawful for the provisional or elected Directors, when authorized by the shareholders at any general meeting, or special meeting called for that purpose, to accept payment in full for stock from any subscriber therefor at the time of subscription thereof, or at any time before the making of a final call thereon, and to allow such percentage or discount as they deem expedient and reasonable, and thereupon to issue to such subscriber scrip to the full amount of such stock subscribed.

Stock may be paid up in advance and allowance made.

7. The Directors elected by the shareholders may make or issue stock as paid-up stock, and may pay or agree to pay, in such paid-up stock or in the bonds of the Company, such sums as they deem expedient to engineers or contractors, or for right of way or material, plant or rolling stock, and for the services of such persons as may be employed by the Directors in the furtherance of the undertaking or purchase of right of way, material, plant or rolling stock.

Paid up stock or bonds may be issued for certain considerations.

Company may receive aid and purchase lands in N.W.T.

8. The Company may, for the purposes of the railway, receive from any government, person or body corporate, in aid of the construction, equipment and maintenance of the said railway, grants of land, bonuses, loans or gifts of money or securities for money; and the Company may, from time to time, purchase from the Government of Canada, lands in the North-West Territories, and may sell, convey and mortgage the same for the purpose of raising money for the prosecution of the said undertaking.

First meeting of shareholders for election of directors.

9. When and so soon as shares to the amount of five hundred thousand dollars in the capital stock of the Company have been subscribed and ten per centum paid thereon *bonâ fide*, the provisional Directors shall call a general meeting of the subscribers to the said capital stock at the City of Winnipeg or at Rapid City or at the City of Toronto, as they shall deem most convenient, for the purpose of electing Directors of the Company,—giving at least four weeks' previous notice by public advertisement in the *Canada Gazette*, and in some daily paper published in the City of Winnipeg and in one published in Rapid City and in one published in the City of Toronto, and also by a circular addressed by mail to each subscriber (when his or her address is known) of the time, place and purpose of the said meeting: Provided always, that the Directors so elected may, by by-law or resolution passed by them, close the stock books after shares to the said amount of five hundred thousand dollars shall have been subscribed, and may, from time to time, re-open the said stock books and receive subscriptions for additional shares of stock up to the limit authorized by this Act, when and as the same shall be required for the purposes of the Company.

Notice.

Proviso, as to closing and re-opening of stock books.

Qualification of directors.

10. No person shall be elected a Director of the Company unless he shall be the holder and owner of at least fifty shares in the stock of the Company, and shall have paid up all calls thereon.

Election of directors.

11. At such general meeting the subscribers for the capital stock assembled, who shall have so paid up ten per centum thereof, and also shall be present in person or represented by proxy, shall choose nine persons to be Directors of the Company (of whom five shall be a quorum), and may also pass such rules and regulations and by-laws, as may be deemed expedient, provided they be not inconsistent with this Act or "*The Consolidated Railway Act, 1879*," and its amendments.

Quorum and power to make by-laws

Annual general meeting and election of directors.

12. Thereafter the annual general meeting of the shareholders of the Company, for the election of Directors and other general purposes, shall be held, at such place as may be appointed by by-law of the Company, on the first Thursday

day in the month of February in each year; and two weeks' Notice. previous notice thereof shall be given by publication in the *Canada Gazette* and in one newspaper published in the Province of Manitoba and in one published in the City of Toronto.

13. No call to be made at any time upon the capital stock shall exceed ten per centum on the subscribed capital, and not less than thirty days shall intervene between any one call and a succeeding call. Calls on stock. Limitation.

14. The Directors of the Company, under the authority of the shareholders to them given by a resolution of a special general meeting called for that purpose, are hereby authorized to issue bonds under the seal of the Company, signed by its President or other presiding officer, and countersigned by its Secretary and Treasurer; and such bonds shall be made payable at such times, and in such manner, and at such place or places in Canada or elsewhere, and bearing such rate of interest, as the Directors shall think proper; and the Directors shall have power to issue and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which, at the time, they may be able to obtain, for the purpose of raising money for the prosecuting of the said undertaking: Provided, that the amount of bonds so issued, sold or pledged shall not exceed twenty thousand dollars per mile, to be issued in proportion to the length of railway constructed, or under contract to be constructed: Provided also, that no such bonds shall be issued until at least four hundred thousand dollars shall have been subscribed to the capital stock, and ten per centum of the same *bond fide* paid thereon; but notwithstanding anything in this Act contained, the Company may secure the bonds to be issued by them by a mortgage deed, creating such mortgages, charges and incumbrances upon the whole or any part of such property, assets, rents and revenues of the Company, present or future, or both, as shall be described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenses of the railway; and by the said deed the Company may grant to the holders of such bonds, or to the trustee or trustees named in such deed all and every the powers and remedies granted by this Act in respect of the said bonds, and all other powers and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all such powers, rights and remedies as shall be so contained in such mortgage deed shall be valid, binding and available to the bondholders in manner and form as therein provided. Bonds may be issued, form of, and disposal thereof. Proviso: amount limited. Proviso, as to time of issue. May be secured by mortgage deed. What the deed may contain.

Preference stock may be issued.

Dividend thereon may be payable in scrip.

May be exchanged for lands of the company or for ordinary stock.

Proviso: amount limited.

Bonds, &c., to be a first charge on the undertaking.

Rights of holders.

Voting powers of holders of bonds, &c., in default of payment.

15. The Directors of the Company, under the authority and with the powers and on the terms hereinbefore set forth, may issue preference stock or shares of the Company, to be redeemed or made liable to be called in at such time and in such manner as the Directors may, by the by-law for issuing the same, fix and determine,—upon which preference stock a dividend may be made payable at such rate not exceeding eight per centum per annum as to the Directors may seem fit; and such dividend may be made payable in scrip, which shall have the same security and shall be redeemable in like manner as the said preference stock; and such preference stock and scrip for dividend thereon shall be taken and accepted by the Company and may be exchanged at its par value for any unsold and unincumbered lands belonging to the Company not required for the purpose of its undertaking or station accommodation, at the price at which such lands are offered for sale by the Company for cash,—which price shall be fixed by the Directors once in every year; and such preference stock may be exchanged by the holder thereof for ordinary stock on such terms and conditions as the Directors may, from time to time, by by-law, fix and appoint: Provided always, that the total amount of bonds and of preference stock to be issued by the Company shall not exceed twenty thousand dollars per mile, for every mile of the said railway constructed, or under construction, or under contract for its construction.

16. The bonds, preference stock and scrip for dividends, hereby authorized to be issued shall, without registration or formal conveyance, be the first preferential claim and charge upon the Company and the undertaking, tolls and income and real and personal property thereof, now or at any time hereafter acquired, save and except as is provided for in the preceding sections; and each holder of the said bonds, preference stockholder and holder of scrip for dividends, shall be deemed to be a mortgagee or incumbrancer upon the said securities, *pro rata* with the other bondholders or holders of preference stock or scrip for dividends, and shall have priority as such.

17. If the Company shall make default in paying the principal of, or interest on any of the bonds, preference stock or scrip for dividends, hereby authorized, at the time when the same shall, by the terms of the bonds, or by the conditions upon which the preference stock or scrip for dividends was issued, become due and payable, then at the next ensuing annual general meeting of the Company, and all subsequent meetings, all holders of bonds, preference stock or scrip for dividends, so being and remaining in default shall, in respect thereof, have and possess the same rights, privileges and qualifications for Directors, and for voting at general meetings as would be attached to them as shareholders

holders if they had held fully paid up shares of the Company to a corresponding amount: Provided nevertheless, that the right given by this section shall not be exercised by any bondholder, preference stockholder or holder of scrip for dividends, unless the bonds, preference stock or scrip for dividends, in respect of which he shall claim to exercise such right, shall have been first registered in his name, in the same manner as is provided by law for the registration of the shares of the Company; and for that purpose the Company shall be bound on demand to register any of the said bonds, preference stock or scrip for dividends, in the name of the holder thereof, and to register any transfers thereof in the same manner as a transfer of shares: Provided also, that the exercise of the right given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds, preference stock or scrip for dividends, shall be entitled.

Proviso, as to registration of securities.

Proviso, certain rights saved.

18. All bonds, preference stock, debentures and other securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and shall, in that case, be transferable by delivery, until registry thereof in manner provided in the next preceding section; and while so registered they shall be transferable by written transfer, registered in the same manner as in the case of shares; but they shall again become transferable by delivery upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

Bonds, &c., may be payable to bearer and transferable by delivery when not registered.

19. The lands acquired by the Company and held for sale for the purposes thereof, may be conveyed to trustees to be held and conveyed by them upon the trusts and for the purposes herein declared in reference to such lands; and all moneys arising from the sale of such lands shall be held and applied in trust for the purposes following, that is to say: first, in payment of the expenses connected with the acquisition, survey, management and sale of the said lands; secondly, in payment of the dividends and interest on the bonds and preference stock, from time to time payable in cash by the Company; thirdly, in payment and redemption of the said bonds and preference stock when and as they become due, respectively, or in such order and priority as may be determined by ballot in the manner to be fixed by the Directors by by-law from time to time; and fourthly, for the general purposes of the Company.

Lands may be vested in trustees.

Application of proceeds.

Order of charges.

20. All lands sold and conveyed by the Company, or by the said trustees after a conveyance thereof to them upon the trusts aforesaid, and which have been paid for in cash or by preference stock or scrip for dividends, shall be forever released and discharged from all mortgages, liens and charges

Lands sold and paid for released from claims.

Application
of purchase
money.

of any kind or nature by this Act or by the Company created : and the purchase money arising from the sale of such lands by the Company shall be applied in the first place in the satisfaction of any mortgage thereon created by the Company, and after payment of any such mortgage or lien created by the Company thereon, shall be applied in accordance with the trusts in the next preceding section declared.

Company
may become
party to
promissory
notes.

21. The Company shall have power and authority to become parties to promissory notes and bills of exchange, for sums of not less than one hundred dollars ; and any such note or bill, made, drawn, accepted or endorsed by the President or Vice-President of the Company as President or Vice-President thereof, and countersigned by the Secretary, shall be binding on the Company ; and any such promissory note or bill of exchange, so made, drawn, accepted or endorsed as aforesaid, shall be presumed to have been made, drawn, accepted or endorsed with proper authority until the contrary be shown ; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the President or Vice-President, or Secretary, be individually responsible or liable for the same unless the said promissory note or bill of exchange has been issued otherwise than as aforesaid : Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the bills or notes of a bank.

Non-liability
of officers.

Proviso, as to
notes payable
to bearer.

Lines of tele-
graph or tele-
phone.

22. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph or telephone, in connection with and along the line of their railway and branches, as may be necessary or useful for the purposes of their undertaking.

Additional
land for snow
dri t fences
under 42 V.,
c. 9.

23. The Company shall have the right to acquire and take in the manner provided by "*The Consolidated Railway Act, 1879*" such additional width of land along the line of the railway and its branches as may be needed for snow fences and barriers ; and the Company may erect such fences and barriers, wherever the same may be requisite in the opinion of the Company, on any lands near to the line of the said railway, on such terms and subject to the payment of such compensation to the owners of the said lands, as may be agreed on, or as may be determined by arbitration in the manner provided by the sections of the said "*The Consolidated Railway Act, 1879,*" relating to lands and their valuation.

Compensa-
tion.

Company
may hold and
navigate
vessels.

24. The Company may build, acquire, charter, hold and navigate steam and other vessels, and for purposes of transport may utilise all navigable waters along the line of their railway and branches, or touched upon by it.

25. Deeds and conveyances of lands to the Company (not being letters patent from the Crown) may, in so far as circumstances will admit, be in the form following, that is to say :— Form of conveyance of land to company.

“ Know all men by these presents, that I, A. B., in consideration of _____ paid to me by the Rapid City Central Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said Rapid City Central Railway Company, their successors and assigns, all that tract or parcel of land, (*describe the land*) to have and to hold the said land and premises unto the said Company, their successors and assigns for ever.

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

“ Signed, sealed and delivered { _____ [L. S.]
in presence of _____
C.D.
E. F.”

or in any other form to the like effect; and every deed made in accordance herewith shall be held and construed to impose upon the vendor, executing the same, the obligation of guaranteeing the Company and its assigns against all dower and claim for dower, and against all hypothecs and mortgages, and against all liens and charges whatsoever, not excepted in the grant, and also that he has a good, valid and transferable title thereto. Effect of such conveyance.

27. The railway shall be commenced within three years from the passing of this Act; and thereafter not less than forty miles of the railway shall be completed in each year to the satisfaction of the Governor in Council, and in default thereof the powers hereby conferred shall absolutely cease with respect to so much of the railway as then remains incomplete. Limitation of time for commencement and completion of railway.

CHAP. 86.

An Act respecting The Niagara Grand Island Bridge Company.

[Assented to 17th May, 1882.]

WHEREAS the Niagara Grand Island Bridge Company have, by their petition, prayed for the passing of an Preamble.
VOL. II—10½ Act

Act to extend the times limited for the commencement and completion of their undertaking, 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, enacts as follows:—

Time limited for commencement and completion by 37 V., c. 77, and 40 V., c. 60, extended.

1. The periods limited by the Act thirty-seventh Victoria, chapter seventy-seven, incorporating the Niagara Grand Island Bridge Company, as amended by the Acts fortieth Victoria, chapter sixty-four, and forty-third Victoria, chapter sixty, for the commencement and completion of its undertaking, are hereby extended as follows:—the works authorized by the said firstly cited Act shall be commenced within three years and completed within six years from the twenty-ninth day of April, one thousand eight hundred and eighty-three.

CHAP. 87.

An Act relating to the Canada Southern Bridge Company.

[Assented to 17th May, 1882.]

Preamble.

40 V., c. 63.

WHEREAS the Canada Southern Bridge Company have, by their petition, represented that by virtue of the Act of the Dominion of Canada, passed in the fortieth year of Her Majesty's reign, chapter sixty-three, and intituled "*An Act respecting the Canada Southern Bridge Company,*" such Company was authorized to construct, maintain, work and manage a tunnel under the Detroit River, from a point in the Township of Anderdon, in the County of Essex, near the Town of Amherstburgh, towards Grosse Isle in the State of Michigan; and that it is necessary that the time limited for the completion of such tunnel be extended beyond the period limited by the said recited Act, and have prayed for the passing of an Act for that purpose; and whereas 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, enacts as follows:—

Time for construction extended.

1. The period limited by the said recited Act for the completion of the said tunnel is hereby extended for the period of four years from the passing of this Act.

CHAP. 88.

An Act to incorporate the Niagara Peninsula Bridge Company.

[Assented to 17th May, 1882.]

WHEREAS the persons hereinafter named have petitioned Preamble.
to be incorporated as a Company with power to build
a bridge for railway and other purposes across the Niagara
River at or near the Village of Queenston, in the County of
Lincoln, or such other point as the Company may select, 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, enacts as
follows:—

1. The Niagara Peninsula Bridge is hereby declared to be Declaratory.
a work for the general advantage of Canada.

2. James Taylor, Thomas Clark, M. D., John Riordon, Certain persons incorporated.
Sylvester Neelon, John Carroll, David Lowry, Henry Wood-
ruff, George P. M. Ball, Richard Wood, William Chaplin,
Roswell H. Smith, Lucius S. Oille, Samuel D. Woodruff,
James Norris, John R. Monro, Robert Wood, Neil
Black, Isaac Anderson, Andrew Fairlie, Thomas Dee,
Timothy Healey, D. W. Bixby, William W. Greenwood,
Patrick Larkin, James Murray, together with such persons
and corporations as shall, under the provisions of this Act,
become shareholders in the Company to be hereby incorpor-
ated, are hereby constituted and declared to be a body
corporate and politic by the name of the "Niagara Peninsula
Bridge Company," hereinafter called "the Company." Corporate name.

3. The Company shall have full power and authority to General powers for constructing bridges.
purchase, acquire, take and hold such lands, lands covered
with water, beaches and other property as may be necessary
for the purpose of constructing the said bridge herein men-
tioned, or for the convenient using of the same, and also for
the construction of such branch railway not exceeding four
miles in length, as may be necessary to make connections or
to approach the said bridge, and such carriage way as may
be necessary for an approach thereto: Provided that nothing
herein contained shall be construed to affect any rights here-
tofore acquired under any Act of the Legislature of the Prov. so.
Province of Ontario respecting any road or carriage way
along the bank of the Niagara River.

4. "The Consolidated Railway Act, 1879," and subsequent Act 42 V., c. 3, incorporated with this Act.
amendments thereto, are hereby incorporated with this Act
and shall form part thereof, and be construed therewith as
forming one Act.

Power to build railway bridge across Niagara river.

5. The Company shall have full power under this Act to construct, maintain, work and manage a bridge for railway and other purposes across the Niagara River from some point in or near the Village of Queenston, in the County of Lincoln, or such other point as the Company may select, towards the Village of Lewiston or some other convenient point in the State of New York, in the United States of America.

Bridge not to be commenced until authorized by U.S., but Company may make preparation for works.

6. The Company shall not commence the actual erection of the said bridge until an Act of the Congress of the United States of America has been passed, consenting to or approving the bridging of the said river, or until the Executive of the United States of America has consented to and thereof approved; but the Company shall have the power in the meantime to acquire the lands, submit their plans to the Governor in Council, and do all other the matters and things authorized by this Act, except the commencement of the actual construction or erection of the bridge; and the time for the completion of the work as fixed by this Act shall run from the date of the passing of the said Act of the said Congress, or from the date of the signification of the consent and approval of the Executive of the United States of America.

Company may work trains by steam over bridge.

7. The Company are hereby authorized to work trains by steam power for local passenger and freight traffic, between the State of New York and the Province of Ontario, over the bridge hereby authorized to be constructed, and to connect the said trains with other railways.

Provisional directors—powers and duties of.

8. The persons named in the second section of this Act are constituted the Board of provisional Directors of the Company and shall hold office as such until the first election of Directors under this Act, and shall have power and authority immediately after the passing of this Act to open stock books and procure subscriptions for stock for the undertaking,—giving at least four weeks' notice by advertisement in the *Canada Gazette*, of the time and place of their meeting to receive subscriptions of stock; and the said provisional Directors may cause surveys and plans to be made and executed, and may acquire any plans and surveys now existing; and it shall be their duty as hereinafter provided to call a general meeting of shareholders for the election of Directors.

Stock books, surveys and general meeting.

On subscription of stock ten per cent. to be paid.

9. No subscription of shares in the capital stock of the Company shall be legal and binding unless ten per centum shall have been actually and *bonâ fide* paid thereon within five days after subscription into one or more of the chartered banks of Canada to be designated by the said Directors; and such ten per centum shall not be withdrawn from such banks or otherwise applied, except for the purpose of such bridge,

or

or upon the dissolution of the Company from any cause whatever; and the said Directors, or a majority of them may, in their discretion, exclude any person from subscribing who, in their judgment, would hinder, delay or prevent the Company from proceeding with their undertaking under the provisions of this Act; and if more than the whole stock shall have been subscribed the said provisional Directors shall allocate and apportion the same amongst the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking; and in such allocation the said Directors may, in their discretion, exclude any one or more of the said subscribers, if, in their judgment, their so doing will best secure the building of the said bridge.

Discretion given to directors as to stock-holders and allotment of stock.

10. All shareholders in the Company, whether British subjects or aliens, shall have equal rights to hold stock in the Company and to vote on the same, and shall be eligible to office in the Company.

All shareholders have equal rights.

11. The capital stock of the Company shall be six hundred thousand dollars divided into twelve thousand shares of fifty dollars each.

Capital stock and shares.

12. As soon as fifty thousand dollars of the said capital stock shall have been subscribed as aforesaid, and ten per centum *bonâ fide* paid thereon, and deposited in one or more of the chartered banks of Canada for the purposes of the Company, the provisional Directors shall call a meeting of the subscribers to the said capital stock, at such time and place as they may think proper, giving at least two weeks' notice in the *Canada Gazette* and *Ontario Gazette*,—at which meeting the shareholders shall elect seven Directors from the shareholders possessing the qualifications hereinafter mentioned, which Directors shall hold office until the next annual meeting of the shareholders as hereinafter provided.

First general meeting for election of directors; notice and place of.

Number and term of office.

13. The annual general meeting of the shareholders for the election of Directors and other general purposes shall be held at Queenston or elsewhere in Canada, as may be appointed by by-law, on the first Wednesday in the month of June in each year, and two weeks' previous notice thereof shall be given by publication as provided in the last preceding section.

Annual general meeting for election; time and place of.

14. No person shall be elected a Director of the Company unless he shall be the holder and owner of at least ten shares in the capital stock of the Company, and shall have paid up all calls made thereon.

Qualification of directors.

15. No call, to be made at any one time upon the said capital stock, shall exceed ten per centum on the subscribed capital,

Calls and limited liability.

bility of
stockholders.

capital; and no stockholder shall be liable for the debts and obligations of the Company beyond the amount unpaid on any stock held by him; no two calls shall be made at closer intervals than two months.

Issue of
bonds, term
of and inter-
est on, and
disposal
thereof.

16. It shall be lawful for the Directors of the Company, after the sanction of the shareholders shall have first been obtained, at any special general meeting to be called from time to time for such purpose, to borrow money and issue bonds under the provisions of "*The Consolidated Railway Act, 1879*"; and such bonds may be for any term of years not exceeding thirty, and may bear interest at the rate of six per centum per annum, and may be sold or disposed of by the Directors at their marketable value.

Company
may be
parties to
promissory
notes, &c.

17. The Company shall have power 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, and such bill of exchange drawn, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer and under the authority of a majority of a quorum of the Directors, shall be binding on the Company; and every such promissory note or bill of exchange, made, drawn, accepted, or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer as such, shall be presumed to have been properly made, drawn, accepted or endorsed, as the case may be, for the Company, until the contrary be shown; 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 Secretary and Treasurer of the Company so making, drawing, accepting or endorsing any such promissory note or bill of exchange be thereby subject, individually, to any liability whatever: Provided always, that nothing in this section shall be construed to authorize the Company to issue any note payable to bearer, or any promissory note intended to be circulated as money or as the note of a bank.

No personal
liability of
officers.

Proviso, as to
notes pay-
able to
bearer.

Plans of
bridge to be
submitted to
and approved
by Governor
in Council
before com-
mencing.

18. The Company shall not commence the said bridge or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until such plans and the site of such bridge have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching the said bridge and works, shall have been complied with; nor shall any such plan be altered nor any deviation therefrom allowed, except by the permission of the Governor in Council and upon such conditions as he shall impose: Provided always, that if such bridge be placed

over

over such river at a place where the same is navigable, and if the Governor in Council shall determine that such bridge shall be a draw-bridge, the same shall be constructed so as to have one draw in the main channel of such river,—which draw shall be of such width as the Governor in Council may determine, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river; and the said draw shall at all times during the season of navigation be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved at the expense of the Company, so as not to hinder unnecessarily the passage of any vessel; from sunset until sunrise, during the season of navigation, suitable lights shall be maintained upon such bridge to guide vessels approaching the said draw; and the use of the said bridge shall be subject to such regulations as shall be, from time to time, approved of by the Governor in Council.

Proviso, for draw-bridge over navigable waters.

Regulations as to use of bridge.

19. Whenever it shall become necessary, for the purpose of procuring sufficient lands for stations or gravel pits or other purposes for constructing, maintaining and using the said bridge, to purchase more land than is required for such stations or gravel pits or other purposes, the Company may purchase, hold, use or enjoy such land, and also the right of way thereto if the same be separated from their bridge, in such manner and for such purposes connected with the constructing, maintaining or use of the said bridge as they may deem expedient, and shall sell and convey the same or any part thereof not permanently required for the use of the bridge.

Surplus lands may be sold, &c.

20. It shall be lawful for the Company to enter into any agreement with any other Company for the use or partial use of or for the leasing or hiring of any rolling stock, locomotives, cars or movable property, and generally to make any agreement with any other Company touching running powers over the railway or bridge hereby authorized to be built, or over the railway or bridge of the other Company, or touching the use of the rolling stock or movable property of the other Company, or touching any service to be rendered by one Company to the other and the compensation therefor: Provided that any such agreement shall be first approved of and authorized by the shareholders of the Company hereby incorporated at an annual general, or special meeting of the same called for that purpose.

Agreement with railway companies for use of bridge, &c.

Proviso, for approval of shareholders.

21. When the said railway bridge is completed and ready for traffic, all trains of all railways or railroads terminating at or near the said bridge in Canada or the State of New York, now constructed or hereafter to be constructed (including the cars of any other railway company which may

No discrimination allowed in tariff rates for crossing bridge.

may be brought over such railway) shall have the right to pass over the said bridge at corresponding tariff rates, for the persons and property transported, so that no discrimination in tariff rates for such transportation shall be made in favour of or against any railway or railroad whose trains or business may pass over the said bridge.

Arbitration in case of difference with railway companies as to use of bridge.

22. In case of any disagreement, and as often as the same may arise as to the rights of any railroad or railway whose trains or business shall pass over the said work hereby authorized to be constructed or the tariff rates to be charged in respect thereof, the same shall be determined by arbitrators, one to be appointed by the Company and another by the company with whom the disagreement shall have arisen, and a third (who shall be some person experienced in railway affairs) by one of the Superior Courts of the Province of Ontario upon application to such court, due notice thereof having been given to the parties interested; and the award of the said arbitrators or the majority of them shall be final: Provided, that the terms of the said award shall not be binding for a longer term than five years.

Proviso.

Provision in case of appointment of a commission by U.S. or N.Y. State for regulating working of the bridge.

23. In case the State of New York, or the United States of America, shall at any time provide for the appointment of a commission for regulating the working of the said bridge, the use thereof, and the compensation to be made therefor, and for settling any dispute in respect thereof, it shall be lawful for the Governor in Council to join in the appointment of the said commission on such terms as he shall think proper, and to appoint one or more persons as members of the said commission, and in the event of any such appointment the said commissioners shall have the power hereby conferred on the Governor in Council; and the decisions of the said commissioners shall be final and conclusive, to the extent to which the same are final and conclusive by virtue of the provisions which may be made by the State of New York or the United States of America.

Amalgamation with another company.

24. It shall be lawful for the Company to unite, amalgamate and consolidate its stock, property and franchises, with the stock, property and franchises of any other bridge company incorporated or which may be incorporated by the laws of the State of New York, one of the United States of America, for a similar purpose with the Company hereby incorporated, and to enter into all contracts and agreements therewith necessary to such union and amalgamation, and which such other company shall be, by the laws of the State of New York, authorized to enter into such amalgamation or consolidation.

Joint agreement for

25. Subject to the provisions of this Act the Directors of the Company, and of any corporation proposing to so amalgamate

gamate or consolidate as aforesaid, may enter into a joint agreement in duplicate under the corporate seals of each of the said corporations for the amalgamation and consolidation of the said corporations—prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new corporation, the number and names of the Directors and other officers thereof, and who shall be the first Directors and officers thereof, and their places of residence, the number of shares of the capital stock, the amount of par value of each share, and the manner of converting the capital stock of each of the said corporations into that of the new corporation, and how, and when, and for how long Directors and other officers of such new corporation shall be elected, and when elections shall be held,—with such other details as they shall deem necessary to perfect such new organization and consolidation and amalgamation of the said corporations, and the after management and working thereof.

amalgamation and consolidation with another company or corporation.

26. Such agreements shall be submitted to the stockholders of each of the said corporations at a meeting thereof, to be held separately for the purpose of taking the same into consideration; notice of the time and place of such meetings, and of the object thereof, shall be given by written or printed notices addressed to each of the persons in whose names, at the time of giving such notice, the capital stock of such corporations shall stand on the books of such corporations, and delivered to such persons respectively, or addressed to them by mail, at their last known post office address or place of residence, and also by a general notice to be published in a newspaper published in the County of Niagara, in the State of New York, and also in a newspaper in the County of Lincoln in the Province of Ontario, once a week for two successive weeks. At such meetings of stockholders such agreement shall be considered, and a vote by ballot taken for the adoption or rejection of the same,—each share entitling the holder thereof to one vote, and the said ballot to be cast in person or by proxy; and if two-thirds of the votes of all the stockholders of each such corporation shall be for the adoption of such agreement, then that fact shall be certified upon each of the said duplicates by the Secretary of each such corporation under the corporate seal thereof; and if the said agreement shall be so adopted at the respective meetings of the stockholders of each of the said corporations, one of the duplicates of the agreement so adopted, and of the said certificate thereon, shall be filed in the office of the Secretary of State of Canada, and the other in the office of the Secretary of State of the State of New York; and the said agreement shall, from thence, be taken and deemed to be the agreement and act of consolidation and amalgamation of the Company and of such other corporation; and a copy of such agreement so filed, and of the certificate

Agreements to be submitted to stockholders at a special meeting.

Notice of meeting.

Voting by ballot.

Proceedings after adoption by two-thirds of each corporation.

tificate thereon properly certified, shall be evidence of the existence of such new corporation.

Powers and liabilities of consolidated corporation.

27. Upon the making and perfecting of the said agreement and act of consolidation as provided in the next preceding section, and the filing of the said agreement, as in the said section provided, the several corporations, parties thereto, shall be deemed and taken to be consolidated, and to form one corporation by the name in the said agreement provided, with a common seal, and shall possess all the rights, powers, privileges and franchises, and be subject to all the disabilities and duties of each of such corporations so consolidated and united, except as herein provided.

Property, &c., vested in new corporation.

28. Upon the consummation of such act of consolidation as aforesaid, all and singular the property, real, personal and mixed, and all rights and interests appurtenant thereto, all stock subscriptions and other debts due on whatever account, and other things in action belonging to such corporations or either of them, shall be taken and deemed to be transferred to and vested in such new corporation without further act or deed: Provided however, that all rights of creditors and all liens upon the property of either of such corporations shall be unimpaired by such consolidation; and all debts, liabilities, and duties of either of the said corporations shall thenceforth attach to the new corporation, and be enforced against it to the same extent as if the said debts, liabilities and duties had been incurred and contracted by it; and provided also, that no action or proceeding, legal or equitable, by or against the said corporations so consolidated, or either of them, shall abate or be affected by such consolidation; but for all the purposes of such action or proceeding, such corporation may be deemed still to exist, or the new corporation may be substituted in such action or proceeding in the place thereof.

Proviso, as to debts, &c.

Proviso, as to suits, &c.

As to mortgages on corporate property of new company.

29. The said new corporation shall have power, from time to time, to borrow such sums of money as may be necessary for constructing and completing the work hereby authorized, and for the acquiring of the necessary real estate for the site thereof, and approaches thereto, and to mortgage its corporate property and franchises to secure the payment thereof under the provisions of "*The Consolidated Railway Act, 1879.*"

Votes and proxies of shareholders.

30. At all meetings of the stockholders of the Company, each stockholder shall be entitled to cast one vote for each share of stock held by him, and to vote either in person, or by proxy held by some other stockholder; and not less than four Directors shall be present in person at any meeting of the board of Directors for the transaction of business.

Quorum of directors.

Commencement and completion of undertaking.

31. The work shall be commenced within three years, and completed within six years of the passing of this Act.

32. The Company shall have power to construct as part of, or in connection with the said railway bridge, a passage floor or way for horses, carriages and foot passengers; and they may make the same either during the construction of the said railway bridge, or at any time after the completion thereof; and in the event of their electing to construct such way or foot bridge, they may make, amend, repeal, re-enact, and enforce all such by-laws, rules and regulations as shall seem to them proper and necessary, as to the management, control and use thereof, and as to the tolls and fares to be received and charged for passing the same,—such by-laws, rules and regulations and tariff of tolls and fares to be subject to the approval of the Governor in Council.

Bridge may be adapted for general traffic.

Regulations, tolls, &c., if the company build a carriage or foot bridge.

CHAP. 89.

An Act to incorporate the Sault Ste Marie Bridge Company.

[Assented to 17th May, 1882.]

WHEREAS the construction of a bridge across the St. Mary River, at or near the Sault Ste. Marie, for railway and other purposes, open to all persons and companies upon equal terms, tolls and conditions, would be of advantage to the public: and whereas the persons hereinafter named have petitioned for an Act of incorporation for the purposes aforesaid, 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, enacts as follows:—

Preamble

1. William Gooderham, George A. Cox, John S. Newbery, James McMillan, B. P. Cheney, John Proctor, F. W. Henshaw, John Rochester, M.P., Arthur T. H. Williams, M. P., and Alanson Millis, and all such other persons, as shall, under the provisions of this Act, become holders of shares in the capital stock of the Company hereby incorporated, shall be a Company for the constructing, maintaining, managing and working a bridge across the St. Mary River from a point on the Canadian side of the said river in the Township of Awenge, to a point on the opposite side of the said river, in the State of Michigan, one of the United States of America, and shall, for that purpose, be a body corporate and politic by the name of "The Sault Ste. Marie Bridge Company," hereinafter called the Company.

Certain persons incorporated.

Object of the company.

Corporate name.

2. The Company, from and after the passing of this Act, shall be, and it is hereby authorized and empowered to build and complete a bridge for railway purposes across the said river, with one or more tracks for the passage of locomotive engines and railway trains, with the necessary

Powers of the company.

Description of bridge.

approaches,

approaches, tracks, machinery and appliances to enable the railway companies whose lines shall connect therewith to use the said bridge; and the Company may also, as part of the said bridge, in their discretion at any time construct or arrange the said bridge as well for the use of foot passengers and carriages, or either, as they may think best; and for their said purposes they are authorized to purchase, acquire, and hold such real estate as may be requisite for all the said purposes.

May hold real estate necessary.

Plans to be submitted to Governor in Council.

3. The Company shall not commence the said bridge, or any work thereunto appertaining, until the plans of the said bridge, and the works intended and connected therewith, shall have been submitted to and approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching the said bridge and work shall have been complied with; nor shall any such plans be altered, nor any deviation therefrom allowed except upon the permission of the Governor in Council, and upon such conditions as he shall impose.

Draw-bridge over navigable water.

4. If the said bridge be placed over the said river at a place where the same is navigable for vessels, it shall be constructed so as to have one draw in the main channel of the river—which draw shall be of such width as the Governor in Council may determine,—and shall give by that means free passage to vessels of every description navigating the said river; and the said draw shall be worked by, and at the expense of the Company, so as not to hinder unnecessarily the passage of any vessel; and at all times during the season of navigation proper signals and signal lights shall be used and maintained to guide vessels approaching the said draw.

Union with another company.

5. The Company shall have power to unite with any other company incorporated in, and under the laws of, the State of Michigan, or of the United States of America, in building the said bridge and approaches, and in working, managing, maintaining and using the same, and to enter into any agreement with such corporation or company respecting the construction, maintenance, management and use of the said bridge and its appurtenances.

Capital stock and shares.

6. The capital of the Company shall be one million of dollars, divided into ten thousand shares of one hundred dollars each, with power to increase the same in the manner provided by "*The Consolidated Railway Act, 1879.*"

Railway Act, 1879, to apply as to acquisition of land.

7. With respect to the acquiring of lands and materials for the purpose of the Company, and for all purposes to which the same are, or can be made applicable, the provisions of the said "*The Consolidated Railway Act, 1879,*" shall apply to the Company and shall form part of this Act.

8. William Gooderham, George A. Cox, John S. Newbery, James McMillan, B. P. Cheney, Arthur T. H. Williams, M.P., John Rochester, M.P., F. W. Henshaw, and John Proctor, shall be the first Directors of the Company, and shall hold office until their successors are elected, as hereinafter provided, and a majority of Directors shall form a quorum.

Provisional directors.

9. The said Directors shall have power to open stock books at such place or places, and at and for such periods as to them shall seem proper,—of which notice shall be given in at least one newspaper published in the City of Toronto, and one published in the City of Detroit, in the said State of Michigan, stating the time and place when and where the said books shall be opened, and the period for which the same shall remain open for subscriptions for the stock of the Company.

Stock books may be opened.

10. No subscription for stock shall be valid until the person subscribing shall have paid to the credit of the Company into some bank in the said City of Detroit, or some bank in the City of Toronto, to be named in the said notice so to be given by the said Directors, ten per cent. on the amount of such subscription, nor until the Directors shall have considered and allotted the said stock in the manner hereinafter mentioned.

Payment of ten per cent. on subscription.

11. Within one week after the said stock books have been closed, it shall be lawful for the Directors, and it shall be their duty, to meet and examine the subscriptions made for stock and the sums paid into the banks named in the said notice to the credit of the Company, and the said Directors shall then proceed to allot the said stock to such of the persons so subscribing, and in such proportions as they may think best to secure the speedy construction of the work, and the management thereof as an independent undertaking in order to secure to all companies the use of the said bridge on equal terms in all respects as regards the use and compensation therefor; and upon the making of such allotments the persons to whom the said stock is so allotted and to the extent so allotted shall be the shareholders in the Company, and shall be the only subscribers to the said stock entitled to act as such in organizing the Company, as in this Act provided.

Allotment of stock.

12. The Directors shall, as soon as they can do so, return to all persons who shall have paid in the said ten per cent., any sum so paid in excess of ten per cent. on the shares so allotted to them, if any; and to those, if any, to whom no stock shall be allotted the full amount so paid in by each person respectively shall be returned without delay. From the said ten per cent. so paid in upon the stock so allotted, or from other the funds of the Company, the Directors may pay and discharge the costs of this Act, and the expenses of obtaining

Re-payment of surplus of amount paid in on shares.

obtaining the same and all costs incidental to the said incorporation.

First meeting
of share-
holders.

13. As soon as five thousand shares in the said stock shall be subscribed and allotted as aforesaid, the said Directors shall call a meeting of the said subscribers for the election of Directors of the Company; notice of such meeting shall be given by publication in the *Canada Gazette* and one or more newspapers published in the City of Detroit aforesaid, and in the City of Toronto, in the Province of Ontario, for two consecutive weeks, such notice to state the time and place of holding the said meeting; and at the said meeting the shareholders, present in person or represented by proxy, shall elect from the shareholders seven Directors, who shall hold office until the next annual election of Directors of the Company, or until their successors are appointed.

Notice.

Election of
directors.

Seven direc-
tors.

14. At the said first election and at all subsequent elections, the seven duly qualified shareholders having the largest number of votes cast for them at such election shall be the Directors for the ensuing year.

Qualification
of directors.

15. Every shareholder who has paid up all calls on stock held by him at the time of the election shall be qualified for the office of Director; and each such shareholder shall have one vote for every share of the capital stock held by him, upon which all calls have been paid up; and all questions at any special or general meeting of the Company, upon which a vote shall be taken, shall be decided by the majority of the votes cast by the said shareholders present in person or represented by proxy at the said meeting.

Votes on
shares.

Powers of
directors as to
management
of property.

16. The Directors of the Company, from time to time, shall have the control and management of the stock, property and affairs of the Company, and shall have power to locate, construct and equip the said bridge and its approaches, and to fix and, from time to time, regulate, increase or reduce the tolls and rates to be charged to all persons and companies using the said bridge: Provided however, that such tolls, charges and rates shall be equal to all parties, persons and companies using the said bridge, its machinery, approaches and appurtenances; the tolls, from time to time, charged by the Company shall first be approved by the Governor in Council, but so long as all companies and parties are charged equal rates and are given equal terms and facilities, the Directors may, as they may think proper, charge less than the said rates so fixed.

Proviso: as
to tolls.

Time for
meetings.

17. The Directors may, from time to time by by-law, fix the time and place of the annual general meeting of the Company, and also for the holding of special general meetings, and the place where the head office of the Company shall,

Head office.

for

for the time being, be located, but no change of the head office shall be made until one month's notice of the said change has been given in the *Canada Gazette*.

18. The Directors may enter into an agreement for the consolidation of the capital stock, franchise and powers of the Company incorporated by this Act with any bridge company incorporated in the United States of America, under the laws of the State of Michigan, or under the laws of the United States, on such terms and conditions, and in such manner, under such name, with such capital, and with such powers, not inconsistent with the laws of Canada, and with such Board of Directors as shall be set out and provided in the agreement for such consolidation or amalgamation: Provided however, that no such deed or agreement shall be valid and binding unless and until the same has been submitted to and approved of by a majority of the shareholders of the Company incorporated by this Act, present in person or represented by proxy and voting at a special general meeting called for the purpose of considering the said agreement, and of which meeting and the purpose for which it is called, one month's notice shall be given in the *Canada Gazette*, and in a newspaper published in the City of Toronto, and in at least one newspaper published in the City of Detroit in the State of Michigan.

Amalgamation with another company.

Proviso: for approval by general meeting.

19 Upon the said meeting being held, if the said agreement is approved, a copy thereof, under the seal of the said Companies respectively, shall be deposited in the office of the Minister of the Interior for the Dominion of Canada, and another copy so sealed shall be deposited in the office of the Secretary of State for the State of Michigan; and notice of the said deposit shall be given by the Secretary of the Company incorporated by this Act in the *Canada Gazette*, and thereupon the said consolidation shall be considered complete; and the production of the *Canada Gazette* with the said notice therein contained shall be taken as *prima facie* evidence that the said consolidation is complete and regular in all respects, and of the existence of the said consolidated Company: the Company formed by the said consolidation shall be called by such name as shall be given it in the said agreement for consolidation.

Proceedings if amalgamation is approved.

Name of consolidated company.

20. The said Company, when so consolidated, shall have, possess and enjoy all the powers, rights and franchises before the said consolidation held, possessed and enjoyed by the Company incorporated by this Act, and also all those possessed and enjoyed by the company consolidated therewith, subject to the provisions of this Act.

New company vested with powers, &c.

21. The Company incorporated by this Act, as also the said consolidated company, shall have power to borrow from time

Borrowing powers of the company.

time to time, either in Canada or elsewhere, such sums of money as may be expedient for building, completing, maintaining and working the said bridge, its machinery and approaches, with the buildings and fixtures required therewith, at a rate of interest authorized by the laws of Canada, but not exceeding eight per cent. per annum, and to make the bonds, debentures and other securities granted for the sums so borrowed payable either in currency or in sterling, and at such place or places within Canada or without as may be deemed advisable, and to sell the same at such price or prices or discount as may be deemed expedient or be necessary, and to hypothecate, mortgage or pledge the lands, tolls, revenue and other property real and personal of the Company, for the due payment of the said sums and the interest thereon; but no such debentures or bonds shall be for a less sum than one hundred dollars; and upon such mortgage being registered in the Registry Office for the District of Algoma, the same without any other filing or registration shall, until discharged, be a valid and binding charge upon all the property of the Company, real and personal.

Mortgage for securing of loans.

Railway Act, 1879, to apply.

22. All the provisions of "*The Consolidated Railway Act, 1879*" shall apply to the Company incorporated by this Act and to the said consolidated Company, in the same manner as if, in the said "*Consolidated Railway Act, 1879*," the word "bridge" was substituted for the word "railway," and in so far as the said Act can be made or is applicable to the said bridge and its approaches, and the working thereof, and the management of the said Company's affairs, the transfer of shares, election of Directors, making of by-laws, the acquiring of lands and materials, and all other matters whatsoever appertaining to the Company or the said bridge and its property.

Rights of aliens.

23. Aliens may be shareholders in the Company, and may also be Directors thereof.

Bridge for general purposes may be constructed.

24. The Company hereby incorporated, and the said new Company, formed by the consolidation by this Act provided for, shall have power to and may construct as part of the said bridge and in connection with the said railway bridge and other works, a passage floor or way for horses, carriages and foot passengers, and may construct the same either during the construction of the said railway bridge or at any time after the completion thereof; and in the event of their electing to construct either or both of the said carriage and foot ways, may make, amend, repeal, re-enact and enforce all such by-laws, rules and regulations as shall seem to them necessary and proper as to the management and control and use thereof, and as to the tolls and fares to be received and charged for passing over the same, subject to the provisions of this Act; and all such tolls and fares shall be subject to the approval of the Governor in Council before being charged.

By-laws for management, tolls, &c.

25. The tolls for the use of the bridge, fixed from time to time as in this Act provided, shall be paid to such person or persons, and at such places at or near the bridge, in such manner and under such regulations as the Directors of the Company shall direct: in case of denial or neglect of payment on demand of any such tolls, or any part thereof, to such person or persons, the same may be sued for and recovered in any court of competent jurisdiction, or the agents or servants of the Company may seize the goods, cars or engines, for or in respect whereof such tolls ought to be paid, and detain the same until payment thereof; and in the meantime the property shall be at the risk in all respects of the owner, for damages or loss thereto by any cause whatsoever.

Payment of tolls.

Recovery thereof.

26. The Directors shall keep exhibited in the office and in all and every place where the tolls are to be collected, in some conspicuous place therein, a printed board or paper showing all the tolls payable, and particularizing the price or sum of money to be charged or taken for the passage of any matter or thing over the said bridge.

Tariff of tolls to be posted up.

27. In case the State of Michigan or the United States of America shall, at any time, provide for the appointment of a commission for regulating the working of the said bridge, the use thereof, and the compensation to be made therefor, and for settling any dispute in respect thereof, it shall be lawful for the Governor in Council to join in the appointment of the said commission on such terms as he shall think proper, and to appoint one or more persons as members of the said commission; and in the event of any such appointment the said commissioners shall have the power hereby conferred on the Governor in Council; and the decisions of the said commissioners shall be final and conclusive, to the extent to which the same are final and conclusive by virtue of the provisions which may be made by the State of Michigan or the United States of America.

Appointment of joint commission provided for in case of amalgamation.

28. Any railway company whose road now has or shall hereafter have a terminus at or shall run its trains to or from any point at or near either end of the said bridge, or shall run its trains in connection with any railway having such terminus, or upon which trains are or shall be run to or from the localities aforesaid, whether incorporated by the Parliament of Canada or by any Provincial Legislature, or by any authority in the State of Michigan, or by the legislature of the United States of America, shall have and be entitled to the same and equal rights and privileges in the passage of the said bridge, and in the use of the machinery and fixtures thereof, and of all the approaches thereto without discrimination or preference, upon the payment of equal tolls and observance of the rules and regulations of the Company

Equal rights of railway companies using bridge

pany, made by the Directors from time to time, regulating the traffic on the said bridge.

Forcible passage and injury of bridge or works.

29. If any person shall force or attempt to force any gate or guard of the said bridge, or the approaches thereto, or if any person shall wilfully do or cause to be done any act or acts whatsoever, whereby the said bridge, its lights, stationary works, machinery, fixtures, or other appurtenances there-to shall be obstructed, impaired, weakened, destroyed or injured, the person so offending shall forfeit to the said Company treble the damages sustained by means of such offence or injury, to be recovered in the name of the Company with costs of suit, by any proper action for that purpose, and shall be guilty of a misdemeanour, and be punishable by fine or imprisonment or both, by any court of competent jurisdiction having cognizance of misdemeanours.

Penalty.

Company may become parties to promissory notes, &c.

30. The 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 note or bill, made, accepted or endorsed by the President or Vice-President of the Company as President or Vice-President thereof, and countersigned by the Secretary, and under the authority of a majority of a quorum of the Directors, shall be binding on the Company; and any such promissory note or bill of exchange, made, accepted or endorsed by the President or Vice-President and countersigned by the Secretary, shall be presumed to have been made with proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the President or Vice-President or Secretary be individually responsible for the same, unless the said promissory note or bill of exchange has been issued otherwise than aforesaid: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the notes or bills of a bank.

Proviso.

Site of bridge.

31. The said bridge shall be constructed in or above the rapids of the said St. Mary River.

Time for commencement and completion.

32. The work shall be commenced within one year and completed within three years from the passing of this Act.

Conditions precedent to commencement of works.

33. The Company shall not commence the actual erection of the said bridge, until an Act of the Congress of the United States of America has been passed consenting to or approving of the bridging of the said river, but the Company shall have the power in the meantime to acquire the lands, submit their plans to the Governor in Council, and do all other the matters and things authorized by this Act, except the commencement

mencement of the actual construction or erection of the bridge; and the time for the completion of the work as fixed by this Act shall run from the date of the passing of the said Act of said Congress.

CHAP. 90.

An Act to incorporate the St. John's Bridge Company.

[Assented to 17th May, 1882.]

WHEREAS the persons hereinafter named have petitioned Preamble.
for the passing of an Act to incorporate a Company, to be known as "The St. John's Bridge Company," with power to build a toll bridge across the Red River from some point within the parishes of St. John or Kildonan, in the County of Selkirk and Province of Manitoba, to a point on the opposite side of the river, in the said parishes, the said river being a navigable river, 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, enacts as follows:—

1. Duncan McArthur, the Honorable John Sutherland, Colin Inkster, Sheriff William Fraser, George E. Fulthorpe, A. W. Ross, John H. Bell, Thomas C. Scoble, A. M. Sutherland and W. F. Alloway, all of the City of Winnipeg, in the Province of Manitoba, together with such persons and corporations as shall, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted and declared to be a body politic and corporate by the name of "The St. John's Bridge Company," Certain persons incorporated.

Corporate name.
hereinafter called the Company.

2. The Company are hereby authorized to build, erect, construct, work, maintain and manage a solid and sufficient toll bridge for ordinary traffic purposes over the said Red River, from some point within the said parishes of St. John or Kildonan to a point on the opposite bank of the river, and to erect and construct toll-houses and toll-gates, with other dependencies and approaches to or upon the said bridge, and also to do and execute all such other matters and things as shall be necessary, useful or advantageous for erecting and constructing, keeping up and maintaining the said bridge and toll-houses and gates and other dependencies, according to the true intent and meaning of this Act. Bridge may be built over the Red River, and where.

Necessary powers granted.

- Capital stock and shares.** **3.** The capital stock of the Company shall be one hundred thousand dollars and shall be divided into one thousand shares of one hundred dollars each, to be paid at such times and in such instalments as the Directors of the Company may require and direct; and the Company may, if they think it necessary, increase the capital stock to a sum not to exceed two hundred thousand dollars, and may increase the number of shares accordingly.
- Increase.**
- Provisional directors.** **4.** The said Duncan McArthur, John Sutherland, Colin Inkster, William Fraser, George E. Fulthorpe, A. W. Ross, John H. Bell, Thomas C. Scoble, A. M. Sutherland and W. F. Alloway are hereby constituted a provisional Board of Directors of the Company, and shall hold office as such until the first election of Directors under this Act, and shall have power and authority immediately after the passing of this Act, to open stock books and procure subscriptions of stock; and the head office of the Company shall be in the City of Winnipeg.
- Ten per cent. payable on subscription. Allotment of stock.** **5.** No subscription of stock in the Company shall be legal or valid until ten per centum thereof shall have been actually and *bonâ fide* paid thereon; and the said Directors, or a majority of them may, in their discretion, allocate and apportion the stock so subscribed among the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking.
- Equal rights of shareholders.** **6.** All shareholders in the Company, whether British subjects or aliens, or residents or corporations in Canada or elsewhere, shall have equal rights to hold stock in the Company, and to vote on the same, and shall be eligible to hold office in the Company.
- First meeting of shareholders.** **7.** So soon as twenty-five thousand dollars of the said stock shall have been subscribed and ten per centum *bonâ fide* paid thereon, the hereinbefore mentioned Directors, or a majority of them shall call a meeting of the shareholders of the Company, at such time and place as they may think proper, giving at least two weeks' notice thereof in the *Canada Gazette* and in some daily newspaper published in the City of Winnipeg, at which meeting the shareholders shall elect Directors for the ensuing year,—which Directors shall hold office until their successors are appointed.
- First election of directors.**
- Qualification of directors.** **8.** No person shall be elected as Director of the Company unless he shall be the holder and owner in his own right of at least five shares in the capital stock of the Company, and shall have paid up all calls thereon.
- Board of directors.** **9.** The affairs of the Company shall be managed by a board of nine Directors, of whom five shall form a quorum.

10. After the first election, the Directors shall be appointed by the shareholders in general meeting of the Company, assembled at the said City of Winnipeg, at such times and in such wise and for such term, not exceeding two years, as the by-laws of the Company may prescribe; and at all meetings of the shareholders each shareholder shall be entitled to cast one vote for each share of stock held by him, and to vote either in person or by proxy.

Elections of directors.

Votes on shares.

11. Vacancies occurring in the Board of Directors may be filled for the unexpired remainder of the term by the Board, from among the qualified shareholders of the Company.

Vacancies.

12. The Directors of the Company shall have full power in all things to administer the affairs of the Company, and to make or cause to be made for the Company any description of contract which the Company may, by law, enter into, and may, from time to time, make by-laws, not contrary to law or to this Act, for all purposes connected with the affairs of the Company, and may repeal, amend and re-enact the same; but every such by-law and every repeal, amendment or re-enactment thereof shall only have force until the next general meeting of the Company, unless at such general meeting the same shall be confirmed.

Powers of directors.

By-laws.

Must be confirmed.

13. The Directors or a majority of them shall have power to call special meetings of the shareholders, at the said City of Winnipeg, at any time they may decide, giving notice thereof, as provided in the seventh section of this Act.

Special meetings.

14. Each shareholder, until the whole amount of his shares has been paid up, shall be individually liable to the creditors of the Company, to an amount equal to that not paid up thereon and no more.

Liability of shareholders limited.

15. The Company shall have full power and authority to erect, make and sink all such piers, abutments, blocks and erections, in the Red River, as may be deemed necessary, not only for the construction of the said bridge, but such as may be required or thought desirable efficiently to protect it from the effects of ice and ice freshets, or for any other purpose in connection with the said bridge that the Company may see fit, and may build the necessary approaches thereto into and upon the lands, streets, roads and grounds lying and being on either side of the said river, and may cut, level or raise the banks of the said river in such manner as may be deemed necessary or proper for building the said bridge, and may cut, remove, take and carry away all and every impediment whatever, which may, in any way, tend to hinder the erecting and completing the said bridge, and may execute all other things necessary, requisite, useful or convenient for erecting, building, working, maintaining and supporting the said

General powers of the company.

Entry on lands.

Taking lands.

Making compensation.

Arbitration in case of dispute.

Plans to be approved by Governor in Council.

Obligation of the Company while building the bridge.

Tolls may be collected.

Tariff of tolls.

said bridge, its toll-houses and toll-gates, and may, from time to time, enter and go in and upon the lands and grounds adjacent to the said river, on either side thereof, for the purpose of making surveys, examinations or other necessary arrangements for fixing the site of the said bridge; and shall have full power and authority to take and use all land reasonably required on either side of the said river for the purposes aforesaid, and for erecting, constructing and repairing the said bridge accordingly,—first, however, making reasonable compensation for the lands so to be taken, used or occupied, and for all damages occasioned by the exercise of the powers aforesaid,—such compensation to be settled by arbitrators named, one by each party interested, and a third one by the two arbitrators so chosen; or in the event of their failing to agree within one week upon a third arbitrator, then such arbitrator may be appointed by a Judge of the Court of Queen's Bench of the Province of Manitoba; and the decision of any two arbitrators shall be final.

16. The Company shall not commence the construction of the said bridge until they shall have submitted to the Governor General in Council plans of the bridge proposed to be built, nor until such plans and the site shall have been approved of by the Governor General in Council.

17. It shall be the duty of the Company during the construction of such bridge to put up and maintain, in the night time, during the season of navigation, a good and sufficient light on each pier, which may be erected by the Company in the channel of the said river, and on completion of their bridge to maintain from sundown until sunrise suitable lights upon the said bridge to guide vessels approaching the draw thereof, and to keep the bridge in safe and passable condition at all seasons.

18. When and so soon as the said bridge shall be erected, it shall be lawful for the Company, from time to time and at all times thereafter, to ask, demand, receive, take, sue for and recover, to and for their own proper use, benefit and behoof, for pontage, before any passage over the said bridge is permitted, tolls not to exceed the several sums herein set forth for passage over the said bridge, that is to say:—

Foot passengers, each way, two cents; rider, with horse or mule, each way, six cents; loose animals, per head, except sheep, pigs and spring colts following the mare, five cents; sheep and pigs, each, two cents; each cart, carriage, waggon, buggy, sleigh, cutter or other vehicle drawn by one animal, each way, twelve and one-half cents; each carriage, waggon, buggy, sleigh, cutter, or other vehicle drawn by two or more animals, each way, twenty cents;

The

The above rates to include the *bona fide* loads of each vehicle: Provided however, that no tolls shall be exacted until a tariff of tolls shall have been submitted to and sanctioned by the Governor General in Council who may, should the public interest require it, revise the same from time to time.

Proviso: to be sanctioned by Governor in Council.

19. If any person shall forcibly pass through any of the said toll-gates or over or upon the said bridge, without first having paid the proper toll, or shall interrupt or disturb the Company or any person or persons employed by them in building or repairing the same, such person so offending shall, for every such offence, forfeit a sum not exceeding ten dollars, to be recovered before any Justice of the Peace; and in default of payment may, in the discretion of such justice, be imprisoned in the common gaol for a period not exceeding ten days.

Forcible passage and injury of bridge forbidden.

Penalty.

20. The said bridge shall be provided with draws or swings, or some such practicable arrangement, so constructed as to allow sufficient space, not less than forty feet, for the passage of steamboats, vessels, boats and rafts,—which draw or swing or other arrangement shall, at all times, be worked and moved at the expense of the Company, their successors or assigns, so as not to hinder or delay unnecessarily the passage of any steamboats, vessels, boats or rafts.

Draw or swing bridges to be constructed.

21. The said bridge shall be commenced within two years and completed within four years from the passing of this Act.

Limitation of time for construction.

CHAP. 91.

An Act to incorporate the Richelieu Bridge Company.

[Assented to 17th May, 1882.]

WHEREAS T. S. Haynes, M.D., J. T. Vanvliet, James Q'Connor, William Harty, J. H. Tremblay, N.P., F. U. Derick, John Hunter, A. H. Derick, Heman Green, John Bullock, J. D. Johnson, Robert Kemp, L. H. Trudeau, Joseph W. Dean, John Campbell, James Struthers and Wm. J. Derick have, by their petition, represented that they are desirous of forming a company for the purpose of building a toll-bridge over the Richelieu River, the said river being navigable, between the parishes of St. Thomas, in the County of Missisquoi, and Lacolle or St. Valentine, in the County of St. John's, in the Province of Quebec,

Preamble.

and

and have prayed that an Act may be passed incorporating them for that purpose; and whereas the construction of a toll-bridge for the convenience of the travelling public on a large extent of frontier of the said Province is much desired, and it is therefore expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated.

1. The persons above named, together with such persons or municipal corporations as shall hereafter become shareholders in the Company to be hereby incorporated, are hereby constituted and declared to be a body politic and corporate by the name of the Richelieu Bridge Company, hereinafter called the Company.

Corporate name.

Provisional directors and their special powers.

2. The persons named in the preamble of this Act shall form the Board of provisional Directors of the Company, and shall hold office as such until the first election of Directors under this Act, and shall have power and authority immediately after the passage of this Act to open stock books and procure subscriptions of stock: the head office of the Company shall be at Clarenceville, in the County of Missisquoi, till changed by the Directors to be subsequently elected by the shareholders.

Head office.

Capital stock and shares.

3. The capital stock of the Company shall be fifty thousand dollars, and shall be divided into five hundred shares of one hundred dollars each, to be paid at such times and in such instalments as the Directors of the Company may require and direct.

Equal rights of shareholders.

4. All shareholders in the Company, whether British subjects or aliens, or residents or corporations in Canada or elsewhere, shall have equal rights to hold stock in the Company, and to vote on the same, and shall be eligible to hold office in the Company.

First meeting of shareholders and election of directors.

5. So soon as ten thousand dollars of the said stock shall have been subscribed and ten per cent. *bond fide* paid thereon, the provisional Directors hereinbefore named or a majority of them shall call a meeting of the shareholders of the Company, at such time and place as they shall think proper, giving notice thereof according to the provisions hereinafter made,— at which meeting the shareholders shall elect nine Directors for the term of one year, who shall hold office until their successors are appointed; and the affairs of the Company shall be managed by the said Directors, of whom five shall form a quorum.

Term of office.

Quorum.

Qualification of directors.

6. No person shall be eligible as a Director of the Company unless he holds absolutely in his own right five shares

shares in the capital stock of the Company and shall have paid all calls thereon; but the Mayors of such municipal corporations as subscribe for stock in the Company shall be *ex officio* Directors, as long as such corporations continue to be shareholders.

7 After the first election of Directors, they shall be elected by the shareholders in general meeting, of which due notice has previously been given under the provisions of this Act, at such time and place and for such term, not exceeding two years, as the by-laws of the Company may prescribe; and at all meetings of the shareholders each shareholder shall be entitled to cast one vote for each share of stock held by him, and to vote either in person or by proxy.

Annual election of directors after the first.

Votes.
Proxies.

8. Vacancies occurring in the Board of Directors may be filled for the unexpired remainder of the term by the Board, from among the qualified shareholders of the Company.

Vacancies how filled.

9. The Directors of the Company shall have full power in all things to administer the affairs of the Company, and a majority of them may call special meetings of the shareholders, fix the time and place of all meetings of the Company, make calls on stock, after due notice as hereinafter provided, and make or cause to be made for the Company any contract which the Company may, by law, enter into; and may, from time to time, make by-laws not contrary to law or to this Act, for all purposes connected with the affairs of the Company.

Powers of directors.

Special meetings of shareholders.

By-laws.

10. The Company are hereby authorized to build, erect, construct, work, maintain and manage a solid and sufficient toll-bridge for ordinary traffic purposes, over the Richelieu River near the mouth of the Lacolle River from the Parish of St. Thomas, in the County of Missisquoi, to Ash Island; thence westerly to the Parish of Lacolle or St. Valentine, in the County of St. John's, Province of Quebec, and to erect, make and sink all piers, abutments, blocks, piles and erections in the Richelieu River, not only for the construction of the said bridge, but also such as may be required or thought desirable effectually to protect it from the effects of ice or ice floes, or any other purpose in connection with the said bridge that the said Company may see fit; and to build and maintain toll-houses and gates with other dependencies and approaches to or upon the said bridge, and to acquire and hold land on either side of the said river, or on the said island, which may be necessary for the abutments and toll-houses, and for access from the adjacent highways on either side of the said river to the said bridge, and across the said island, or any bridge already constructed; and for the purposes aforesaid shall have power and authority to take and use all land reasonably required on either side of the said river,

Powers of company for construction of bridge.

Toll-houses, gates, approaches, &c.

Power to take lands.

Compensation to be fixed by arbitration if not agreed on.

river, or upon the said island, and thereon to work up or caused to be worked up the materials necessary for erecting, constructing and repairing the said bridge, first, however, making reasonable compensation for the lands so to be taken or occupied and for any damages occasioned by the exercise of any of the powers aforesaid,—such compensation to be determined by arbitrators, to be named, one by each of the parties interested, (and in default of the owner of such land naming an arbitrator when called upon so to do by the Company, an arbitrator shall be named on his behalf by the Judge of the Superior Court, in either of the Districts of Iberville or Bedford, after due notice,) and a third named by the two arbitrators so chosen; and in default of their naming the third arbitrator within one week from their said appointment, he shall be named by the said judge; and the decision of any two of the said arbitrators shall be final.

Lights on piers in channel during construction.

11. It shall be the duty of the Company during the construction of such bridge, to put up and maintain, in the night time, during the season of navigation, a good and sufficient light on each pier, which may be erected by the Company in the channel of the said river, and on completion of their bridge to maintain from sundown until sunrise suitable lights upon the said bridge to guide vessels approaching the draw thereof, and to keep the bridge in safe and passable condition at all seasons.

Lights at the draw-bridge.

No other bridge or means of crossing to be used for hire within a certain distance.

12. After the said bridge is open to the public, and while it remains fit for traffic, no person or company, other than the Company hereby incorporated, shall construct or cause to be constructed any bridge or bridges, or shall use as a ferry any boat, scow or vessel of any kind, for the purpose of conveying any person, animal or vehicle whatsoever, for hire or reward, across the said river, for a distance of three miles on the north of the said bridge and to the Province line on the south of the same; and if any person establishes a ferry of any kind, or causes any ferry to be used across the said river, within the limits aforesaid, he shall pay to the Company for each person, animal or vehicle that he shall convey across for hire or reward, three times the amount of tolls imposed by this Act, for all persons, animals, horses and vehicles crossed over such bridge or by such ferries, so constructed or established in contravention of the provisions of this Act; and each contravention of the provisions of this section shall be punished by a penalty not exceeding ten dollars, to be recovered before any Justice of the Peace in and for the District of Bedford or the District of Iberville; and in default of the payment of the said penalty, the offender may, in the discretion of the said justice, be imprisoned with or without hard labour for any period not exceeding thirty days.

Penalty for contravention of this provision.

13. The height of the arches of the said bridge in the channel of the said river shall be not less than four feet above high water-mark, and the intervals between the piers or abutments not less than one hundred feet; and the bridge shall be provided with a draw or swing, not less than eighty feet from abutment to abutment, which shall be worked at the expense of the Company, their successors or assigns, so as not to hinder or delay unnecessarily the passage of any steamboat, vessel, boat or raft: the section of the bridge out of the channel of the said river may be built on piles; before the Company commences the erection of the said bridge, the site, plans and specifications for its construction shall be submitted to and approved by the Governor General in Council.

Height of arches, &c.

Draw-bridge.

Plans to be approved by Governor in Council.

14. The Company shall have power, from time to time, to borrow such sums of money as shall be necessary for constructing and completing its bridge, and for acquiring the necessary real estate for the site thereof and approaches thereto, and to mortgage its corporate property and franchise to secure the payment thereof; but the principal of the mortgage debt of the Company shall not exceed half the cost of the said bridge; and it shall be lawful for the Company to receive, either by grant from the Government or from any individual or corporation, municipal or otherwise, either in Canada or elsewhere, as aid in the construction of the said bridge, any lands in the vicinity thereof, or any other real or personal property, or any sum of money either as a gift or by way of bonus, or in payment of stock, and legally to dispose of the same, and to alienate the lands or other real or personal property for the purposes of the Company.

Company may borrow on mortgage.

Amount limited. Company may receive aid from corporations, &c.

15. When and so soon as the said bridge shall be erected, it shall be lawful for the Company, from time to time and at all times thereafter, to ask, demand, receive, take, sue for and recover to and for their own proper use, benefit and behoof, for pontage, before any passage over the said bridge is permitted, tolls not to exceed the several sums following for passage over the said bridge, that is to say:—

Tariff of tolls.

Foot passengers, each way, two cents; rider, with horse or mule, each way, ten cents; loose animals, per head, except sheep, pigs, and spring colts following the mare, each way, ten cents; sheep and pigs per head, five cents; cart, carriage, waggon, buggy, sleigh, cutter or other vehicle drawn by one animal each way, twenty-five cents; cart, carriage, waggon, buggy, sleigh, cutter or other vehicle drawn by two animals, each way, thirty-five cents;

The above rates to include the *bond fide* loads of each vehicle: Provided however, that no tolls shall be exacted until a tariff of tolls shall have been submitted to and sanctioned by the Governor General in Council, who may, should

Loads included.

Proviso, for sanction and revision by

Governor
in Council.

should the public interest require it, revise the same from time to time.

Penalty for
forcible pas-
sage without
paying.

16. If any person shall forcibly pass through any of the said toll gates or over or upon the said bridge, without first having paid the proper toll, or shall interrupt or disturb the Company, or any person or persons employed by them in building or repairing the same, or the toll-keeper in the discharge of his duties, such person so offending shall, for each such offence, forfeit a sum not exceeding ten dollars, to be recovered before any Justice of the Peace in the Districts of Iberville or Bedford; and in default of payment may, in the discretion of such justice, be imprisoned in the common jail for a period not exceeding ten days.

Notices under
tois Act how
published.

17. Notices of meetings of shareholders, or calls on stock or other notices required under this Act shall be published for two weeks immediately previous in the *Quebec Official Gazette*, and in a newspaper published in English and in one published in French at St. Johns in the Province of Quebec.

Declaration
of general
advantage.

18. The bridge of the Richelieu Bridge Company, hereby incorporated, is declared to be a work for the general advantage of Canada.

Period for
commence-
ment and
completion.

19. The said bridge shall be commenced within two years and completed within five years from the passing of this Act.

CHAP. 92.

An Act to incorporate the Winnipeg and Springfield Bridge Company.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the persons hereinafter named have petitioned for the passing of an Act to incorporate a Company to be known as "The Winnipeg and Springfield Bridge Company," with power to build and operate a bridge across the Red River at some point between the northerly limits of the City of Winnipeg and the Louise Bridge in the County of Selkirk, Province of Manitoba, the said river being a navigable river, 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, enacts as follows:—

1. Alexander Logan, Mayor of the City of Winnipeg, George Holmes Young, Peter Guilmette, William Hespeler, Henry Bose, merchant, Theodore A. Lundy, Thomas Vallancy, insurance agent, and William H. Disbrowe, all of the said City of Winnipeg, William Bredin, of the Parish of Kildonan, farmer, and Edward P. Leacock, and Elijah Griffith, contractor, both of the said City of Winnipeg, together with such other persons and corporations as shall, under the provisions of this Act, become shareholders in the Company to be hereby incorporated, are hereby constituted and declared to be a body corporate and politic, by the name of "The Winnipeg and Springfield Bridge Company," hereinafter called the Company.

Certain persons incorporated.

Corporate name.

2. The Company are hereby authorized and empowered to build, construct, work, maintain and manage a solid and sufficient toll bridge for ordinary traffic purposes, over the said Red River, from some point on the west side of the river between the northerly limits of the City of Winnipeg, and the Louise Bridge in the County of Selkirk, and Province of Manitoba, to a point on the opposite bank of the river, and to erect, construct and maintain toll houses and toll gates with other dependencies and approaches to or upon the said bridge; and also to do and execute all such other matters and things as shall be necessary, useful or advantageous for erecting and constructing, keeping up and maintaining the said bridge and toll houses and gates and other dependencies according to the true intent and meaning of this Act.

Toll bridge may be built and maintained by the company and where.

3. The capital stock of the Company shall be one hundred thousand dollars, and shall be divided into one thousand shares of one hundred dollars each, to be paid at such times and in such instalments as the Directors of the Company may require and direct; and the Company may, if they think it necessary, increase the capital stock to a sum not to exceed two hundred thousand dollars and may increase the number of shares accordingly.

Capital stock and shares.

Increase allowed.

4. The said Alexander Logan, George Holmes Young, William Hespeler, Henry Bose, Thomas Vallancy, William Bredin, and Edward P. Leacock, are hereby constituted a provisional Board of Directors of the Company, and shall hold office as such until the first election of Directors under this Act, and shall have power and authority immediately after the passing of this Act to open stock books and procure subscriptions of stock; and the head office of the Company shall be in the City of Winnipeg.

Provisional directors.

Stock books and head office.

5. No subscription of stock in the Company shall be legal or valid until ten per centum thereon shall have been actually

Ten per cent. payable on subscription.

- actually and *bonâ fide* paid thereon ; and the said Directors or a majority of them may, in their discretion, allocate and apportion the stock so subscribed among the subscribers, as they shall deem most advantageous and conducive to the furtherance of the undertaking.
- Allotment of stock.**
- Equal rights of shareholders.** 6. All shareholders in the Company, whether British subjects or aliens, or residents or corporations in Canada or elsewhere, shall have equal rights to hold stock in the Company, and to vote on the same, and shall be eligible to hold office in the Company.
- First meeting of shareholders.** 7. So soon as twenty-five thousand dollars of the said stock shall have been subscribed and ten per centum *bonâ fide* paid thereon, the hereinbefore mentioned Directors or a majority of them shall call a meeting of the shareholders of the Company, at such time and place as they may think proper, giving at least two weeks' notice thereof in the *Canada Gazette* and in some daily newspaper published in the City of Winnipeg, at which meeting the shareholders shall elect Directors for the ensuing year,—which Directors shall hold office until their successors are appointed.
- Election of directors.**
- Qualification of directors.** 8. No person shall be elected as Director of the Company, unless he shall be the holder and owner in his own right of at least five shares in the capital stock of the Company and shall have paid up all calls thereon
- Number of directors. Quorum.** 9. The affairs of the Company shall be managed by a board of nine Directors, of whom five shall form a quorum.
- Annual election of directors.** 10. After the first election the Directors shall be appointed by the shareholders, in general meeting of the Company assembled at the said City of Winnipeg, at such times and in such wise and for such term, not exceeding two years, as the by-laws of the Company may prescribe ; and at all meetings of the shareholders, each shareholder shall be entitled to cast one vote for each share of stock held by him, and to vote either in person or by proxy.
- One vote on each share.**
- Vacancies how filled.** 11. Vacancies occurring in the Board of Directors may be filled, for the unexpired remainder of the term, by the Board, from among the qualified shareholders of the Company.
- Powers of directors.** 12. The Directors of the Company shall have full power in all things to administer the affairs of the Company, and to make or cause to be made for the Company any description of contract which the Company may, by law, enter into, and may, from time to time, make by-laws, not contrary to law or to this Act, for all purposes connected with the affairs of the Company, and may repeal, amend and re-enact the same ;
- By-laws.**

same; but every such by-law, and every repeal, amendment, or re-enactment thereof, shall only have force until the next general meeting of the Company, unless at such general meeting the same shall be confirmed.

13. The Directors, or a majority of them, shall have power to call special meetings of the shareholders at the said City of Winnipeg, at any time they may decide, giving notice thereof as provided in the seventh section of this Act.

Special meetings of shareholders.

14. Each shareholder, until the whole amount of his shares has been paid up, shall be individually liable to the creditors of the Company to an amount equal to that not paid up thereon, and no more.

Liability of shareholders limited.

15. The Company shall have full power and authority to erect, make and sink all such piers, abutments, blocks and erections in the Red River as may be deemed necessary, not only for the construction of the said bridge, but such as may be required or thought desirable, efficiently to protect it from the effects of ice and ice freshets, or for any other purpose in connection with the said bridge that the Company may see fit; and may build the necessary approaches thereto into and upon the lands, streets, roads and grounds lying and being on either side of the said river; and may cut, level or raise the banks of the said river in such manner as may be deemed necessary or proper for building the said bridge; and may cut, remove, take and carry away all and every impediment whatever which may, in any way, tend to hinder the erecting and completing the said bridge; and may execute all other things necessary, requisite, useful or convenient for erecting, building, working, maintaining and supporting the said bridge, its toll houses and toll gates; and may, from time to time, enter and go in and upon the lands and grounds adjacent to the said river on either side thereof, for the purpose of making surveys, examinations or other necessary arrangements for fixing the site of the said bridge, and shall have full power and authority to take and use all land reasonably required on either side of the said river for the purposes aforesaid, and for erecting, constructing, and repairing the said bridge accordingly,—first, however, making reasonable compensation for the lands so to be taken, used or occupied, and for all damages occasioned by the exercise of the powers aforesaid,—such compensation to be settled by arbitrators named, one by each party interested and a third one by the two arbitrators so chosen; or, in the event of their failing to agree within one week upon a third arbitrator, then such arbitrator may be appointed by a Judge of the Court of Queen's Bench of the Province of Manitoba; and the decision of any two arbitrators shall be final.

General powers as to construction.

Previous surveys.

Compensation for lands taken, &c. Arbitration in case of non-agreement.

Plans must have been approved by Governor in Council.

16. The Company shall not commence the construction of the said bridge until they shall have submitted to the Governor General in Council, plans of the bridge proposed to be built, nor until such plans and the site shall have been approved of by the Governor General in Council.

Lights on piers at night, &c.

17. It shall be the duty of the Company during the construction of such bridge to put up and maintain, in the night time, during the season of navigation, a good and sufficient light on each pier, which may be erected by the Company in the channel of the said river, and on completion of their bridge to maintain from sundown until sunrise suitable lights upon the said bridge to guide vessels approaching the draw thereof, and to keep the bridge in safe and passable condition at all seasons.

Tolls may be collected.

18. When and so soon as the said bridge shall be erected it shall be lawful for the Company, from time to time, and at all times thereafter, to ask, demand, receive, take, sue for and recover to and for their own proper use, benefit and behoof, for pontage, before any passage over the said bridge is permitted, tolls not to exceed the several sums herein set forth for passage over the said bridge, that is to say :—

Tariff of tolls.

Foot passengers, each way, two cents ; rider, with horse or mule, each way, six cents ; loose animals per head, except sheep, pigs and spring colts following the mare, five cents ; sheep and pigs, each, two cents ; each cart, carriage, waggon, buggy, sleigh, cutter or other vehicle drawn by one animal, each way, twelve cents and a-half cent : each carriage, waggon, buggy, sleigh, cutter or other vehicle drawn by two or more animals, each way, twenty cents ; the above rates to include the *bonâ fide* loads of each vehicle : Provided however, that no tolls shall be exacted until a tariff of tolls shall have been submitted to and sanctioned by the Governor General in Council, who may, should the public interest require it, revise the same from time to time.

Proviso, for approval and revision.

Penalty for forcible passage or injury to bridge.

19. If any person shall forcibly pass through any of the said tollgates or over or upon the said bridge without first having paid the proper tolls, or shall interrupt or disturb the Company, or any person or persons employed by them in building or repairing the same, such person so offending shall, for every such offence, forfeit a sum not exceeding ten dollars, to be recovered before any Justice of the Peace, and in default of payment may, in the discretion of such Justice, be imprisoned in the common gaol for a period not exceeding ten days.

Draw or swing to be constructed in the bridge.

20. The said bridge shall be provided with draws or swings, or some such practicable arrangement, so constructed as to allow sufficient space, not less than forty feet, for the passage

passage of steamboats, vessels, boats and rafts ;—which draw or swing or other arrangement shall, at all times, be worked and moved at the expense of the Company, their successors or assigns, so as not to hinder or delay unnecessarily the passage of any steamboats, vessels, boats or rafts.

21. The said bridge shall be commenced within two years and completed within four years from the passing of this Act.

Time for commencement and completion.

CHAP. 93.

An Act to consolidate and amend the Acts relating to the Montreal Telegraph Company.

[Assented to 17th May, 1882.]

WHEREAS the Montreal Telegraph Company have, by their petition, prayed that an Act may be passed to consolidate the several Acts relating to the said Company, and to confer upon the said Company such powers and privileges as are enjoyed by other telegraph companies ; and it is expedient to consolidate and amend the Acts relating to the said Company : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

Preamble.

1. All such persons as now are or may hereafter become shareholders of the Company, mentioned in the preamble to this Act, shall be and they are hereby declared to be a body corporate and politic by the name of "The Montreal Telegraph Company," hereinafter called "the Company"; and the Company shall be in law capable of purchasing, receiving, having and holding to them and their successors any estate, real, personal or mixed, to and for the use of the Company, and necessary for the convenient transaction of the business of the Company, and for the erection of buildings for the suitable accommodation thereof within the Dominion of Canada, and for the construction of the lines and branches thereof, and for the effectually carrying on of the operations of the Company, and of having and holding all the real estate now held by the said Company, and of letting, conveying, or otherwise departing therewith for the benefit and on account of the Company, from time to time as they shall deem necessary or expedient ; and the said lines of telegraph, and all posts, wires and materials of any kind which have been or shall, from time to time, be used, got or had for the constructing, building, maintaining or repairing the same shall be and are hereby vested in and shall be the property of the Company and their successors forever, notwithstanding the

Incorporation.

Corporate name.

General powers.

Existing property vested in company.

said posts, or any other part of the apparatus or machinery of the said telegraph be fixed in or to any land or real property not belonging to the Company.

Company may construct and deal with lines of telegraph.

Ocean lines.

2. The Company shall have full power and authority to erect, construct and maintain, purchase, hire, lease, keep in order and work any line or lines of magnetic, electric or other telegraph, or any means of telegraphic communication in any part of the Dominion of Canada or places under its jurisdiction, or between any two or more places therein, and any province, island, country or place in or near the continent of America or in or near the continent of Europe, or in the Atlantic Ocean.

Powers for constructing lines across highways, &c.

Saving shade trees.

Arbitration as to damages.

proviso : as to bridges.

3. The Company shall have full power and authority to erect, maintain and keep up their said lines of telegraph along the side of or across any public highways, bridges, water courses or other such places, or under any navigable waters, either wholly in Canada or dividing Canada from any other country, provided they do not interfere with the public right of travelling thereon; and provided also, that they shall not unnecessarily cut down or mutilate any trees planted for shade or ornament along the said highways, or may enter upon any lands or places, and survey and set off such parts thereof as may be necessary for the said lines of telegraph, and may take, from any part of the ungranted and unoccupied Crown Lands of the Dominion (having first obtained the consent of the Crown) any posts or building materials necessary to make or repair the lines or any buildings in connection therewith; and may cut down and remove all trees which may obstruct or interfere with the erection or efficient working of the same, and may also carry the line across all bridges and over all rivers; and in case of disagreement between the Company and any owner or occupier of lands which the Company may take for the purposes aforesaid, or in respect to any damage done to the same by constructing the lines through or upon the same, the Company and such owner or occupier, as the case may be, shall each choose an arbitrator, which two arbitrators shall choose a third, and the decision on the matter in difference of any two of them in writing shall be final; and if the said owner or occupier, or the agent of the Company shall neglect or refuse to choose an arbitrator within four days after notice in writing, and upon proof of personal service to him from the opposite party, or if such two arbitrators when duly chosen shall disagree in the choice of a third arbitrator, in any such case it shall be lawful for the Minister of Public Works of Canada for the time being to nominate any such arbitrator, or such third arbitrator, as the case may be, who shall possess the same power as if chosen in manner above provided: Provided always, that nothing herein contained shall be construed

strued to confer on the said Company the right of building a bridge over any navigable water.

4. If any person or persons shall wilfully or maliciously break, throw down or destroy any wire, post, erection, machine, device or work now lawfully erected, belonging to the Company, or to be erected or made by virtue of this Act, to the prejudice of the Company, or do any other wilful act, hurt or mischief to disturb, hinder or prevent the carrying into execution, supporting or maintaining of any of the works connected with the said electro-magnetic telegraph, every such person or persons so offending shall forfeit and pay to the Company treble the value of the damage proved by the oath of two or more credible witnesses to have been done,—such damages, together with costs of suit in that behalf, to be recovered by summary proceedings before two or more Justices of the Peace for the district or county in which the offence shall have been committed, or in any court of law of competent jurisdiction; and in case of default of payment such offender or offenders shall and may be committed to the common jail of the district or county for any time not exceeding six months, at the discretion of the court before which such offender shall be tried or prosecuted.

Penalties for malicious mischief to telegraph or works.

5. For and notwithstanding anything in the next preceding section contained and without prejudice to any of its remedial or other provisions, if any person shall wilfully or maliciously obstruct or damage any such telegraphic line of the Company, of works, buildings, machinery or other property connected therewith, he shall be guilty of a misdemeanour, and shall be punished by imprisonment for a period not exceeding one year, and by a fine not exceeding eight hundred dollars.

Penalty for damaging lines or works.

6. The capital stock of the Company shall be two millions of dollars divided into fifty thousand shares of forty dollars each; and such shares shall be transferable only in the books of the Company, and shall be deemed personal property and as such shall and may be disposed of.

Capital and shares.

Transfer of shares.

7. The stock, property, affairs and concerns of the Company shall be managed and conducted by five Directors, one of whom shall be chosen President, who shall hold their offices for one year only, unless re-elected; and such Directors shall be stockholders, and be elected on the second Thursday of January in every year, at such place in the City of Montreal, and at such hour as a majority of the Directors for the time being shall appoint; and public notice shall be given by the said Directors in two or more newspapers printed in Montreal, and in such other newspapers as the Directors may think fit, of such time and place, not less than ten days previous to the time of holding such election; and the said election

Directors.

Qualification

Time and place of election.

Notice to shareholders.

Elections and proceedings thereat; ballot.

Ties.

President.

Quorum.

Vacancies.

Proviso :
Qualification of Director.

Proviso :
By-laws may be made for certain purposes concerning directors.

Voting by shareholders.

Failure to elect directors on day appointed not to dissolve Company.

Directors to regulate

election shall be held and made by such of the stockholders of the Company as shall attend for that purpose in their own proper person or by proxy ; and all elections for Directors shall be by ballot, and the five persons who shall have the greatest number of votes at any election shall be Directors ; and if it shall happen at any election that two or more persons have an equal number of votes in such manner that a greater number than five shall, by plurality of votes, appear to be chosen as Directors, then the shareholders hereinbefore authorized to hold such election shall proceed by ballot a second time, and by plurality of votes determine which of the said parties so having an equal number of votes shall be the Director or Directors, so as to complete the whole number of five ; and the said Directors, so soon as may be after the said election, shall proceed in like manner to elect one of their number to be President ; and the said President, with two others of the said Directors, shall form a quorum for the transaction of business connected with the Company ; and if any vacancy or vacancies shall, at any time, happen among the Directors or in the office of President, by death, resignation or removal from Canada, such vacancy or vacancies shall be filled, for the remainder of the year in which they may happen, by a stockholder or stockholders to be nominated by a majority of the Directors : Provided always, that no person shall be eligible to be a Director who shall not be a stockholder to the amount of at least fifteen shares : and provided also, that the Company may, from time to time, make by-laws increasing the number of their Directors to any number not exceeding eleven, making such provision for the quorum thereof as they may deem expedient, and limiting the power of holding proxies at meetings of shareholders to shareholders only.

8. Each stockholder shall, on all occasions on which the votes of shareholders are to be taken, be entitled to one vote for each and every share he or she shall have held in his or her own name, at least thirty days prior to the time of voting.

9. In case it shall, at any time, happen that an election of Directors shall not be made on any day when, pursuant to this Act, it ought to have been made, the Company shall not for that cause be deemed to be dissolved, but it shall and may be lawful on any other day to hold and make an election of Directors in such manner as shall have been regulated by the by-laws and ordinances of the Company ; and the Directors of the Company, lawfully elected from time to time, shall hold office until their successors are duly appointed.

10. It shall and may be lawful for the Directors of the Company or a major part of them, subject to the provisions of

of this Act, from time to time to fix and regulate the charges and dues to be received by the Company for the transmission and delivery of communications by the said telegraph lines, and it shall be the duty of the Directors to declare or withhold yearly dividends of so much of the profits of the Company as to them or a majority of them shall appear advisable; and at the general meeting of the stockholders of the Company on the second Thursday in the month of January in each year, the Directors shall render an exact and particular statement of the affairs, debts, credits, profits and losses of the Company,—such statement to appear on the books, and to be open to the inspection of any stockholder at his or her reasonable request.

charges for transmission of messages.

Dividends.

Account to be rendered.

11. The Directors for the time being, or a major part of them, shall have power to make and prescribe such rules and regulations as to them shall appear needful and proper touching the duty and conduct of the officers, clerks and servants employed by the Company, and shall also have power to appoint as many officers, clerks and servants for carrying on the said business, and with such salaries and allowances as to them shall seem meet; and such rules and regulations shall bind the members of the Company, their officers and all parties concerned, provided they be not repugnant to the laws of Canada, or to this Act.

Directors to make rules and regulations.

12. The Company may be dissolved by a majority of four-fifths of the shareholders in number and value, at a general meeting called for such purpose, and of which public notice shall be given by advertisement in not less than two newspapers in Montreal, and in such other newspapers in the Dominion as the Directors shall think fit, at least sixty days before such meeting is held; and in the event of the Company being dissolved, the existing Directors shall be empowered to realize all properties in the name of the Company, and the proceeds, deducting salaries, and all expenses, shall be divided amongst the shareholders in proportion to their several interests.

Case of the dissolution of the company provided for.

13. The Company shall have power and authority to purchase or lease, for any term of years, any telegraphic line established at the time of the passing of this Act, either in Canada or in any other British possession, or in the territory or territories of any foreign power or State, connecting or hereafter to be connected with any line which the Company has constructed or is authorized to construct, or to purchase or lease for any term of years, the right of any Company to construct any such telegraph line, and shall also have power to amalgamate with, or to lease its line or lines or any portion thereof from time to time to any company, board or persons at the time of the passing of this Act possessing as proprietors any line of telegraph either in Canada,

Power to purchase or lease other lines.

Or amalgamate with other companies.

Canada, or in any other British possession, or in the territory of any foreign state or power, whether on the continent of America or in any other part of the world, and also to enter into any arrangements with any person, board or company possessing as proprietors any line of telephonic communication or any power or right to use communication by means of the telephone or other similar apparatus, upon such terms and in such manner as the Board of Directors may, from time to time, deem expedient or advisable.

Existing suits not to be affected.

Limitation of charges for messages.

Proviso: Conditions to be contained in agreement for lease or amalgamation.

Charges in Canada limited.

Proviso: As to charges in N. B. and N. S.

14. Nothing herein contained shall affect any suits now pending in reference to an agreement heretofore entered into between the Montreal Telegraph Company and the Great North Western Telegraph Company, and in the event of the Montreal Telegraph Company hereafter availing themselves of the powers granted by the next preceding section the rates charged for the transmission of a message of ten body words over the present extent of the lines of the Montreal Telegraph Company in Canada or any part thereof at any time, during the continuance of any arrangement made under the powers granted by the next preceding section, shall not be more than twenty-five cents, nor shall each body word beyond ten in such message cost more than one cent: Provided further, that the Company shall not be entitled to avail itself of the powers of purchase, lease or amalgamation granted by the next preceding section unless it be provided in the agreement therefor, that returns of the revenue and expenditure and of the operations of the Companies concerned therein, in such form as shall, from time to time, be prescribed by the Governor in Council, shall be laid yearly before Parliament: And provided further, that the Company shall not be entitled to avail itself of the powers of purchase, lease or amalgamation contained in the next preceding section unless it be provided in the arrangement therefor that the maximum rate of twenty-five cents per ten body words and one cent for each body word beyond ten shall apply to all messages sent from any point to any other point within the Provinces of Ontario, Quebec, Nova Scotia and New Brunswick, over any of the lines of any of the companies operated under such purchase, lease or amalgamation had or procured: And provided, lastly, that the rates charged for telegraphic messages over any lines of telegraph in the Provinces of New Brunswick and Nova Scotia shall not in any case exceed those charged on the first day of April in the present year; and that this last provision shall be held to bind every other person, company or board, as well as the Company, and every person, company or board entering into or being a party to such purchase, lease or amalgamation as aforesaid.

Lines may be used for tele-

15. The Company may also use their telegraphic lines for telephonic purposes: Provided that in cities, towns and incorporated

incorporated villages the Company shall not, for telephonic purposes, use or erect any pole higher than forty feet above the surface of the street, nor affix any wire less than twenty-two feet above the surface of the street, nor carry any line of poles along any street without the consent of the municipal council or corporation having jurisdiction over the streets of the said city, town or village, and that in any city, town or incorporated village, the poles shall be as nearly as possible straight and perpendicular and shall, in cities, be painted if so required by any by-law of the council or corporation; and provided further, that where lines of telegraph are already constructed, no poles shall be erected by the Company in any city, town or incorporated village along the same side of the street where such poles are already erected, unless with the consent of the council having jurisdiction over the streets of such city, town or incorporated village: Provided also, that the said Company shall not cut down or mutilate any tree planted or left standing for shade or ornament, or any fruit tree; and provided that in cities, towns and incorporated villages, the opening up of the street for the erection of poles or for carrying the wires under ground shall be done under the direction and supervision of the engineer or such other officer as the council or corporation may appoint, and in such manner as the council or corporation may direct, and that the surface of the street shall, in all cases, be restored to its former condition by and at the expense of the Company: Provided also, that no Act of Parliament requiring the Company, in case efficient means are devised for carrying telephone wires under ground, to adopt such means, and abrogating the right given by this section, to continue carrying lines on poles through cities, towns or incorporated villages, shall be deemed an infringement of the privileges granted by this Act; and provided further, that whenever in case of fire it becomes necessary for its extinction or the preservation of property that the telephone wires shall be cut, the cutting under such circumstances of any of the wires of the Company under the direction of the chief engineer or other officer in charge of the fire brigade, shall not entitle the Company to demand or claim compensation for any damages so incurred: the penalty for each violation of this section shall be not less than ten nor more than one hundred dollars, to be recovered with costs of suit by the person or persons aggrieved.

phonic purposes.

Proviso, as to telephone poles and wires.

Further proviso.

And as to trees; and as to wires under ground.

Proviso in case new means are devised for carrying telephone wires.

Proviso, in case of fires.

Penalty for contravention of this section.

16. It shall be the duty of the Company, except in cases provided for in the next succeeding section, to transmit all despatches in the order in which they are received, under a penalty of not less than twenty, nor exceeding one hundred dollars, to be recovered, with costs of suit, by the person or persons whose despatch has been postponed out of its order.

Order of transmission of despatches.

What messages entitled to preference.

17. Any message in relation to the administration of justice, arrest of criminals, the discovery or prevention of crime, and Government messages or despatches, shall always be transmitted in preference to any other message or despatch, if required by any person connected with the administration of justice, or any person thereunto authorized by the Secretary of State of Canada.

Penalty on operator divulging secrets.

18. Any operator of the said telegraph line, or any person employed by the Company, divulging the contents of a private despatch, shall be guilty of a misdemeanour, and on conviction shall be liable to a fine not exceeding one hundred dollars, or to imprisonment for a period not exceeding three months, or both, in the discretion of the court before which the conviction is had.

Penalties to be cumulative.

19. The penalties imposed by this Act shall be deemed to be in addition to and not in derogation of any remedies, to which any party may be entitled under the common law or any Statute now existing or hereafter to be passed.

Repeal of inconsistent enactments. Proviso.

20. All the provisions of the several Acts relating to the Company inconsistent with this Act are hereby repealed: Provided always, that the said several Acts shall remain in force and effect so far as relates to anything heretofore done or committed under them or any clause in any of them contained; and this Act shall not be construed as a new law but as a consolidation and continuation of the several Acts relating to the Company, subject to the amendments hereinbefore made.

How this Act shall be construed.

CHAP. 94.

An Act to incorporate the "Canada Mutual Telegraph Company."

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the Canada Mutual Telegraph Company, which has been incorporated under "*The Canada Joint Stock Companies' Act, 1877*," has, by petition, prayed for a special Act of incorporation, with the extended powers hereinafter set forth, and it is desirable 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, enacts as follows:—

1. Charles Rudolph Hosmer, Edward Nassau Heney, Alexander Fowler Riddell, George Burchell Williams and John Franklin Olmstead and their associates, and all other persons who are now or may hereafter become shareholders in the Canada Mutual Telegraph Company, are hereby constituted a body politic and corporate by the name of "The Canada Mutual Telegraph Company," hereinafter called "the Company," and the head office of the Company shall be in the City of Montreal, in the Province of Quebec, until the same shall be removed as hereinafter provided for.

Certain persons incorporated.

Corporate name and head office.

2. The said Canada Mutual Telegraph Company, incorporated under "*The Canada Joint Stock Companies' Act, 1877*," is hereby merged in and declared to be the Canada Mutual Telegraph Company incorporated by this Act, and all the properties, rights, credits, debts and liabilities belonging to, or attached to the said first mentioned company are hereby declared to belong and be attached to the said Canada Mutual Telegraph Company incorporated by this Act.

Properties and rights obtained by charter to remain vested in the company.

3. If the Company at any time desire to remove the head office from one place in Canada to another place in Canada, they shall have the power to do so by a by-law to such effect,—which said by-law shall be forthwith published in the *Canada Gazette* for a period of eight weeks thereafter, and upon and from the last of such publications the said head office shall be thereby and thereafter transferred and removed in accordance with the terms of the said by-law so published.

Power to remove head office.

4. The Company shall have power to establish, construct and work a line or lines of telegraph from and to any place or places in the Dominion of Canada, either by land or water, over which exclusive telegraph line rights do not now exist by any law of the Dominion or of any Province of the Dominion, and from and to any place or places without the Dominion of Canada, and to make connection with the line or lines of any telegraphic company in the United States of America or elsewhere, and to aid or advance money to build or work any such line in the said United States: and also to borrow such sum of money not exceeding the amount of the paid-up capital of the Company, as the Company shall deem necessary, and to issue bonds therefor which shall be a first charge upon the whole lines, works and plant of the Company, in such sums and at such rate of interest, and payable at such times, as the Company shall determine, for the purpose of carrying out any of the objects or purposes of this Act: the Company shall also have power to enter into any arrangements with any person, board or company, possessing as proprietors any line of telephone communication, or any power or right to use communication

Powers of the company.

Constructing lines.

Issuing of bonds.

Arrangements as to telephones.

tion by means of the telephone or other similar apparatus, upon such terms and in such manner as the Board of Directors may, from time to time, deem expedient or advisable

Lines not to interfere with travelling.

5. The Company may lay down, erect and maintain its line or lines of telegraph along the sides of and across any public highways, bridges, watercourses or other such places, or under any navigable waters either wholly in Canada or dividing Canada from any other country, provided the Company shall not interfere with the public right of travelling thereon; and may enter upon any lands or places, and survey, set off and take such parts thereof as may be necessary for such line or lines of telegraph: and in case of disagreement between the Company and any owner or occupier of lands which the Company may take for the purposes aforesaid, or in respect to any damage done to the same by constructing the line or lines through or upon the same, the Company and such owner or occupier, as the case may be, shall each choose an arbitrator, which two arbitrators shall choose a third, and the decision on the matter in difference of any two of them in writing shall be final; and if the said owner or occupier or the agent of the Company neglects or refuses to choose an arbitrator within four days after notice in writing, from the opposite party to him, and upon proof of personal service of such notice, or if such two arbitrators, when duly chosen, disagree in the choice of a third arbitrator, in any such case it shall be lawful for the Minister of Public Works for the time being, to nominate any such arbitrator or such third arbitrator, as the case may be, who shall possess the same power as if chosen in manner above provided: Provided always, that nothing herein contained shall be construed to confer on the Company the right of building a bridge over any navigable river in Canada; and provided that in cities, towns and incorporated villages, the opening up of any street for the erection of poles or for carrying the wires underground, shall be done under the direction and supervision of the engineer or such other officer as the municipal council may appoint, and in such manner as the council may direct, and that the surface of such street shall, in every case, be restored to its former condition by and at the expense of the Company.

Arbitration in case of disagreement with owners of property required.

Proviso: not to build bridges over navigable waters.

Proviso: as to lines in towns, &c.

Power to cut down trees and under-wood.

Proviso: As to shade trees.

6. Wheresoever the said line or lines shall pass through any wood, the trees and underwood may be cut down for the space of fifty feet on each side of the said line or lines: Provided always, that the Company shall not cut down or mutilate any tree planted or left standing for shade or ornament or any fruit tree.

Capital stock and shares and increase thereof.

7. The capital of the Company shall be one million dollars and shall be divided into shares of fifty dollars each, and the said capital may be increased from time to time by resolution

lution of the Board of Directors, by and with the consent of a majority in value of the shareholders present in person or represented by proxy at any general meeting, or at any special general meeting of shareholders called for that purpose; but such capital shall, at no time, be made to exceed two million dollars.

Limit to increase of capital stock.

8. The said Charles Rudolph Hosmer, Edward Nassau Heney, Alexander Fowler Riddell, George Burchell Williams and John Franklin Olmstead are hereby constituted the Board of Directors of the Company and shall hold office as such until other Directors shall be elected by the shareholders in the manner hereinafter provided.

Provisional Directors.

9. The Directors of the Company shall have power and authority to open stock books and to procure subscriptions for the undertaking, to make calls upon the subscribers and to cause surveys and plans to be executed.

Their powers.

10. Every subscriber to or holder of any stock of the Company, shall thereby become a member of the Company, and as such shall have the same rights and privileges as are hereby conferred on the several persons who are herein mentioned by name as members of the Company.

Subscribers to stock to be members of the company.

11. The affairs and business of the Company shall be managed by a Board of Directors to consist of not less than five nor more than nine members; and each such Director shall be the proprietor of at least twenty shares in the stock of the Company; and they shall be elected and hold office as hereinafter provided.

Board of Directors.

12. Aliens shall have equal rights with British subjects to take stock and to vote, and shall be eligible to office in the Company; and no shareholder shall be liable, beyond the extent of the stock subscribed by him, for any debt contracted by the Company.

Aliens may be shareholders.

Liability of shareholders limited.

13. The Directors shall appoint one of their number to act as President, and another to act as Vice-President, and may appoint such other officers and agents as they shall deem necessary; and the Directors may remove all officers appointed by them and appoint others in their places, and may fill all vacancies in the offices: three of the Directors shall form a quorum, and all questions shall be decided by a majority of votes of the Directors present; and upon every equal division the President or the chairman for the time being, shall give his casting vote in addition to the vote previously given by him as one of the Directors: the Directors may appoint honorary or local Directors if they think proper so to do at any time.

Organization of Board of Directors.

Quorum.

Honorary or local Directors.

Directors may open stock books.

14. The Directors of the Company for the time being may open or cause to be opened stock-books, for the subscription of parties desiring to become shareholders in the capital stock of the Company, in such places as they shall think fit, and may make the shares payable in such manner as they shall see fit, and may make the dividends thereon payable at such place or places as to such Directors shall, from time to time, seem fit; and from time to time may appoint agents of the Company in or out of Canada, and may delegate to such agents such powers as to the Directors of the Company shall, from time to time, seem fit; and may make such rules and regulations as to the Directors of the Company shall, from time to time, seem fit, as to the issuing of shares, and as to the mode, time, place or places of the transfer of such shares, and as to the mode, time and places of paying the dividends from time to time to accrue thereon, and otherwise as shall be deemed requisite or beneficial, for giving full effect to the powers hereby vested in the Directors of the Company in respect of issuing such shares.

May appoint agents.

And regulate the issue and transfer of shares.

First meeting for election of directors; one vote for each share.

15. The said Directors shall hold office until the first annual meeting of the stockholders of the Company after the passing of this Act; and at all meetings of the stockholders each share shall entitle the holder to one vote, which may be given either in person or by proxy.

Annual meetings for election of Directors.

16. On the second Wednesday of the month of February or on such other day in each year as the Company shall, by any by-law from time to time, appoint, there shall be held a general meeting for the election of Directors at the head office of the Company; and one month's notice of every such meeting shall be given by the Directors in the *Canada Gazette* and in one or more newspapers published in the place where the head office of the Company shall then be; and at every such general meeting the Directors in office or any of them may be re-elected.

Special general meetings.

17. Special general meetings of the shareholders of the Company may be held at such place in the town or city where the Company shall have its head office, and at such time and in such manner, and for such purpose as may be provided by the by-laws of the Company, and after at least fifteen days' public notice thereof, inserted in two daily newspapers published in the same manner as provided in the next preceding section.

Death or resignation of directors.

18. In the event of one or more of the Directors dying or resigning, the remaining Directors shall appoint a Director or Directors in lieu of the person or persons so dying or resigning.

Directors may make and

19. The Directors may, from time to time, make, alter, amend or repeal such regulations and by-laws when they may,

may, from time to time, deem it advisable; but every such by-law and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the shareholders, duly called for that purpose, shall only have force until the next annual meeting of the Company, and in default of confirmation thereat shall, at and from that time only, cease to have force.

amend by-
laws, &c.

Confirmation
required.

20. The Directors may require payments of subscriptions to the said capital stock at such times and in such proportions as they may deem proper; and if, after such demand or notice as by the by-laws of the Company may be prescribed, any call made upon any share or shares be not paid within such time as, by such by-laws, may be limited in that behalf, the Directors, in their discretion, by vote to that effect duly recorded in their minutes, may summarily declare forfeited any shares whereon such payment is not made; and the same shall thereupon become the property of the Company and may be disposed of as, by the by-laws of the Company or otherwise, they may ordain; but, notwithstanding such forfeiture, the holder of such shares at the time of forfeiture shall continue liable to the then creditors of the Company for the full amount unpaid on such shares at the time of forfeiture, less any sums which may have been subsequently received by the Company in respect thereof.

Calls on
capital stock.

Forfeiture
for non-pay-
ment.

21. The Company may, if they see fit, instead of declaring forfeited any share or shares, enforce payment of all calls and interest thereon, by action in any competent court; and in such action it shall not be necessary to set forth the special matter, but it shall be sufficient to declare that the defendant is a holder of one share or more, stating the number of shares, and is indebted in the sum of money to which the calls in arrear amount, in respect of one call or more upon one share or more (stating the number of calls and the amount of each) whereby an action hath accrued to the Company under this Act; 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 shareholder, that such call or calls has or have been made, and that so much is due by him and unpaid thereon, shall be received as against the defendant in all courts as *prima facie* evidence to that effect.

Enforcement
of calls by
suit.

What only
need be
alleged and
proved.

22. All and every the shares in the capital stock of the Company, and all profits and advantages thereof, shall be transferable and transmissible as such; provided always, that no assignment or transfer of any share shall be valid or effectual until such transfer be entered and registered in a book to be kept for that purpose.

Transfer of
shares.

As to transfer when share is not fully paid up.

Liability of directors consenting thereto.

23. No transfer of shares, whereof the whole amount has not been paid in, shall be made without the consent of the Directors; and whenever any transfer of shares, not fully paid in, has been made with such consent to a person being apparently of insufficient means to fully pay up such shares, the Directors jointly and severally shall be liable to the creditors of the Company, in the same manner and to the same extent as the transferring shareholder, but for such transfer, would have been; but if any Director present, when any such transfer is allowed, do forthwith, or if any Director, then absent, do, within twenty-four hours after he shall have become aware thereof and able so to do, enter on the minute book of the Board of Directors his protest against the same, and do, within eight days thereafter, publish such protest in at least one newspaper published at, or as near as may be possible to the office or chief place of business of the Company, such Director may thereby, and not otherwise, exonerate himself from such liability.

Transmission of shares otherwise than by transfer.

Application to Courts for award to party entitled.

Proviso.

Proviso.

24. Whenever the interest in any share or shares of the capital stock of the Company shall be transmitted by the death of any shareholder or otherwise, or whenever the ownership of or legal right of possession in any such share or shares shall change by any lawful means other than by transfer, and the Directors of the Company shall entertain reasonable doubts as to the legality of any claim to and upon such share or shares of stock,—then, and in such case, it shall be lawful for the Company to make and file in one of the superior courts of law or equity in the Province in which the head office of the Company is situated, a declaration and petition in writing, addressed to the justices of the court, setting forth the facts and the number of shares previously belonging to the party in whose name such shares stand in the books of the Company, and praying for an order or judgment adjudicating and awarding the said shares to the party or parties legally entitled to the same, and by which order or judgment the Company shall be guided and held fully harmless and indemnified and released from all and every other claim for the said shares or arising therefrom: Provided always, that notice of such petition shall be given to the party claiming such share or shares, or to the attorney of such party duly authorized for the purpose, who shall, upon the filing of such petition, establish his right to the several shares referred to in such petition; and the delays to plead and all other proceedings in such cases shall be the same as those observed in analogous cases before the said superior courts: Provided also, that the costs and expenses of procuring such order and adjudication shall be paid by the party or parties to whom the said shares shall be declared lawfully to belong; and such shares shall not be transferred until such costs and expenses be paid, saving the recourse of such party against any party contesting his right.

25. It shall be the duty of the Company (subject to the provisions in the next following section) to transmit all despatches in the order in which they are received, under a penalty of not less than twenty nor exceeding one hundred dollars, to be recovered, with costs of suit, by the person or persons whose despatch is postponed out of its order, reserving to the injured party his remedy for any damages for the same; and the Company shall have full power to charge for the transmission of such despatches, and to receive, collect and recover such rates of payment as shall be, from time to time, fixed by the by-laws.

Order of sending despatches.

Charges for transmitting despatches.

26. Any message in relation to the administration of justice, the arrest of criminals, the discovery or prevention of crime, and Government messages or despatches, shall always be transmitted in preference to any other message or despatch, if required by any person connected with the administration of justice or any person thereunto authorized by the Secretary of State of Canada.

Priority to be given to Government messages.

27. Any operator of the said telegraph line or person employed by the Company, divulging the contents of a private despatch, except when compelled as a witness by a court of justice, shall be held to be guilty of a misdemeanour, and may be prosecuted summarily before any Recorder, Police Magistrate or two Justices of the Peace, where the offence was committed, and shall be liable to a fine not exceeding one hundred dollars, or to imprisonment not exceeding three months, or both, in the discretion of the court before which the conviction shall be had.

Penalty for divulging contents of private despatches.

28. Any person who shall wilfully or maliciously injure, molest or destroy any of the lines or posts, or the material or property belonging thereto, or in any way obstruct the working of the said line of telegraph, shall, on conviction thereof, be deemed guilty of a misdemeanour, and be liable to be imprisoned in the common gaol for any period less than two years, with or without hard labour, at the discretion of the court.

Injuring property of Company to be a misdemeanour.

CHAP. 95

An Act to amend the Act incorporating "The Bell Telephone Company of Canada."

[Assented to 17th May, 1882.]

Preamble.
43 V., c. 67.

WHEREAS the Bell Telephone Company of Canada hath, by its petition, prayed for certain amendments to its Act of incorporation, 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, enacts as follows :—

Section 2 of Act amended.

1. The second section of the said Act passed in the forty-third year of Her Majesty's reign, and intituled "*An Act to incorporate the Bell Telephone Company of Canada,*" is hereby repealed, and the following substituted therefor :—

Powers of the company for manufacture of instruments.

"2. The said Company shall have power to manufacture telephones and other apparatus connected therewith, and their appurtenances and other instruments, used in connection with the business of a telegraph or telephone company, and also such other electrical instruments and plant as the said Company may deem advisable, and to purchase, sell or lease the same and rights relating thereto, and to build, establish, construct, purchase, acquire or lease, and maintain and operate, or sell or let any line or lines for the transmission of messages by telephone, in Canada or elsewhere, and to make connection, for the purpose of telephone business, with the line or lines of any telegraph or telephone company in Canada or elsewhere, and to aid or advance money to build or work any such line to be used for telephone purposes ; and also to borrow such sum of money not exceeding the amount of the paid-up capital of the Company as the Directors shall deem necessary for carrying out any of the objects or purposes of this Act, and to issue bonds therefor in sums of not less than one hundred dollars each, which shall be a first charge upon the whole lines, works and plant of the Company, in such sums and at such rate of interest, and payable at such times and places, as the Directors shall determine: Provided always, that nothing in this Act shall be construed to authorize the Company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money."

Constructing lines of transmission by telephone.

Borrowing powers and bonds.

Proviso.

Sect. 3 of 43 V., c. 67 amended.

2. The third section of the said Act of incorporation is hereby amended, by inserting in the twenty-eighth line thereof, after the word "villages," the words "the location of the line or lines and "

3. The said Company shall have power, subject to existing rights, to extend its telephone lines from any one to any other of the several Provinces in the Dominion of Canada, and from any point in Canada to any point in the United States of America. Lines may be extended.

4. The said Act of incorporation as hereby amended, and the works thereunder authorized, are hereby declared to be for the general advantage of Canada. Declaratory clause.

CHAP. 96.

An Act to incorporate the "The Edison Electric Light Company of Canada."

[Assented to 17th May, 1882]

WHEREAS the persons hereinafter mentioned have, by their petition, prayed to be incorporated under the name of "The Edison Electric Light Company of Canada," with the powers hereinafter set forth; and whereas it is expedient for the general advantage of Canada to grant the prayer of the said petition, and that the said persons and others, who may be associated with them, should be incorporated for the purposes of this Act: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— Preamble.

1. Thomas Alva Edison and Grosvenor Porter Lowrey, both of the City of New York, E. Hearle, of the City of Montreal, James Sutherland, of the Town of Woodstock, Ontario, Alexander McInnes, of the City of Hamilton, and such other persons as may become shareholders in the corporation to be by this Act created, shall be and they are hereby created, constituted and declared to be a body politic and corporate, by the name of "The Edison Electric Light Company of Canada," hereinafter called the Company; and the head office of the Company shall be at the City of Hamilton, in the Province of Ontario, or at such other place in Canada as may be hereafter determined upon by the Directors of the Company. Certain persons incorporated. Corporate name and head office.

2. The Company shall have power to manufacture machinery, apparatus and instruments for the production, sale and distribution of electricity for the purposes of light, heat and power, and all machinery, apparatus and instruments whatsoever by means of which electricity may be utilized, including telephones and other apparatus connected therewith, and all instruments used in connection with the business of a telegraph or telephone company; also to purchase, Business of the Company
sell

sell or lease such machinery, apparatus and instruments, and rights relating thereto, and to acquire by purchase or lease or otherwise any patents of invention of or affecting any of the same or any improvements thereof, and to sell, lease or otherwise dispose of such patents of invention, in part or in whole, or to lease or grant rights thereunder.

Further powers and business of the Company.

Proviso: public rights saved.

Proviso, as to wires above ground.

Powers as to real estate.

And as to taking lands for works.

Arbitration in case of disagreement as to compensation.

3. The Company shall also have power and authority to construct, maintain, complete and operate all necessary works for the production, sale and distribution of electricity for purposes of light, heat and power in cities, towns and other municipalities in Canada; and may conduct such electricity by any means through and under or along the sides of and across the streets, highways, bridges and public places of such cities, towns and other municipalities, or across or under any navigable waters in Canada, or dividing Canada from any other country: Provided, that the Company shall not interfere with the public right of travelling on or using such streets, highways, bridges, public places or navigable waters; and provided also, that the said Company shall only open, use or interfere with such streets, highways and public places and bridges, with the consent of the cities, towns or other municipalities respectively having jurisdiction over the same, and subject to such agreements in respect thereof as shall be made between the Company and such municipalities and under and subject to any by-law or by-laws of the Councils of such municipalities passed in pursuance thereof: Provided also, that in all cases where the electric light wire or any portion thereof is carried above ground, such wire shall be wholly insulated, and that in all cases the electric light wires shall be worked on a metallic circuit.

4. The Company shall have power to purchase, lease or otherwise acquire and hold all such real estate as may, from time to time, be deemed requisite for the purposes of the Company, and also to sell, lease or otherwise dispose of and to mortgage, pledge or incumber such real estate or any part or parts thereof, from time to time, in such manner and on such terms as they may deem fit.

5. And the Company, their servants or agents, may enter upon any lands or places and survey and use such part thereof as may be necessary for conducting electricity for the purposes aforesaid, and may conduct electricity through such lands, but only by means of conductors laid under ground, and which shall not interfere with, or pass through any house or building; and in case of disagreement between the Company and any owner or occupier of lands (which the Company may, after three days notice, take or use for the purposes aforesaid), or in respect to any damage done to the same by constructing the said works

or

or the means of conducting electricity therefrom through or upon the same, the Company and such owner or occupier, as the case may be, shall each choose an arbitrator, which two arbitrators shall choose a third, and the decision on the matter in difference of any two of them, in writing, shall be final; and if the said owner or occupier, or the agent of the Company, neglects or refuses to choose an arbitrator after four days' notice in writing from the opposite party to him, and upon proof of personal service of such notice, or if such two arbitrators when duly chosen disagree in the choice of a third arbitrator, in any such case it shall be lawful for a judge of any superior court of the Province in which such lands are situate to nominate any such arbitrator or such third arbitrator, as the case may be, who shall possess the same power as if chosen in manner above provided; the said arbitrators shall examine all witnesses and administer all necessary oaths or declarations to them; and the said arbitrators or a majority of them shall award, determine and adjudge what sum or sums of money respectively shall be paid to the owner or owners of the property so taken or damaged by the Company; and the sum or sums of money so awarded shall be paid before possession shall be taken for the purposes of the Company.

Award of arbitrators, and payment of amount thereof.

6. The capital stock of the Company shall be one million dollars, and shall be divided into ten thousand shares of one hundred dollars each; and the said capital stock may, after the whole thereof has been subscribed, and at least fifty per cent thereon paid up, be increased from time to time, by resolution of the Board of Directors, by and with the consent of a majority in value of the shareholders, present in person or represented by proxy at any annual general meeting or at any special general meeting of shareholders called for that purpose,—due notice thereof being given as provided in the eighth section—to such an extent, not exceeding one million dollars additional, as the shareholders may deem needful to carry into perfect completion and operation the whole undertaking.

Capital stock and shares.

Increase with consent of shareholders.

7. The persons named in the first section of this Act shall be the provisional Directors of the Company, three of whom shall form a quorum; and they shall have power and authority to open stock books and to procure subscriptions for shares in the capital stock of the Company, to make calls upon the subscribers, and to cause surveys and estimates to be made.

Provisional directors and their powers.

8. The provisional Directors shall hold office until the first general meeting of the shareholders of the Company after the passing of this Act,—which said first general meeting shall be held as soon as possible after one hundred thousand dollars, at least, of the capital stock shall have been

First meeting of shareholders.

Notice. been subscribed for, and ten per cent thereon shall have been paid in; notice of such first general meeting shall be given to each shareholder by mail at least fifteen days before such meeting, and by one insertion in one or more newspapers published in each of the Cities of Montreal, Toronto and Hamilton, ten days next before such meeting.

Board of directors; number and qualification of.

9. The business of the Company shall be managed by a Board of not less than five nor more than fifteen Directors, as may, from time to time, be determined by resolution of the shareholders, and each such Director shall be the proprietor of at least ten shares in the capital stock of the Company; and the said Board of Directors, a majority of whom shall form a quorum, unless otherwise provided by a by-law of the Company, shall be elected and hold office as hereinafter provided.

Quorum.

Equal rights of shareholders.

10. Aliens shall have equal rights with British subjects to take and hold stock and to vote, and shall be eligible to office in the Company; and no shareholder shall be liable as such beyond the amount remaining unpaid on the stock subscribed for, or acquired by him, for any debt contracted by the Company or loss or liability incurred by the Company.

Liability limited.

Subscription for stock.

11. The Directors of the Company, for the time being, may open, or cause to be opened, stock books for the subscription of parties desiring to become shareholders in the capital stock of the Company, in such places as they shall think fit; and all parties so subscribing shall pay ten per cent on allotment; and the Directors may, from time to time, make calls on such shares, payable at such times, in such amounts, at such places and in such manner as they shall, from time to time, determine.

Calls thereon

Interest on unpaid calls.

12. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed; and if a shareholder fails to pay any call due from him before or on the day appointed for the payment thereof, he shall be liable to pay interest for the same at the rate of six per cent. per annum from the day appointed for payment to the time of actual payment thereof.

Shares may be paid up in advance and interest allowed.

13. The Directors may, if they think fit, receive from any shareholder, willing to advance the same, all or any part of the amounts due on the shares held by such shareholder beyond the sums then actually called for; and upon the money so paid in advance, or so much thereof as shall, from time to time, exceed the amount of the calls then made upon the shares, in respect of which such advance shall be made, the Company may pay interest at such rate as the shareholder paying such sum in advance, and the Directors, shall agree upon

14. All notices of calls upon the shareholders shall be given by advertisement, at least once a week for four successive weeks, in some newspaper published in the place where the head office of the Company is situate, and by mailing a notice of such call, post paid, addressed to each shareholder liable to pay the same at his post office address, as recorded in the books of the Company, at least four weeks before the time appointed for payment thereof.

Notice of calls and time for payment.

15. If after such demand or notice as hereinbefore provided, any call made upon any share or shares be not paid within such time as may be limited in that behalf, the Directors, in their discretion, by vote to that effect duly recorded in their minutes, may summarily declare forfeited any shares whereon such payment is not made; and the same shall thereupon become the property of the Company, and may be disposed of as the by-laws of the Company may ordain; but notwithstanding such forfeiture the holder of such shares, at the time of forfeiture, shall continue liable to the then creditors of the Company for the full amount unpaid on such shares at the time of forfeiture, less any sums which may have been subsequently realized by the Company in respect thereof.

Forfeiture for non-payment of calls.

Liability of shareholder not impaired.

16. The Company may, if they see fit, instead of declaring forfeited any share or shares, enforce payment of all calls and interest thereon by action in any competent court; 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 shareholder, that such call or calls has or have been made, and that so much is due by him and unpaid thereon, shall be received as against the defendant in all courts as *prima facie* evidence to that effect.

Recovery of calls by suit.

Evidence in such case.

17. The Directors may deduct from the dividends payable to any shareholder all such sums of money, as may be due from him to the Company on account of calls, or otherwise.

Calls may be deducted from dividends.

18. At all meetings of the shareholders each share shall entitle the holder to one vote, which may be given in person or by proxy; but no one who is not a shareholder shall act or vote as such proxy, and no shareholder shall be entitled, either in person or by proxy, to vote at any meeting upon any share or shares in respect of which any call is in arrear.

Votes on shares.

Proxies.

19. The first general meeting of the Company shall be held as hereinbefore provided; and in each year thereafter, on the same day, or on such day as the Company by by-law may, from time to time, appoint, there shall be held a general meeting for the election of Directors, and for such other

Annual general meetings for election of directors, &c.

other proceedings and business as it is competent for the shareholders to deal with and determine ; and ten days' notice of every such meeting shall be given in one or more of the newspapers published in the city where the head office of the Company is situate.

Notice.

Provision in case of failure of election.

20. If at any time an election of Directors be not made, or do not take effect at the proper time, the Company shall not be held to be thereby dissolved ; but such election may take place at any general meeting of the Company duly called for that purpose, and the retiring Directors shall continue in office until their successors are elected.

Vacancies among directors how filled.

21. When a vacancy occurs by the death or resignation of a Director, the vacancy may be supplied by the remaining Directors at a subsequent meeting, appointing by resolution a Director or Directors in the place or stead of the Director or Directors so having died or resigned.

By-laws may be made.

22. The Directors may, from time to time, make, alter, amend or repeal such by-laws, rules or regulations as they may deem necessary and proper for the management of the affairs of the Company generally ; but every such by-law and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Company, duly called for that purpose, shall only have force until the next annual meeting of the Company, and in default of confirmation thereat shall, at and from that time only, cease to have force: Provided always, that one-fourth part in value of the shareholders of the Company shall, at all times, have a right to call a special meeting thereof for the transaction of any business specified in such written requisition and notice as they may issue to that effect ; and fifteen days' notice of every such special meeting shall be given in one or more of the newspapers published in the city where the head office of the Company is situate.

Subject to confirmation.

Proviso : special meeting may be called by shareholders.

Transfer of shares.

23. No assignment or transfer of any share shall be valid or effectual until such transfer be entered and registered in a book to be kept for that purpose, by such officer as the Directors may, from time to time, designate : Provided, that whenever any shareholder shall transfer in manner aforesaid all his stock or shares in the Company, such shareholder shall cease to be a member of the corporation.

Proviso.

As to transfer by shareholder indebted.

24. The Directors may decline to register any transfer of shares belonging to any shareholder who is indebted to the Company.

Legal domicile of the Company.

25. The Company shall, at all times, have an office in the city or town in which their chief place of business shall be, which shall be a legal domicile of the Company in

in Canada, and notice of the situation of that office and of any change therein shall be advertised in the *Canada Gazette*; and they may establish such other offices and agencies elsewhere in the Dominion of Canada as they may deem expedient; and every office in Canada, in which the said Company transacts its business, shall be deemed to be a domicile of the said Company, so that, if any cause of action or suit shall arise against the Company, service of any writ or process in such action or suit may be validly made upon the Company at such domicile, by delivering the same to the person then in charge of such place of business.

Branch
offices.

To be deemed
domiciles of
company.

26 The Company is also authorized to borrow such sum of money, not exceeding the amount of the paid-up capital of the Company, as the Directors shall deem necessary for carrying out any of the objects or purposes of this Act; and for securing the repayment of money so borrowed with interest thereon, the Company or the President thereof, by and with the consent of a majority of the Directors, may mortgage, secure and assign any part or the whole of the real estate, works, rates, revenues and rents of the Company.

Borrowing
powers of the
Company.

They may
pledge their
property as
security.

27. All bonds, debentures or other securities granted for the purpose aforesaid, may be made payable to bearer or transferable by endorsement or otherwise, as the Directors see fit; but no such bond or debenture shall be made or granted for a less sum than one hundred dollars.

Form and
transfer of
bonds and
debentures.

28. The Directors of the Company, by a resolution entered upon the books of the Company, and without the formality of passing a by-law, may, from time to time as they see fit, authorize the President, Manager or any other officer of the Company to sign such particular bonds, mortgages, contracts or instruments as it may, in the opinion of the Directors, be necessary or expedient so to sign, and to affix the common seal of the Company thereto.

Signing and
sealing of
bonds and
instruments.

29. The President, Manager or other officer of the Company, from time to time authorized as aforesaid, may draw, sign or accept such promissory notes or bills of exchange for the purposes of the Company, without seal, as in the opinion of the Directors it may be necessary or expedient so to sign or accept.

Promissory
notes &c. of
the Company.

30. All such bonds, contracts, mortgages and instruments so signed and sealed by the person authorized as aforesaid, and also such notes and bills so signed, drawn or accepted by the person authorized as aforesaid, shall be valid and binding on the Company, and be held to be the act and deed of the Company; but such bonds, bills or debentures and securities as aforesaid shall not exceed the amount which the Company is by this Act empowered to borrow.

Bonds and
obligations
to be valid.

Amount
limited.

Tapping wires of the Company to be an offence.

Penalty, and how recoverable.

31. If any person lays or causes to be laid any wire or conductor to communicate with any wire or conductor belonging to the Company, or in any way obtains or uses its electricity without the consent of the Company, he shall forfeit and pay to the Company the sum of one hundred dollars, and also a further sum of forty dollars, for each day during which such communication remains,—which sums, together with costs of suit in that behalf incurred, may be recovered by civil action in any court of law having jurisdiction to the amount claimed.

Offences.

32. If any person—

Injuring apparatus.

1. Wilfully or maliciously breaks up, pulls down, damages, injures, puts out of order or destroys any wire or conductor, engine, motor, or other work, or apparatus, appurtenances or dependencies thereof, or any matter or thing made and provided for the purposes aforesaid, or any of the materials used and provided for the same, or ordered to be erected, or laid down, or belonging to the Company; or—

Obstructing works.

2. In anywise wilfully does any other injury or damage, for the purpose of obstructing, hindering or embarrassing the construction, completion, maintaining or repairing of any of the said works, or causes or procures the same to be done; or—

Wrongfully using company's electricity.

3. Increases the supply of electricity agreed for with the Company, by increasing the number or size of the appliances used for utilizing the electricity for light, heat or power, as the case may be, or using the electricity without the appliances, or otherwise wrongfully, negligently or wastefully using the same, or by wrongfully or improperly burning the same, or by wrongfully or improperly wasting the electricity,—such person shall, on conviction thereof before a Justice of the Peace, or any other person authorized to act in that capacity in the locality wherein the offence has been committed, be compelled to pay for the use of the Company, a penalty not exceeding twenty dollars, together with costs of prosecution, or may be confined in the common gaol of such locality for a space of time not exceeding three months, as to such justice seems meet; and such person shall also be liable to pay the damages occasioned by his acts, to be recovered as hereinafter provided.

Penalty, and how enforced.

Damages.

Injuring apparatus or altering meter.

Penalty.

33. If any person wilfully or maliciously damages, or causes or knowingly suffers to be damaged, any meter, lamp, lustre, service wire, conductor or fittings belonging to the Company, or wilfully impairs, or knowingly suffers the same to be altered or impaired, so that the meter or meters indicate less electricity than actually passes through or along the same, such person shall incur a penalty to the use

use of the Company, for every such offence, of a sum not less than four dollars, nor exceeding twenty dollars; and shall also pay all charges necessary for repairing or replacing the said meter or meters, wires, conductors or fittings, and double the value of the surplus electricity so consumed,—such damages, penalties and charges to be recovered with costs as hereinafter provided.

Damages.

34. If any person wilfully extinguishes any of the public lamps or lights, or wilfully removes, destroys, damages, fraudulently alters, or in any way injures any pedestal, post, plug, lamp, wire, conductor, or other apparatus or thing belonging to the Company, he shall forfeit and pay to the use of the Company, a penalty not less than four dollars nor more than twenty dollars, and shall also be liable to make good all damages and charges, to be recovered with costs as hereinafter provided.

Injuring or extinguishing public lights.

Penalty.

35. If any person, supplied by the Company with electricity, neglects to pay the rent, rate or charge due to the Company at any of the times fixed for the payment thereof, the Company or any person acting under its authority, on giving forty-eight hours' previous notice, may stop the supply of electricity from entering the premises of the person in arrears as aforesaid, by cutting off the service wires or conductors, or by such other means as the Company or its officers see fit, and may recover the rent or charge due up to such time together with the expenses of cutting off the electricity, in any competent court, notwithstanding any contract to furnish for a longer time.

Supply of electricity may be stopped for non-payment of rates.

Recovery of rates and costs.

36. In all cases where the Company may lawfully cut off and take away the supply of electricity from any house, building or premises, the Company, its agents and workmen, upon giving forty-eight hours' previous notice to the person in charge or the occupier, may enter into the house, building or premises between the hours of nine o'clock in the forenoon and four in the afternoon, making as little disturbance and causing as little inconvenience as possible, and may remove and take away any wire, conductor, meter, cock, branch, lamp, fittings or apparatus, the property of and belonging to the Company; and any servant of the Company duly authorized may, between the hours aforesaid, enter any house into which electricity has been taken, for the purpose of repairing and making good any such house, building or premises, or for the purpose of examining any meter, wire, conductor or apparatus belonging to the Company or used for their electricity; and if any person refuses to permit or does not permit the servants and officers of the Company to enter and perform the acts aforesaid, the person so refusing or obstructing shall incur a penalty to the Company for every such offence

Removal of Company's apparatus in such case.

Entry to make repairs.

Penalty for obstructing officers of the Company.

offence of forty dollars, and a further penalty of four dollars for every day during which such refusal or obstruction continues, to be recovered with costs as hereinafter provided.

Recovery of penalties and forfeitures.

37. All fines, penalties, damages and forfeitures imposed by this Act may be sued for and recovered with costs by the Company, or by any person whose property is injured, to and for the use of such Company or person, before any court of competent jurisdiction.

CHAP. 97.

An Act to incorporate "The Thomson and Houston Electric Light Company of Canada."

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the persons hereinafter mentioned have, by their petition, prayed to be incorporated under the name of "The Thomson and Houston Electric Light Company of Canada," with the powers hereinafter set forth; and, whereas it is for the general advantage of Canada to grant the prayer of the said petition, and that the said persons and others, who may be associated with them, should be incorporated for the purposes of this Act: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated.

1. The Honourable Bradley Barlow, of the City of St. Albans, in the state of Vermont; E. B. Osler, of the City of Toronto; William Angus, the Honourable Peter Mitchell, A. B. Chaffee, J. Cassie Hatton, John Cassils and John Macfarlane, merchant, all of the City of Montreal, Charles C. Colby, M.P., of Stanstead, and such other persons as may become shareholders in the corporation to be by this Act created, shall be and they are hereby created, constituted and declared to be a body politic and corporate, by the name of "The Thomson and Houston Electric Light Company of Canada," hereinafter called the Company; and the head office of the Company shall be at the City of Montreal, in the Province of Quebec, or at such other place in Canada as may be hereafter determined upon by the Directors of the Company.

Corporate name and head office.

Business of the company.

2. The Company shall have power to manufacture machinery, apparatus and instruments for the production, sale and distribution of electricity for the purposes of light, heat and power, and all machinery, apparatus and instruments whatsoever by means of which electricity may be utilized,

utilized, including telephones and other apparatus connected therewith, and all instruments used in connection with the business of a telegraph or telephone company; also to purchase, sell or lease such machinery, apparatus and instruments, and rights relating thereto, and to acquire by purchase or lease or otherwise any patents of invention of or affecting any of the same or any improvements thereof, and to sell, lease or otherwise dispose of such patents of invention, in part or in whole, or to lease or grant rights thereunder.

3. The Company shall also have power and authority to construct, maintain, complete and operate all necessary works for the production, sale and distribution of electricity for purposes of light, heat and power in cities, towns and other municipalities in Canada; and may conduct such electricity by any means through and under or along the sides of and across the streets, highways, bridges and public places of such cities, towns and other municipalities, or across or under any navigable waters in Canada, or dividing Canada from any other country: Provided the Company shall not interfere with the public right of travelling on or using such streets, highways, bridges, public places or navigable waters; and provided also that the said Company shall only open, use, or interfere with such streets, highways and public places and bridges, with the consent of the cities, towns or other municipalities respectively having jurisdiction over the same, and subject to such agreements in respect thereof as shall be made between the Company and such municipalities, and under and subject to any by-law or by-laws of the Councils of such municipalities passed in pursuance thereof: Provided also, that in all cases where the electric light wire, or any portion thereof, is carried above the ground, such wire shall be wholly insulated, and that in all cases the electric light wires shall be worked on a metallic circuit.

Further powers and business of the company.

Proviso, public rights saved.

Proviso, as to wires above ground.

4. The Company shall have power to purchase, lease or otherwise acquire and hold all such real estate as may, from time to time, be deemed requisite for the purposes of the Company, and also to sell, lease or otherwise dispose of and to mortgage, pledge or incumber such real estate or any part or parts thereof from time to time, in such manner and on such terms as they may deem fit.

Powers as to real estate.

5. And the Company, their servants or agents, may enter upon any lands or places, and survey and use such part thereof as may be necessary for conducting electricity for the purposes aforesaid, and may conduct electricity through such lands, but only by means of conductors laid under ground, and which shall not interfere with, or pass through any house or building; and in case of disagreement between

And as to taking lands for works.

the

Arbitration
in case of dis-
agreement as
to compen-
sation.

the Company and any owner or occupier of lands—which the Company may, after three days notice, take or use for the purposes aforesaid,—or in respect to any damage done to the same by constructing the said works or the means of conducting electricity therefrom through or upon the same, the Company and such owner or occupier, as the case may be, shall each choose an arbitrator, which two arbitrators shall choose a third, and the decision, on the matter in difference, of any two of them, in writing, shall be final; and if the said owner or occupier, or the agent of the Company, neglects or refuses to choose an arbitrator after four days' notice in writing from the opposite party to him, and upon proof of personal service of such notice, or if such two arbitrators when duly chosen disagree in the choice of a third arbitrator,—in any such case it shall be lawful for the Judge of any Superior Court of the Province in which such lands are situate to nominate any such arbitrator or such third arbitrator, as the case may be, who shall possess the same power as if chosen in manner above provided; the said arbitrators shall examine all witnesses and administer all necessary oaths or declarations to them; and the said arbitrators, or a majority of them, shall award, determine and adjudge what sum or sums of money respectively shall be paid to the owner or owners of the property so taken or damaged by the Company; and the sum or sums of money so awarded shall be paid before possession shall be taken for the purposes of the Company.

Award of
arbitrators
and payment
of amount
thereof.

Capital stock
and shares.

Increase with
consent of
shareholders.

6. The capital stock of the Company shall be one million dollars, and shall be divided into ten thousand shares of one hundred dollars each; and the said capital stock may, after the whole thereof has been subscribed, and at least fifty per cent. thereon paid up, be increased from time to time by resolution of the Board of Directors, by and with the consent of a majority in value of the shareholders, present in person or represented by proxy at any annual general meeting, or at any special general meeting of shareholders called for that purpose, (due notice thereof being given as provided in the eighth section) to such an extent not exceeding one million dollars additional, as the shareholders may deem needful to carry into perfect completion and operation the whole undertaking.

Provisional
directors and
their powers.

7. The persons named in the first section of this Act shall be the provisional Directors of the Company, three of whom shall form a quorum; and they shall have power and authority to open stock books and to procure subscriptions for shares in the capital stock of the Company, to make calls upon the subscribers, and to cause surveys and estimates to be made.

First meeting
of share-
holders.

8. The provisional Directors shall hold office until the first general meeting of the shareholders of the Company after

after the passing of this Act; which said first general meeting shall be held as soon as possible after one hundred thousand dollars, at least, of the capital stock shall have been subscribed for and ten per cent. thereon shall have been paid in; notice of such first general meeting shall be given to each shareholder by mail at least ten days before such meeting and by one insertion in one or more newspapers published in the City of Montreal, ten days next before such meeting.

9. The business of the Company shall be managed by a Board of not less than five nor more than fifteen Directors, as may, from time to time, be determined by resolution of the shareholders, and each such Director shall be the proprietor of at least ten shares in the capital stock of the Company; and the said Board of Directors, a majority of whom shall form a quorum, unless otherwise provided by a by-law of the Company, shall be elected and hold office as hereinafter provided.

10. Aliens shall have equal rights with British subjects to take and hold stock and to vote, and shall be eligible to office in the Company; and no shareholder shall be liable, as such, beyond the amount remaining unpaid on the stock subscribed for or acquired by him, for any debt contracted by the Company or loss or liability incurred by the Company.

11. The Directors of the Company, for the time being, may open, or cause to be opened, stock books for the subscription of parties desiring to become shareholders in the capital stock of the Company, in such places as they shall think fit; and all parties so subscribing shall pay ten per cent. on allotment, and the Directors may, from time to time, make calls on such shares, payable at such times, in such amounts, at such places and in such manner as they shall, from time to time, determine.

12. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed; and if a shareholder fails to pay any call due from him before or on the day appointed for the payment thereof, he shall be liable to pay interest for the same at the rate of six per cent. per annum, from the day appointed for payment to the time of actual payment thereof.

13. The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the amounts due on the shares held by such shareholder, beyond the sums then actually called for; and upon the money so paid in advance, or so much thereof as shall, from time to time, exceed the amount of the calls then made upon the shares, in respect of which such advance shall be made, the

Notice.

Board of directors, number and qualification of.

Quorum.

Equal rights of shareholders.

Liability limited.

Subscription of stock.

Cash payment thereon.

Calls thereon.

Interest on unpaid calls.

Shares may be paid up in advance and interest allowed.

the Company may pay interest at such rate as the shareholder, paying such sum in advance, and the Directors, shall agree upon.

Notice of calls and time for payment.

14. All notices of calls upon the shareholders shall be given by advertisement, at least once a week for four successive weeks, in some newspaper published in the place where the head office of the Company is situate, and by mailing a notice of such call post paid, addressed to each shareholder, liable to pay the same, at his post office address as recorded in the books of the Company, at least four weeks before the time appointed for payment thereof.

Forfeiture for non-payment of calls.

15. If after such demand or notice as hereinbefore provided, any call, made upon any share or shares, be not paid within such time as may be limited in that behalf, the Directors, in their discretion, by vote to that effect duly recorded in their minutes, may summarily declare forfeited any share whereon such payment is not made, and the same shall thereupon become the property of the Company, and may be disposed of as the by-laws of the Company may ordain; but notwithstanding such forfeiture the holder of such shares, at the time of forfeiture, shall continue liable to the then creditors of the Company for the full amount unpaid on such shares at the time of forfeiture, less any sums which may have been subsequently realized by the Company in respect thereof.

Liability of shareholders not impaired.

Recovery of calls by suit.

16. The Company may, if they see fit, instead of declaring forfeited any share or shares, enforce payment of all calls and interest thereon by action in any competent court; 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 shareholder, that such call or calls has or have been made, and that so much is due by him and unpaid thereon, shall be received as against the defendant in all courts as *prima facie* evidence to that effect.

Proof in such case.

Calls may be deducted from dividends.

17. The Directors may deduct from the dividends payable to any shareholder all such sums of money as may be due from him to the Company on account of calls or otherwise.

Votes on shares.

Proxies.

18. At all meetings of the shareholders each share shall entitle the holder to one vote, which may be given in person or by proxy; but no one who is not a shareholder shall act or vote as such proxy, and no shareholder shall be entitled, either in person or by proxy, to vote at any meeting upon any share or shares in respect of which any call is in arrear.

Annual general meetings.

19. The first general meeting of the Company shall be held as hereinbefore provided, and in each year thereafter,

on

on the same day, or on such day as the Company by by-law may, from time to time, appoint, there shall be held a general meeting for the election of Directors, and for such other proceedings and business as it is competent for the shareholders to deal with and determine; and fifteen days' notice of every such meeting shall be given in one or more of the newspapers published in the city where the head office of the Company is situate.

20. If at any time an election of Directors be not made, or do not take effect at the proper time, the Company shall not be held to be thereby dissolved, but such election may take place at any general meeting of the Company duly called for that purpose, and the retiring Directors shall continue in office until their successors are elected.

Provision in case of failure of election.

21. When a vacancy occurs by the death or resignation of a Director, the vacancy may be supplied by the remaining Directors, at a subsequent meeting, appointing by resolution a Director or Directors in the place or stead of the Director or Directors so having died or resigned.

Vacancies among directors how filled.

22. The Directors may, from time to time, make, alter, amend or repeal such by-laws, rules or regulations as they may deem necessary and proper for the management of the affairs of the Company generally; but every such by-law and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Company, duly called for that purpose, shall only have force until the next annual meeting of the Company, and in default of confirmation thereat shall, at and from that time only, cease to have force: Provided always, that one-fourth part in value of the shareholders of the Company shall, at all times, have a right to call a special meeting thereof, for the transaction of any business specified in such written requisition and notice as they may issue to that effect; and fifteen days' notice of every such special meeting shall be given in one or more of the newspapers published in the city where the head office of the Company is situate.

By-laws may be made.

Subject to confirmation.

Provide: special meeting may be called by shareholders.

23. No assignment or transfer of any share shall be valid or effectual until such transfer be entered and registered in a book to be kept for that purpose by such officer as the Directors may, from time to time, designate: Provided, that whenever any shareholder shall transfer in manner aforesaid all his stock or shares in the Company, such shareholder shall cease to be a member of the Company.

Transfer of shares.

Proviso.

24. The Directors may decline to register any transfer of shares belonging to any shareholder who is indebted to the Company.

As to transfer by shareholder indebted.

Legal domicile of the company.

25. The Company shall, at all times, have an office in the city or town in which their chief place of business shall be, which shall be a legal domicile of the Company in Canada, and notice of the situation of that office and of any change therein shall be advertised in the *Canada Gazette*; and they may establish such other offices and agencies elsewhere in the Dominion of Canada as they may deem expedient, and every office in Canada, in which the said Company transacts its business, shall be deemed to be a domicile of the said Company, so that if any cause of action or suit shall arise against the Company, service of any writ or process in such action or suit may be validly made upon the Company at such domicile, by delivering the same to the person then in charge of such place of business.

Branch offices.

To be deemed domiciles of company.

Borrowing powers of the company.

26. The Company is also authorized to borrow such sum of money, not exceeding the amount of the paid-up capital of the Company as the Directors shall deem necessary for carrying out any of the objects or purposes of this Act; and for securing the repayment of money so borrowed with interest thereon, the Company or the President thereof, by and with the consent of a majority of the Directors, may mortgage, secure and assign any part or the whole of the real estate, works, rates, revenues and rents of the Company.

They may pledge their property as security.

Form and transfer of bonds and debentures.

27. All bonds, debentures or other securities granted for the purpose aforesaid may be made payable to bearer or transferable by endorsement or otherwise, as the Directors see fit; but no such bond or debenture shall be made or granted for a less sum than one hundred dollars.

Signing and sealing of bonds and instruments.

28. The Directors of the Company, by a resolution entered upon the books of the Company, and without the formality of passing a by-law, may, from time to time as they see fit, authorize the President, Manager or any other officer of the Company to sign such particular bonds, mortgages, contracts or instruments as it may, in the opinion of the Directors, be necessary or expedient so to sign, and to affix the common seal of the Company thereto.

Promissory notes, &c., of the company.

29. The President, Manager or other officer of the Company, from time to time authorized as aforesaid, may draw, sign or accept such promissory notes or bills of exchange for the purposes of the Company, without seal, as in the opinion of the Directors it may be necessary or expedient so to sign or accept.

Such instruments to be valid.

30. All such bonds, contracts, mortgages and instruments so signed and sealed by the person authorized as aforesaid, and also such notes and bills so signed, drawn or accepted by the person authorized as aforesaid, shall be valid and binding on the Company, and be held to be the act and deed

deed of the Company; but such bonds, bills or debentures and securities as aforesaid shall not exceed the amount which the Company is by this Act empowered to borrow.

Amount limited.

31. If any person lays or causes to be laid any wire or conductor to communicate with any wire or conductor belonging to the Company, or in any way obtains or uses its electricity without the consent of the Company, he shall forfeit and pay to the Company the sum of one hundred dollars, and also a further sum of forty dollars, for each day during which such communication remains, which sums, together with costs of suit in that behalf incurred, may be recovered by civil action in any court of law having jurisdiction to the amount claimed.

Tapping wires of the company to be an offence.

Penalty and how recoverable.

32. If any person—

Other offences,—

1. Wilfully or maliciously breaks up, pulls down, damages, injures, puts out of order or destroys any wire or conductor, engine, motor, or other work, or apparatus, appurtenances or dependencies thereof, or any matter or thing made and provided for the purposes aforesaid, or any of the materials used and provided for the same, or ordered to be erected, or laid down, or belonging to the Company; or—

Injuring apparatus.

2. In anywise wilfully does any other injury or damage, for the purpose of obstructing, hindering or embarrassing the construction, completion, maintaining or repairing of any of the said works, or causes or procures the same to be done; or—

Obstructing works.

3. Increases the supply of electricity agreed for with the Company, by increasing the number or size of the appliances used for utilizing the electricity for light, heat or power, as the case may be, or using the electricity without the appliances, or otherwise wrongfully, negligently or wastefully using the same, or by wrongfully or improperly burning the same, or by wrongfully or improperly wasting the electricity,—such person shall, on conviction thereof before a Justice of the Peace, or any other person authorized to act in that capacity in the locality wherein the offence has been committed, be compelled to pay for the use of the Company, a penalty not exceeding twenty dollars, together with costs of prosecution, or may be confined in the common gaol of such locality for a space of time not exceeding three months, as to such Justice seems meet; and such person shall also be liable to pay the damages occasioned by his acts, to be recovered as hereinafter provided.

Wrongfully using company's electricity.

Penalty and how enforced.

Damages.

33. If any person wilfully or maliciously damages, or causes or knowingly suffers to be damaged, any meter, lamp, lustre, service wire, conductor or fittings belonging

Injuring apparatus or altering meter.

to the Company, or wilfully impairs, or knowingly suffers the same to be altered or impaired, so that the meter or meters indicate less electricity than actually passes through or along the same, such person shall incur a penalty to the use of the Company, for every such offence, of a sum not less than four dollars, nor exceeding twenty dollars; and shall also pay all charges necessary for repairing or replacing the said meter or meters, wires, conductors or fittings; and double the value of the surplus electricity so consumed,—such damages, penalties and charges to be recovered with costs as hereinafter provided.

34. If any person wilfully extinguishes any of the public lamps or lights, or wilfully removes, destroys, damages, fraudulently alters, or in any way injures any pedestal, post, plug, lamp, wire, conductor, or other apparatus or thing belonging to the Company, he shall forfeit and pay to the use of the Company, a penalty not less than four dollars nor more than twenty dollars, and shall also be liable to make good all damages and charges, to be recovered with costs as hereinafter provided.

35. If any person, supplied by the Company with electricity, neglects to pay the rent, rate or charge due to the Company at any of the times fixed for the payment thereof, the Company or any person acting under its authority, on giving forty-eight hours' previous notice, may stop the supply of electricity from entering the premises of the person in arrear as aforesaid, by cutting off the service wires or conductors, or by such other means as the Company or its officers see fit, and may recover the rent or charge due up to such time together with the expenses of cutting off the electricity, in any competent court, notwithstanding any contract to furnish for a longer time.

36. In all cases where the Company may lawfully cut off and take away the supply of electricity from any house, building or premises, the Company, its agents and workmen, upon giving forty-eight hours' previous notice to the person in charge or the occupier, may enter into the house, building or premises between the hours of nine o'clock in the forenoon and four in the afternoon, making as little disturbance and causing as little inconvenience as possible, and may remove and take away any wire, conductor, meter, cock, branch, lamp, fittings or apparatus, the property of and belonging to the Company; and any servant of the Company duly authorized may, between the hours aforesaid, enter any house into which electricity has been taken, for the purpose of repairing and making good any such house, building or premises, or for the purpose of examining any meter, wire, conductor or apparatus belonging to the Company or used for their electricity; and if any person refuses

to permit or does not permit the servants and officers of the Company to enter and perform the acts aforesaid, the person so refusing or obstructing shall incur a penalty to the Company for every such offence of forty dollars, and a further penalty of four dollars for every day during which such refusal or obstruction continues, to be recovered with costs as hereinafter provided.

Penalty for obstructing officers of the company.

37. All fines, penalties, damages and forfeitures imposed by this Act may be sued for and recovered with costs by the Company, or by any person whose property is injured, to and for the use of such Company or person, before any court of competent jurisdiction.

Recovery of penalties and forfeitures.

CHAP. 98.

An Act to amend the Act incorporating the North American Mutual Life Insurance Company, and to change the name thereof to the "North American Life Assurance Company."

[Assented to 17th May, 1882.]

WHEREAS the "North American Mutual Life Insurance Company" have petitioned that an Act may be passed changing the name of the said Company, and for certain amendments and changes in the Act of incorporation of the said Company necessary to insure the more efficient working of the Company, and to extend the business and operations thereof; 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, enacts as follows:—

Preamble.
42 V., c. 73.

1. The name and style of the said Company is hereby changed to the "North American Life Assurance Company," by which name in future the said Company shall enjoy all the franchises and privileges, and shall hold all the rights and assets, and shall be subject to all the liabilities heretofore held, enjoyed or possessed by or which have heretofore attached to the "North American Mutual Life Insurance Company;" and no suit now pending or which may be instituted after the passing of this Act in relation to any matter or thing done previous to the passing of this Act, shall be abated by reason of the said change of name but the same may be continued to final judgment in the name under which it shall have been or may be commenced: Provided nevertheless, that policies may continue to be issued by the Company

Future name of company.

Rights, privileges and suits not affected or abated.

Proviso, as to policies.

Company under its present name of the North American Mutual Life Insurance Company until it shall be prepared to issue policies under the name hereby assigned to it.

Section 7 repealed and new section substituted.

2. The seventh section of the said Act, passed in the forty-second year of Her Majesty's reign, is hereby repealed and the following section inserted in lieu thereof:—

Board of directors, election, qualification, powers, &c.

"7. The affairs of the Company shall be managed by a Board of not less than seven nor more than twenty-five Directors, of whom not less than one-fourth shall form a quorum for the transaction of business, but such quorum shall in no case be less than four; such Directors shall be elected by ballot at the annual general meeting of the Company by a majority of all persons entitled to vote at meetings of the Company; no person shall be elected or act as a Director unless he is a subscriber to the guarantee fund to the amount of not less than two thousand dollars, or the holder of a participating life policy, in the Company for a sum of not less than five thousand dollars upon which all premiums due have been paid; and the Directors shall, from time to time, elect from among themselves a President of the Company and two Vice-Presidents, and may also appoint a Managing Director and all other officers of the Company, and may appoint sub-boards or local boards and agents, and may remove the same and appoint others in their place whenever they may deem it necessary; if any Director shall fail to accept or refuse to act, or shall resign or die, or be or become disqualified, the remaining Directors may choose one in his stead from among those qualified to act as a Director:

Appointment of President and other officers, local boards, &c.

Contracts by company; and remuneration of directors, officers, agents, &c.

"2. The Directors may determine their own remuneration subject to the approval of the shareholders, and may make or cause or authorize to be made for the Company, any description of contract which the Company may, by law, enter into, and may, from time to time, fix and determine the remuneration of any committees, sub-boards, local boards, agents or other officers."

Section 11 repealed and new section substituted.

3. The eleventh section of the said Act is hereby repealed and the following section inserted in lieu thereof:—

Votes and proxies at meeting of company.

"11. At all meetings of the Company each subscriber to the guarantee fund shall be entitled, either in person or by proxy, to five votes for every one hundred dollars subscription, all calls being paid; and every holder of a participating policy in the Company, upon which all premiums due have been paid, shall have one vote in person for each one thousand dollars insurance held by him; no proxy may vote unless he is himself qualified to vote at such meeting."

CHAP.

CHAP. 99.

An Act to amend, and consolidate as amended, the several Acts relating to the British America Assurance Company.

[Assented to 17th May, 1882.]

WHEREAS it is expedient to amend and consolidate Preamble.
the Act incorporating the British America Assurance Company and all other Acts relating to and amending the same: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. All Acts of the late Provinces of Upper Canada and Canada and of the Dominion of Canada relating to or affecting the British America Assurance Company, by whatever name the said Company may be called in any of such Acts, shall be and the same are hereby repealed, but all acts, matters and things done by the Company, under the authority of all or any of the said Acts, shall be as valid as if this Act had not been passed. Repeal of former Acts. Except as to things heretofore done.

2. The British America Assurance Company (hereinafter called the Company) shall be and remain a corporation under that name, and all claims and liabilities under that name either in favour of or against the Company, under all or any of the said repealed Acts, shall enure to or against the Company as incorporated under this Act, as fully and effectually to all intents and purposes as they would have enured to or against the Company under all or any of the said repealed Acts. Incorporation and corporate name continued.

3. The Company, as such corporation shall, have continued succession and shall be capable in law of suing and being sued, pleading and being impleaded, answering and being answered unto, defending and being defended in all courts and places whatsoever; and they and their successors may have a common seal, and may change and alter the same at pleasure, and also they and their successors, by and under the said name, style and title, shall be capable in law of purchasing, holding and conveying any estate, real or personal, for the use of the Company, subject to the rules and conditions hereinafter provided. General corporate powers. Real estate.

4. A share in the stock of the Company shall be fifty dollars, and the number of shares shall not exceed ten thousand except as hereinafter provided. Amount and number of shares.

Present directors to continue in office.

5. The persons elected as Directors at the last general meeting of the Company, and acting as such at the time of the passing of this Act, shall hold their offices until the third Wednesday of the month of February next succeeding the passing of this Act, and until the election of their successors in office under this Act

Annual election of directors.

6. There shall be annually, on the third Wednesday of the month of February in each year, an election of Directors,— which election shall be held and made by such of the stockholders as shall attend at the house of business of the Company in the City of Toronto in their own proper persons or be represented by proxy,— which proxy must be held by a stockholder; and the nine persons who shall have the greatest number of votes at any such election shall be Directors for the then ensuing year, and shall have power to choose from among themselves a Governor and Deputy-Governor; and if it shall happen at any election that two or more persons shall have an equal number of votes, in such manner that a greater number of persons than nine shall, by plurality of votes, appear to be chosen as Directors, then the said stockholders herein authorized to vote shall proceed to ballot, until by a majority of votes, it shall be determined which of the said persons, so having an equal number of votes, shall be the Director or Directors, so as to complete the whole number of nine; and if any vacancy or vacancies shall, at any time, happen among the Directors by death or resignation, such vacancy or vacancies shall be filled up for the remainder of the year in which they shall happen, by the election of some one or more of the stockholders by the remaining Directors, who shall be specially summoned to attend at the Board for that purpose: Provided however, that no person shall be eligible to be elected or shall continue a Director, who shall not be a stockholder to the amount of at least fifty shares: and provided further, that the authority to vote as such proxy as aforesaid shall be in writing under the hand of the stockholder giving the same, signed in the presence of one witness: and the said Directors shall have power to fix and pay all salaries, allowances or gratuities of any kind to be paid, given or allotted to all or any officers of and others connected with the Company.

Their number.

Provision in case of ties.

Or of vacancies in board of directors.

Proviso: qualification of directors.

Proxies.

Salaries, &c.

Proportion of votes to shares.

7. Each and every stockholder in the Company shall, on all occasions in which the votes of the shareholders are to be taken at any meeting, have one vote for each share held by him for at least fifteen days before the said meeting.

Provision in case of failure to elect directors.

8. In case it shall so happen that an election of Directors shall not be made, on the day when pursuant to this Act it ought to have been made, the Company shall not, for that cause, be deemed to be dissolved, but it shall and

and may be lawful, on any other day, to hold and make an election of Directors, in such manner as shall be regulated by the by-laws of the Company.

9. There shall be appointed by the Directors, a Secretary and all the necessary officers of the Company, who shall hold their offices at the will and pleasure of a majority of the Directors, and who shall give to the Company security to the satisfaction of the Directors, for the proper, honest and efficient discharge of their respective duties.

Appointment of officers.

10. There shall be holden a weekly board of Directors, on a day to be appointed by the Board of Directors, and also an annual meeting of shareholders on the third Wednesday of the month of February in each year, at the house of business of the Company, in the said City of Toronto; and before the shareholders so assembled, the Board of Directors shall exhibit a full and most unreserved statement of the affairs of the Company, of the funds, property and securities thereof, showing the amount in real estate, bonds and mortgages, in notes and the security thereof, in public debt or other stock, and the amount due to and from the Company, which statement shall be certified to by the Governor or Deputy Governor and Secretary for the time being.

Weekly meetings of directors; annual meeting of company.

Statement to be submitted.

11. The stock of the Company shall be assignable and transferable, and may, from time to time, be transferred by the respective holders thereof: Provided always, that such assignment and transfer be entered in a book of the Company to be kept for that purpose, and be signed by the person or persons respectively making and accepting such assignments or transfers, their respective attorneys or agents, — which said attorneys or agents may be duly qualified in writing under the hand or hands of the respective parties, and such their authority, shall be left with the Company: and provided further, that in case the Company shall have any claim or demand against any stockholder, whether such claim or demand is due, or to become due at any future period, such stockholder shall not be entitled to make any sale or transfer of his stock in the Company, or to receive a dividend thereon, until such claim or demand shall be paid, or secured to be paid to the Company to the satisfaction of the said Directors; and unless such claim or demand shall be paid or secured as aforesaid within three months after the same shall become due, then and in that case, such stock of any such debtor, or so much thereof as shall be sufficient for that purpose, may be sold by the Company, and the proceeds thereof applied towards the satisfaction of such claim or demand.

Transfer of shares.

Proviso: conditions.

Proviso, as to shares subject to claims of company.

Shares may be sold to satisfy claims of company.

12. The lands, tenements and hereditaments which it shall be lawful for the Company to hold, shall be such as shall

What real estate company may hold.

shall be requisite for its accommodation in relation to the convenient transaction of its business, and such as, at the passing of this Act, the Company may possess and hold in immediate connection with, or adjoining to, its present place of business, or such as shall have been, *bonâ fide*, mortgaged to it by way of security, or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales upon judgments which have been obtained for such debts; and further, the Company shall not directly or indirectly deal or trade in buying or selling any goods, wares, merchandise or commodities whatsoever, or any banking operations, or in the purchase or sale of any funded debt, created under the laws of the Dominion or otherwise or elsewhere; but it shall nevertheless be lawful for the Company to invest the capital stock, funds and money of the Company temporarily or otherwise in Dominion, Provincial or municipal securities, in bonds and mortgages and the stocks of the incorporated moneyed institutions of the Dominion of Canada and the Provinces thereof; and to enable the Company to extend their business to parts abroad, as contemplated by their Act of incorporation, it shall be lawful for the Company to make deposits of money or of the aforesaid securities there in compliance with the laws of the country, State or States wherein it may be desirable to carry on their said business; and also to sell and transfer the same, and again to renew such investments when and so often as the exigencies or a due regard to the interests of the Company shall require, and also to make loans of the said capital stock, funds or money on bonds and mortgages, and the same to call in and re-loan as occasion may render expedient.

Company not to engage in trade or banking.

But may invest in stocks, bonds, &c.

And make deposits abroad.

Or loans on stocks or bonds, &c.

Company may insure against losses by fire.

Marine insurance.

On cargoes, &c.,

Ocean marine risks.

12. The Company shall have power and authority to make and effect contracts of assurance with any person or persons, bodies politic or corporate, against loss or damage by fire in any house, store, shipping or other building or erection whatsoever; also to make contracts of assurance with any person or persons, body politic or corporate, against losses or damage of or to vessels, boats or other craft, navigating within the Province of Ontario or elsewhere, upon the waters of the St. Lawrence or the Lakes Superior, Huron, Erie or Ontario, or upon any other waters or rivers within the Dominion of Canada and the United States of America; and against any loss or damage of or to the cargoes or property conveyed in or upon such vessels, boats or other craft, and the freight due or to grow due in respect thereof, or to timber or other property of any description conveyed in any manner upon the said waters; and also of or to sea-going ships, vessels, steamboats or other craft navigating the ocean, the high seas, or any other waters whatsoever, from any port or ports in the Dominion of Canada or in the United States of America to any foreign port upon the ocean or other waters aforesaid, or from one foreign port to another foreign port, or from such foreign

foreign port or ports to any port or ports within the Dominion or elsewhere, upon any of the seas and waters aforesaid; and against loss or damage of or to the cargoes or property conveyed in or upon such ships, vessels, boats or other craft, and the freight due, or to grow due in respect thereof; or of or to timber or other property of any description conveyed in any manner upon all or any of the seas and waters aforesaid; and generally to do all matters relating to or connected with marine assurance on all or any of the seas and waters aforesaid, and to make and grant policies therein and thereupon.

Damages to cargoes, &c.

Marine insurance generally.

14. The Governor or Deputy Governor, with the Secretary of the Company, shall have power to make, grant and enter into all or any such assurances in the name and on the behalf of the Company: Provided always, that all and any policy of assurance, or other contract of assurance shall be under the seal of the Company and signed by the Governor or Deputy Governor, or the acting chairman in the absence of the Governor and Deputy Governor, together with the Secretary of the Company.

Issue of policies.

Proviso: to be signed and sealed.

15. It shall and may be lawful for the Company to appoint, under the corporate seal of the Company, resident agents at any port or place within the Dominion of Canada or elsewhere, for the purpose of effecting at such port or place marine insurances upon ships, freights and cargoes, and assurance against losses by fire on buildings and property, subject to such conditions, restrictions and provisions, as the Company shall, from time to time, establish and impose.

Agents of company how appointed.

16. It shall and may be lawful for each and every of the said agents so appointed to subscribe, grant and execute policies of assurance on ships, freights and cargoes, or assurances against losses by fire in buildings and property, in the name of the Company, subject to all the conditions, provisions and restrictions established and imposed by the Company; and each and every of the said policies so subscribed, granted and executed by such agent or agents under his or their seals, as the attorney or attorneys of the Company, shall be as binding upon the Company in every respect as if the same had been sealed with the corporate seal of the Company and signed by the officers of the Company as hereinbefore provided.

Agents empowered to grant policies under seal.

17. It shall and may be lawful for the Company to cause themselves to be insured against any loss or risk they may have incurred in the course of their business; and it shall be lawful for the Company to provide by by-law as to the manner in which, and the officers or agents by whom, policies of assurance granted by the Company may be executed

Re-insurance.

Execution of policies.

Validity of policies.

executed and signed ; and any policy executed and signed in the manner provided by any such by-law shall be as valid and effectual, to all intents and purposes, as if executed and signed in the manner and by the officers of the Company as hereinbefore provided.

Increase of capital stock, how to be effected.

18. The shareholders of the Company may, by by-law to be passed at any general annual meeting, or at any special general meeting of the shareholders to be called for that special purpose, and of which not less than thirty days notice shall be given in the *Canada Gazette* and in two newspapers published in the City of Toronto, increase the capital stock of the Company to an amount not exceeding on the whole one million of dollars, and such additional stock may be issued and allotted and called in, in such amounts, at such time or times, rate or rates and in such manner, as the Directors of the Company for the time being may order, limit and direct : Provided always, that all calls for the payment of such additional stock and the forfeiture of shares for the non-payment of calls, shall be made according to the provisions of the said by-law.

Proviso.

Contracts and writings not under seal.

19. All contracts, cheques, drafts, acceptances and other writings intended to be in any way binding on the Company, and not under seal, shall be signed by the Secretary and be countersigned by the Governor or Deputy-Governor, or acting chairman for the time being of the Company.

Liability of stockholders limited.

20. The stockholders of the Company shall be liable and responsible for the debts and liabilities thereof, in their individual and private capacity, to the amount of their respective shares and no more.

Voting at meetings of directors.

21. All questions brought before or submitted to the said Directors shall be decided by a majority of voices or votes, each Director having one vote ; and in case of an equality of votes, the Governor or Deputy-Governor, or the acting chairman for the time being, shall give the casting vote over and above his proper vote as a Director.

Casting vote.

Yearly returns to Parliament.

22. It shall be the duty of the Company to make a return, under the oath of the Governor or Deputy-Governor and of the Secretary of the Company, to the Parliament of Canada, within ten days after the opening of each session thereof, which return shall be in triplicate, one copy whereof shall be laid before each branch of Parliament ; such return shall contain the names of all and each of the stockholders in the Company, and a full and true account of the funds and property of the Company, the amount of capital subscribed and paid up, the amount insured during the previous year, the amount of insurance charged upon the several kinds of property insured, the amount which the Company have

What such returns must show.

have paid, or are liable to pay for losses or otherwise during such year, and a full statement of the assets and liabilities of the Company, and shall extend to include all business of every kind which the Company are authorized to transact under this Act.

23. The statement of the affairs of the Company to be submitted to the Parliament of Canada as aforesaid, or any other legislative return, and also the return to the shareholders at their annual meeting, shall, after the passing of this Act, be made up to the thirty-first day of the previous month of December,—on which day the financial year of the Company shall end, and all the books and accounts of the Company shall be closed for the then current year.

To what date future yearly returns shall be made up.

24. The Company shall be subject to the provisions of "The Insurance Acts of 1875 and 1877," and to all other general laws in force, or which may hereafter be passed by the Parliament of Canada, respecting Fire and Marine Insurance Companies.

Company to be subject to general Acts respecting insurance.

CHAP 100.

An Act respecting the "Sun Mutual Life Insurance Company of Montreal."

[Assented to 17th May, 1882.]

WHEREAS the Sun Mutual Life Insurance Company of Montreal, by petition, have represented that they were incorporated under the authority of the Act passed by the legislature of the late Province of Canada, in the twenty-eighth year of Her Majesty's reign, intituled "An Act to incorporate the Sun Insurance Company of Montreal" and by the Acts amending the same, and have, by their petition, prayed for certain amendments to their Act of incorporation, and that the name of the said Company may be changed, and it is expedient that the prayer of the said petition be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

28 V., c. 43.

1. The name of the said Company is hereby changed to the "Sun Life Assurance Company of Canada," by which name in future the said Company shall enjoy all the franchises and privileges, and shall be subject to all the liabilities heretofore held, enjoyed or possessed by, or which have heretofore attached to the Sun Mutual Life Insurance Company of Montreal; and no suit now pending or which may be instituted

Name of company changed

Suits not affected.

Proviso, as to policies.

instituted after the passing of this Act in relation to any matter or thing done previous to the passing of this Act, shall be abated or in anywise affected by reason of the said change of name: Provided nevertheless, that policies may continue to be issued by the Company under their present name of the "Sun Mutual Life Insurance Company of Montreal" until they shall be prepared to issue policies under the name hereby assigned to them.

Section 9 of Act amended.

2. Section nine of the said Act of incorporation is hereby amended by striking out the word "fifty" in the tenth line thereof, and inserting the words "twenty-five" in lieu thereof.

Further powers as to investment of funds.

Proviso, as to investments in foreign funds.

3. The Company, in addition to the powers given by the said Act, may invest their funds or any part thereof in the public or other securities of Great Britain or any of her dependencies, or of any foreign State or States whenever it shall be necessary so to do in order to enable the Company to carry on business in such foreign State or States, and in such manner as the Directors may elect, and may, from time to time, vary or sell the said securities and investments, or pledge the same as occasion may require: Provided always, that the investments of the Company in the securities of any foreign State or States for the purpose of carrying on business therein as aforesaid, shall, at no time, exceed the amount necessary to enable the Company so to do in accordance with the laws of such foreign State or States.

CHAP. 101.

An Act to amend and extend the "Act to empower the Stadacona Fire and Life Insurance Company to relinquish their Charter, and to provide for the winding up of their affairs."

[Assented to 17th May, 1882.]

Preamble.

43 V., c. 70.

WHEREAS the Stadacona Fire and Life Insurance Company, in liquidation, (hereinafter called the Company) has, by its liquidators, duly elected in conformity with the Act forty-third Victoria, chapter seventy, that is to say, Charles Antoine Ernest Gagnon, the Reverend Julien Melchior Bernier, priest, and Alphonse LeTellier, presented a petition representing that it is urgently necessary that the Act aforesaid, intituled "*An Act to empower the Stadacona Fire and Life Insurance Company to relinquish their Charter and to provide for the winding up of their affairs,*" should

be

be amended and extended, and that the necessary power to close and finally wind up the affairs of the Company, within the fixed period of one year from and after the passing of this Act, should be conferred upon the Company, and has prayed for the passing of an Act to that effect ; and whereas 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, enacts as follows :—

1. Every person, company, body corporate or creditor whatsoever, having or claiming to have any claim or demand against the Company, which is denied, not admitted, or not recognised by it, shall be bound to proceed for the recovery thereof in some court of competent jurisdiction within one year from and after the passing of this Act ; and in default of so doing within such delay, such person, company, body corporate or creditor shall be for ever deprived of the right of making such claim or demand.

Recovery of claims against the company to be proceeded for within one year.

2. Notwithstanding anything contained in section eight of the Act above cited, creditors who are unknown, have disappeared, are unrepresented or are not to be found, and who have not, either personally or by attorney, preferred their claim to the Company, either for dividend or otherwise, within the aforesaid term of one year, shall be held to have abandoned the same, and to have renounced their right to any future dividend, and the final liquidation of the affairs of the Company shall be proceeded with as though such persons or such claims had never existed.

Claims not prosecuted within one year to be deemed abandoned.

3. A notice of the final dividend and of the delay for filing claims under the above conditions shall be published within one month of the passing of this Act, in the *Canada Gazette* and in a newspaper in each Province of the Dominion and in two newspapers, one French and one English, in the Province of Quebec.

Notice of final dividend &c.

CHAP. 102.

An Act to amend the “ Act incorporating The Canadian Steam Users Insurance Association ” and to change the name of the said company to “ The Boiler Inspection and Insurance Company of Canada.”

[Assented to 17th May, 1882.]

WHEREAS the Canadian Steam Users Insurance Association has, by its petition, prayed that the name of the said Company may be changed, and that the present mode of the

Preamble.

the

the election of the Directors thereof may be altered: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

Name of company changed but such change not to affect contracts, liabilities, &c.

1. The corporate name of the said Company is hereby changed so that hereafter it shall bear and be known by the corporate name of "The Boiler Inspection and Insurance Company of Canada;" but such change of name shall, in no manner whatsoever, change, alter or affect any contracts, liabilities, rights, obligations, powers or attributes pertaining or attaching to the said Company.

Part of sect. 8 of 38 V., c. 95 repealed, and new provision substituted.

2. The following words occurring in the beginning of section eight of the Act intituled "*An Act to incorporate the Canadian Steam Users Insurance Association*," thirty-eighth Victoria, chapter ninety-five, are hereby repealed, namely: "The stock, property, affairs and concerns of the said association shall be managed and conducted by the said Directors, one of whom shall be chosen President, and one Vice-President. Three of the said Directors shall, in rotation, retire each year, and the three who first retire shall be determined by the Directors, by lot, and so in rotation; but any retiring Director shall be eligible for re-election if otherwise qualified," and the following words shall be substituted in lieu thereof: "The stock, property, affairs and concerns of the said association shall be managed and conducted by the said Directors, one of whom shall be chosen President, and one Vice-President; the said Directors shall be elected annually at the annual general meeting of the shareholders as herein provided, and any retiring Director shall be eligible for re-election if otherwise qualified."

Annual election of President and directors.

CHAP. 103.

An Act to incorporate the Ocean Mutual Marine Insurance Company.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS Augustus W. West, George J. Troop, William Lawson, Adam Burns, Levi Hart, John P. Mott, John McNab and Benjamin W. Salter have, by petition, prayed that an Act may be passed to incorporate them and others under the style and title of the "Ocean Mutual Marine Insurance Company," for the purpose of carrying on the business of Ocean Marine Insurance in the Dominion of Canada, and elsewhere; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and

and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

1. The said persons, and all such other persons and bodies corporate and politic as shall, from time to time, be possessed of any share or shares of the stock of the Company hereby incorporated, are hereby constituted and shall be one body corporate and politic, in law and in fact, by the name of "The Ocean Mutual Marine Insurance Company," and by that name shall have perpetual succession and a common seal, with power to change and alter such seal at pleasure, and by that name may sue and be sued, plead and be impleaded, in all courts whatsoever.

Certain persons incorporated.

Corporate name and powers.

2. The capital stock of the Company shall be two hundred thousand dollars, divided into two thousand shares of one hundred dollars each,—which said shares shall be and are hereby vested in the several persons and bodies corporate and politic who shall subscribe for the same, their legal representatives and assigns, subject to the provisions of this Act: Provided always, that it shall be lawful for the Company, from time to time, to increase its capital stock to such sum, not exceeding in the whole five hundred thousand dollars, as a majority of the shareholders representing at least one-half of the subscribed capital at a special general meeting to be specially convened for that purpose, from time to time, shall agree upon.

Capital stock and shares.

Increase of capital.

3. For the purpose of organizing the Company, the persons named in the preamble of this Act shall be provisional Directors thereof; and they, or a majority of them, may cause stock books to be opened, after giving such notice thereof as they may deem necessary,—upon which stock books shall be recorded the subscriptions of such persons and bodies corporate and politic as desire to become shareholders in the Company; and such books may be opened in the City of Halifax and elsewhere at the discretion of the said provisional Directors, and may remain open as long as they may deem it necessary: Provided always, that the said provisional Directors may issue such shares at their par value, or at such rate of premium as they may consider advisable, the amount of all premiums on stock to be placed to the credit of a reserve fund in the books of the Company.

Provisional directors.

Their powers as to stock books and subscriptions.

Proviso, issue at par or premium.

4. When and so soon as one hundred thousand dollars par value of the said capital stock shall have been subscribed as aforesaid, and fifty thousand dollars thereon paid in, the said provisional Directors may call a general meeting of shareholders, at some place to be named in the City of Halifax, giving at least ten days' notice thereof in the *Canada Gazette*, and also in some daily newspaper published in the said city; at which general meeting the shareholders present in person

First meeting of shareholders.

Election of directors. or represented by proxy shall elect seven Directors in the manner and qualified as hereinafter provided, who shall constitute a Board of Directors, and who shall hold office until the third Wednesday in February in the year following their election.

Calls on stock. **5.** The shares of capital stock subscribed for, and the premium, if any, thereon shall be paid, in and by such instalments, at such times and places, as the Board of Directors for the time being may, from time to time, limit and direct: **Provided** always, that the Directors may allow such rate of interest for prepayment of calls not exceeding six per cent. per annum, as they may deem expedient; and provided also, that it shall not be lawful for the Company to commence the business of marine insurance until a sum not less than fifty thousand dollars shall have been actually paid in on account of the subscribed stock.

Proviso: interest allowed on calls prepaid.

Proviso, when business may be commenced.

Board of directors. **6.** The stock, property, affairs and concerns of the Company shall be managed and conducted by a Board of Directors, one of whom shall be chosen President, and one Vice-President, who, excepting as hereinbefore provided for, shall hold office for one year,—which Directors shall be elected at the annual general meeting of shareholders to be holden at Halifax on the third Wednesday in February in each year, or on such other day as may be regulated by by-law, not less than ten days' notice of such meeting being given by advertisement in some daily newspaper published in Halifax; and the said election shall be held and made by such of the shareholders, present in person or represented by proxy, as shall have paid all calls made by the Directors and then due; and all such elections shall be by ballot, and the seven persons who shall have the greatest number of votes at any such election shall be Directors, except as hereinafter directed; and if two or more persons have an equal number of votes in such a manner that a greater number of persons than seven shall appear to be chosen as Directors, then the Directors who shall have a greater number of votes, or the majority of them, shall determine which of the said persons so having an equal number of votes shall be Director or Directors, so as to complete the whole number of seven; and the Directors, as soon as may be, after the said election, shall proceed in like manner to elect one of their number to be President and one to be Vice-President; and if any vacancy should, at any time, happen amongst the Directors by death, resignation, disqualification or absence from the board meetings for three consecutive months without leave of the Board, during the current year of office, such vacancy may be filled for the remainder of the year by the remaining Directors, or the majority of them, electing in such place or places, a shareholder or shareholders, eligible for such an office: **Provided always,**

President.

Election.

Notice.

Proxies.

Ballot.

Ties.

Election of President and Vice-President.

Vacancies among directors,

always, that no person shall be eligible to be or continue as Director unless he shall hold, in his own name and for his own use, stock in the Company to the amount of ten shares, whereof at least twenty per cent. shall have been paid in, and shall have paid all calls made upon his stock, and all liability incurred by him with the Company.

Proviso :
qualification
of director.

7. If at any time an election of Directors be not made, or do not take effect at the proper time, the Company shall not be held to be thereby dissolved; but such election may take place at any general meeting of the Company duly called for that purpose; and the retiring Directors shall continue in office until their successors are elected.

Provision in
case of failure
of election.

8. At all general meetings of the Company each shareholder shall be entitled to give one vote for each share then held by him; such votes may be given in person or by proxy, the holder of any such proxy being himself a shareholder; but no shareholder shall be entitled, either in person or by proxy, to vote at any meeting unless he shall have paid all the calls upon all the shares held by him; all questions proposed for the consideration of the shareholders shall be determined by the majority of votes, —the Chairman presiding at such meeting having the casting vote in case of an equality of votes.

One vote for
each share.

Calls must
have been
paid.

Majority.

Casting vote.

9. At all meetings of Directors, five shall be a quorum for the transaction of business, and all questions before them shall be decided by a majority of votes; and in case of an equality of votes, the President, Vice-President or presiding Director shall give the casting vote in addition to his vote as Director.

Quorum.

Casting vote.

10. The Company shall have power and authority to make and effect contracts of insurance with any person or body corporate or politic, against loss or damage of or to sea-going ships, boats, vessels, steamboats or other craft navigating the oceans or high seas or navigable waters, from any port in Canada to any other port, or from one foreign port to another foreign port, or from any British or foreign port or ports to any port or ports in Canada or elsewhere upon all or any of the oceans, seas or navigable waters aforesaid; and against any loss or damage of or to the cargoes or property conveyed in or upon such ships, boats, vessels, steamboats or other craft, and the freight due or to grow due in respect thereof; or of or to timber or other property of any description conveyed in any manner upon all or any of the oceans, seas, and navigable waters aforesaid, for such premium or premiums or consideration, and under such modifications and restrictions as may be bargained for or agreed upon or set forth by and between the Company and the person or persons agreeing with them for such insurance; and the

Business of
the company.
Marine
insurance.

On freight to
grow due.

Re-insurance. Company shall have power to cause themselves to be insured against loss or damage or risk they may have incurred in the course of their business, and generally to transact all such other business as is usually transacted by marine insurance companies : Provided always, that the Company shall not engage in or carry on, in any way whatsoever, the business of Inland Marine Insurance.

Powers of the directors.

To make by-laws for certain purposes and repeal or alter them.

Subject to be confirmed at general meeting.

Proviso: special meeting may be called by shareholders.

Proviso: certain by-laws not to have force until confirmed.

Application of capital and

11. The Directors of the Company shall have full power in all things to administer the affairs of the Company, and to make or cause to be made for the Company, any description of contract which the Company may, by law, enter into ; and may, from time to time, make by-laws not contrary to law, nor to this Act, to regulate the allotment of stock, the making of calls thereon, 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 number of the Directors, their term of service, the amount of their stock qualification, the appointment, functions, duties and removal of all agents, officers and servants of the Company, the security to be given by them to the Company, their remuneration and that (if any) of the Directors, the time at which, and place where the annual meetings of the Company shall be held, the calling of meetings, regular and special, of the Board of Directors, and of the Company, the quorum, the requirements as to proxies, and the procedure in all things at such meetings, the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct in all other particulars of the affairs of the Company as well as for the application of its funds and profits as herein provided ; and may, from time to time, repeal, amend or re-enact the same ; but every such by-law, and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Company, duly called for that purpose, shall only have force until the next annual meeting of the Company, and in default of confirmation thereat, shall, at and from that time only, cease to have force : Provided always, that one-fourth part in value of the shareholders of the Company shall, at all times, have the right to call a special meeting thereof, for the transaction of any business specified in such written requisition and notice as they may issue to that effect : Provided also, that no by-law for the issue, allotment or sale of any portion of the unissued stock at any greater discount or at any less premium than what has been previously authorized at a general meeting, or for the payment of the President or any Director, shall be valid or acted upon until the same has been confirmed at a general meeting.

12. The capital stock of the Company may be used for the purposes of the Company in such manner and to such extent

extent as the Directors may, by by-law, determine; and when the expenses of management and payment of losses together with a dividend to the holders of shares of the said Company, not exceeding ten per cent. on the cash capital of the shareholders, have been paid, the balance of the profits of the Company may be then divided amongst the policy-holders of the Company, at such times and in such proportion as the Directors shall appoint.

distribution
of profits.

13. A copy of any by-law of the Company, under their seal and purporting to be signed by any officer of the Company, shall be received as against any shareholder of the Company as *prima facie* evidence of such by-law in all courts in Canada.

What shall be
evidence of
by-laws.

14. The stock of the Company shall be deemed personal estate, and shall be transmissible as such and shall be transferable in such manner only, and subject to all such conditions and restrictions, as by this Act or by the by-laws of the Company are or shall be prescribed.

Transfer of
shares.

15. It shall be lawful for the Company to invest the capital stock, funds and moneys of the Company temporarily or otherwise in Dominion, provincial or municipal securities, and in bonds and mortgages in the Dominion of Canada, and in the public securities of Great Britain and Ireland, and to call in, change and re-invest the same as occasion may, from time to time, require.

Investment
of funds of
company.

16. To enable the Company to extend their business to parts abroad, it shall be lawful for the Company to make deposits of money or securities there, in compliance with the laws of the country or state or states wherein it may be desirable to carry on their business of insurance.

Deposits in
foreign coun-
tries as
security.

17. The Company shall have power to acquire and hold real estate, and to build thereon for the purpose of their business, within the Dominion of Canada and elsewhere, of an annual value not exceeding ten thousand dollars, in the Dominion of Canada, and to sell or dispose of the same, and to acquire other property in its place as may be deemed expedient, and to take, hold and acquire all such lands and tenements, real and immovable estate, as shall have been *bonâ fide* mortgaged to it by way of security, or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales upon judgments which shall have been obtained for such debts, or purchased for the purpose of avoiding a loss to the Company in respect thereof or of the owner thereof, and to retain the same for a period not exceeding ten years.

Powers as to
real estate
purchased by
or mortgaged
to company
as security.

18. The policies of insurance issued by the Company shall be under the seal of the Company, and shall be signed by

Form, &c., of
policies.

by the President or Vice-President and countersigned by such officer as may be directed by the by-laws, rules and regulations of the Company, and being so sealed, signed and countersigned, shall be deemed valid and binding upon the Company according to the tenor and meaning thereof: Provided always, that the seal of the Company may be printed or engraved on policies or other contracts if so ordered by the Board.

Proviso :
seal may be
printed.

Forfeiture
and sale of
shares for
non-payment
of calls.

19. If any shareholder shall neglect or refuse to pay the instalments due upon any share or shares held by him, the Directors may declare such share or shares forfeited, together with the amount previously paid thereon, in such manner as may be provided by the by-laws; and such forfeited share or shares may be sold at a public sale by the Directors after such notice as they may direct, and the moneys arising therefrom shall be applied for the purposes of this Act: Provided always, that in case the money realized by any sale of shares be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus of such money shall be paid on demand to the owner, and no more shares shall be sold than what shall be deemed necessary to pay such arrears, interest and expenses.

Proviso :
surplus to be
returned to
owner.

Shares to
revert to
owner on
payment of
calls, &c.

Recovery of
calls by suit;
what only
need be al-
leged and
proved in
such case.

20. If payment of such arrears of calls, interest and expenses be made before any share so forfeited shall have been sold, such share shall revert to the owner as if the same had been duly paid before forfeiture thereof; the Company may, if they see fit, instead of declaring forfeited any share or shares, enforce payment of all calls and interest thereon, by action in any competent court; and in such action it shall not be necessary to set forth the special matter, but it shall be sufficient to declare that the defendant is a holder of one share or more, stating the number of shares, and is indebted in the sum of money to which the calls in arrear amount, in respect of one call or more upon one share or more, stating the number of calls and the amount of each, whereby an action has accrued to the Company under this Act; 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 shareholder, that such call or calls has or have been made, and that so much is due by him and unpaid thereon, shall be received as against the defendant in all courts as *prima facie* evidence to that effect.

Registration
of transfers
of shares

21. No transfer of any share of the stock of the Company, unless made by sale under execution, or under the decree, order or judgment of some court competent in that behalf, shall be valid for any purpose whatever,—save only as exhibiting the rights of the parties thereto towards each other, and as rendering the transferee liable, *ad interim*, jointly and severally with the transferrer to the Company and its creditors,

tors,—until entered in the books of the Company according to such form as may, from time to time, be fixed by the by-laws ; and until the whole capital stock of the Company is paid up it shall be necessary to obtain the consent of the Directors to such transfer being made: Provided always, that no shareholder indebted to the Company shall be permitted to make a transfer or receive a dividend until such debt is paid or secured to the satisfaction of the Directors ; and no transfer of stock shall, at any time, be made until all calls thereon have been paid in.

Proviso :
debts to com-
pany must
have been
paid.

22. No transfer of any policy of insurance shall be valid until consented to by the Managing Director, Manager or a recognized agent of the Company.

Transfer of
policies.

23. Except as hereinafter provided no shareholder shall be liable as a shareholder for more than the amount of his shares, and his liability as a shareholder shall be limited to the amount for which he has subscribed as such shareholder ; but he shall not be liable to an action therefor by any creditor, before an execution against the Company has been returned unsatisfied in whole or in part ; and the amount due on such execution, not exceeding the amount unpaid on his shares, as aforesaid, shall be the amount recoverable, with costs, against such shareholder ; and any amount so recoverable, being paid by the shareholder, shall be taken as paid on his shares.

Liability of
shareholders
limited.

Further
provision.

24. 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 or thing whatsoever, relating to or connected with the Company, beyond the amount unpaid on their respective shares in the capital stock thereof, subject to the provisions of the next preceding section.

Extent of
liability.

25 The head office of the Company shall be in the City of Halifax, but the same may be removed to another place: Provided always, that a by-law to that effect be approved by a two-thirds vote of the shareholders of the Company at an annual general meeting, or a special general meeting to be called for the consideration of such by-law. /

Head office
may be
changed.

26. At the annual general meeting of the shareholders the election of Directors shall be held, and all business transacted, without the necessity of specifying such business in the notice of such meeting ; and at such meeting a general balance sheet and statement of the affairs of the Company, with a list of the shareholders thereof and all such further information as shall be required by the by-laws, shall be laid before the shareholders :

Business at
annual
meetings.

Special general meetings.

2. Special general meetings of the shareholders may be called, in such manner as may be provided for by the by-laws; and at all meetings of the shareholders the President, or in his absence the Vice-President, or in the absence of both of them, a Director chosen by the shareholders shall preside, who, in case of an equality of votes, shall give the casting vote in addition to his vote as a shareholder.

Who shall preside at meetings.

Dividends and bonuses.

27. The Directors of the Company may declare such dividends and bonuses on the capital stock, yearly, half-yearly or quarterly, as they shall deem justified by the results of the Company's business, so that no part of the capital of the Company be appropriated to any such dividends or bonuses.

Proviso.

Assessment on shareholders if the stock is impaired.

28. If it should appear at any time that after providing for all liabilities of the Company, including one hundred per cent. of the premiums on all ocean marine policies in force as a reserve for unearned premiums or a re-insurance fund, the capital stock of the Company is impaired, the Directors of the Company may levy an assessment on the stockholders of the Company according to such capital stock of the Company, independent of and in addition to all ordinary calls, sufficient to make good the amount of such impairment; and in case any shareholder or shareholders shall fail or refuse to pay in at the head office of the Company the amount of the assessment on his, her or their stock, the Directors may sell so much of his, her or their stock as shall be sufficient to make good the amount of the assessment thereon either by public or private sale, having first mailed to each of such shareholders at his last place of residence, as registered in the books at the head office of the Company, a notice at least ten days before such sale shall take place; but notwithstanding such sale the Directors may, if the proceeds of the sale do not suffice to pay the full amount of the assessment made as herein provided, recover in any court of competent jurisdiction, with costs, from the shareholder so having failed or neglected to pay the amount of such assessment in whole or in part, such amount as shall, together with the proceeds of the sale, suffice to pay the whole amount of such assessment: Provided always, that the amount of any such assessment may be returned to the shareholders when it can be done without leaving the capital impaired; and provided further, that such assessments and calls shall not in the aggregate exceed one hundred dollars per share.

Provision in case of refusal to pay.

Proviso, as to repayment and as to amount.

Arrangements or amalgamation with other companies.

29. The Company shall have power to amalgamate with or purchase the business of any other insurance company, or to sell out and dispose of the business of the Company to any other such company, upon such terms and conditions as may be agreed upon and as shall not impair the recourse

or

or remedy of any creditor of either company ; but before the completion of any such amalgamation, purchase or sale, the consent of two-thirds of the votes of the shareholders shall be obtained at any general or a special meeting of the shareholders called for the purpose.

On a two-third vote at general meeting.

CHAP. 104.

An Act to incorporate "The St. Lawrence Marine Insurance Company of Canada."

[Assented to 17th May, 1882.]

WHEREAS the persons hereinafter mentioned have, by their petition, prayed for an Act to incorporate them and others under the name, style and title of "The St. Lawrence Marine Insurance Company of Canada," to carry on the business of marine insurance ; and whereas 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, enacts as follows :—

Preamble-

1. M. H. Gault, Sir Hugh Allan, Andrew Allan, A. F. Gault, Hugh McLennan, R. L. Gault, T. Craig, S. H. Ewing, D. Morrice and W. R. Hubbard, all of the City of Montreal, in the Province of Quebec, and all such other person or persons, body or bodies politic, as shall, from time to time, be possessed of any share or shares of the stock of the Company hereby incorporated, are hereby constituted and shall be one body politic and corporate, by the name of "The St. Lawrence Marine Insurance Company of Canada," (hereinafter called the Company) and by that name shall have perpetual succession and a common seal with power to alter and change such seal ; and by that name may sue and be sued, plead and be impleaded, in all courts whatsoever.

Certain persons incorporated.

Corporate name and powers.

2. The Company shall have power in the Dominion of Canada, or in the United Kingdom of Great Britain and Ireland or any of the dependencies thereof, or in foreign countries to transact and carry on the business of marine insurance and re-insurance in all its various branches and departments, whether against loss or damage either by fire or by peril of navigation, and as respects all kinds of property, rights and interests ; and for the said purposes or any or either of them, at any and all times and places, to make and execute policies, contracts, agreements or undertakings, according to the exigency of the particular case or cases, and generally to do and perform all the necessary matters and things connected with and proper to promote these objects.

Business of the company.

Head office
and agencies.

3. The principal office of the Company shall be in the City of Montreal, in the Province of Quebec; but the Directors of the Company may appoint local boards of Directors and establish agencies for carrying on the business of the Company, at any other place in the Dominion of Canada or elsewhere where the Company is authorized as aforesaid to transact business.

Capital stock
and shares.

4. The capital stock of the Company shall be two hundred and fifty thousand dollars, divided into twenty-five hundred shares of one hundred dollars each, which said shares shall be and are hereby vested in the several persons and bodies corporate and politic who shall subscribe for the same, their legal representatives and assigns, subject to the provisions of this Act; and books of subscription shall be opened in the City of Montreal and elsewhere, of which public notice shall be given under such regulations as the majority of the Directors hereinafter appointed may direct: Provided always, that it shall and may be lawful for the Company to increase its capital stock from time to time to a sum not exceeding one million of dollars, or such portion thereof as a majority of the stockholders, at a general meeting to be specially convened for that purpose, shall agree upon.

Stock books.

Proviso, as
to increase
of capital.

Subscription
of shares.

Cash.

Instalments.

Proviso:
calls limited.

5. It shall be lawful for any person to subscribe for such and so many shares as he may think fit; and ten per cent. shall be paid at the time of subscription, and the remainder shall be paid in and by such instalments as a majority of the Directors may determine upon, not to exceed ten per cent. per call, and at periods of not less than three months interval: Provided always, that no instalment shall be called for or be payable in less than thirty days after public notice shall have been given by advertisement inserted for two weeks continuously in two daily newspapers published in the City of Montreal, and by circular addressed postpaid to each shareholder at his last known residence.

Forfeiture
and sale of
shares for
non-payment.

Proviso:
surplus of
proceeds to
be returned
to owner.

6. If any shareholder shall refuse or neglect to pay any instalment due upon any share or shares held by him, the Directors may declare forfeited, in such manner as may be provided by the by-laws, such share or shares as aforesaid, together with the amount previously paid thereon; and such forfeited share or shares may be sold at public sale by the Directors after such notice as they may direct, and the moneys arising from such sale shall become the property of and be vested in the Company: Provided always, that in case the money produced by any such sale be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus money shall be paid on demand to the owner of the shares so sold, and that no more shares shall be sold than shall be necessary to pay such arrears, interest and expenses: And provided also, that if payment of such arrears

of calls, interest and expenses be made before any share so forfeited shall have been sold, such share, shall revert to the party to whom the same belonged before such forfeiture, as if such calls had been duly paid.

Proviso, in case of payment.

7. The Company shall have the right to acquire and hold such real estate, within the Dominion of Canada and elsewhere, as may be necessary for the prosecution of its business, —such real estate not to exceed at any time the annual value of ten thousand dollars, and may sell and dispose of the same and acquire other property in its place, as may be deemed expedient; and may take, hold and acquire all such lands and tenements, real or immovable estate, as shall have been *bond fide* mortgaged to it by way of security or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased for the purpose of avoiding a loss to the Company in respect thereof, or of the owners thereof, and to retain the same for a period not exceeding ten years.

What real estate may be acquired and held, and for what period.

8. It shall be lawful for the Company to invest its funds or any part thereof in Dominion or Provincial stock or debentures, or in municipal debentures, and in the stock of chartered banks, or chartered loan companies, or in any of the public securities of Great Britain and Ireland or of the United States of America, to such an amount as may be required to be deposited with the national governments of the said countries, or either of them, or the governments of any of the different States of the said United States of America, for the purpose of enabling the Company to carry on business in the said countries or states; and to loan the same upon mortgage on real estate at any legal rate of interest, with power to receive the same in advance; and the same investments to call in and re-loan as occasion may require.

Investment of funds of company in United Kingdom or foreign countries.

9. The stock, property, affairs and concerns of the Company shall be managed by a board of not less than five nor more than seven Directors, one of whom shall be chosen President and one Vice-President, which board in the first instance, and until replaced by others, shall consist of the said Sir Hugh Allan, M. H. Gault, Hugh McLennan, A. F. Gault and D. Morrice; Provided always, that no person shall be elected a Director of the Company, unless he be a registered shareholder owning absolutely in his own right and not in trust, not less than fifty shares of the capital stock of the Company, and be not in arrear in respect of any call thereon.

Board of directors.

Provisional.

Proviso: qualification of directors.

10. When and so soon as two hundred and fifty thousand dollars of the capital shall have been subscribed as aforesaid, and ten per cent. of the amount so subscribed paid in, the said provisional Directors may call a general meeting of the shareholders

First meeting of shareholders.

Election of directors.

Proviso: amount to be paid up before business is commenced.

Participation of policy-holders in profits.

Proviso: non-liability of policy-holders.

Proviso: dividend limited.

Application of surplus.

shareholders at some place to be named in the City of Montreal, giving at least ten days' notice thereof in the *Canada Gazette*, and also in some daily paper published in the said city; at which general meeting the shareholders present in person or represented by proxy, shall elect a Board of Directors as aforesaid, who shall hold office for one year or until the annual general meeting in the year following their election: Provided always, that the Company shall not be authorized to commence business until at least fifty thousand dollars of its capital stock shall have been paid up.

11. It shall be lawful for the Directors to return to the holders of policies or other instruments of insurance, such portion of the actual realised profits of the Company, in such proportions, at such times, and in such manner as the said Directors may think proper, and to enter into obligations so to do, either by endorsement on the policies or otherwise: Provided always, that the holders of policies or other instruments of insurance so participating in the profits, shall not be in any wise answerable or responsible for the debts of the Company; and provided also, that no larger dividend shall be made in any one year than ten per cent. on the paid-up capital; and every larger amount earned shall be appropriated to a rest, until such rest shall be equal to twenty-five per cent. of the amount of the capital for the time being.

32, 23 V., c. 12 to apply.

12. Notwithstanding anything contained therein or in any other Act, the "*Canada Joint Stock Companies Clauses Act, 1869*" shall extend and apply to the Company hereby incorporated, and shall be incorporated with and form part of this Act, in so far as the same is not inconsistent with any of the provisions hereinbefore contained.

And general Insurance Acts.

13. This Act shall be subject to the provisions of "*The Insurance Acts of 1875 and 1877*" and of any Acts amending the same.

CHAP 105.

An Act to incorporate the Tecumseh Insurance Company of Canada.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS Benjamin Cronyn, George S. Birrell, Henry Taylor, George Jackson, John R. Minhinnick, John A. Mackenzie and Duncan Macmillan, M.P., and others have,
by

by their petition, represented that the establishment of an association for the insurance of fire and marine risks would be greatly beneficial, and have prayed for the passing of an Act of incorporation for the purpose of carrying on a business of that nature, 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:—

1. The persons hereinbefore named and all such persons as shall become shareholders of the Company to be hereby incorporated shall be and are hereby ordained, constituted and declared to be a body corporate and politic in law, in fact, and in name by the style and title of the "Tecumseh Insurance Company of Canada" (hereinafter called the Company), for the purpose of carrying on the business of fire and marine insurance, and doing all things appertaining thereto or connected therewith in the Dominion of Canada and elsewhere, in their corporate name aforesaid; and they and their successors shall and may have a common seal, and may change the same at their will and pleasure.

Certain persons incorporated.

Corporate name and powers.

2. For the purpose of organizing the Company, Benjamin Cronyn, George S. Birrell, Henry Taylor, George Jackson, John R. Minhinnick, John A. Mackenzie and Duncan Macmillan, M.P., shall be provisional Directors thereof; and they or a majority of them may cause stock books to be opened, after giving due public notice thereof by advertisement for ten days in one or more of the daily papers published in the City of London, Ontario,—upon which stock books shall be recorded the subscription of such persons as shall desire to become shareholders of the Company; and such books shall be opened in the said City of London, and at such other places, and for such a length of time as the said provisional Directors may deem necessary; and the provisional Directors are hereby authorized to receive from the shareholders a deposit of five per cent. on the amount of stock subscribed by them respectively, and to pay all costs and expenses incurred in the application for and obtaining the passing of this Act.

Provisional directors.

Their powers. Stock books.

Deposit on subscribing.

The capital stock of the Company shall be five hundred thousand dollars, divided into five thousand shares of one hundred dollars each, with the privilege to increase the same from time to time, to any amount not exceeding one million of dollars, by a vote of the shareholders at any annual or special meeting called for that purpose,—which said shares shall be and are hereby vested in the several persons who shall subscribe for the same, their legal representatives and assigns, subject to the provisions of this Act; Provided always, that upon every increase of the capital stock of the Company the sum of at least five per cent. upon the amount of such increased capital shall be paid in.

Capital stock and shares.

Provision for increase.

Equal rights
of share-
holders.

4. Aliens as well as British subjects, and whether resident in Canada or elsewhere, may be shareholders in the Company ; and all such shareholders shall have equal privileges with British subjects ; but it is hereby provided that the majority of the Directors of the Company shall be residents of Canada.

First meeting
of share-
holders.

5. When and so soon as two hundred and fifty thousand dollars of the said capital stock shall have been subscribed as aforesaid, and ten per cent. of the amount so subscribed paid in, the said provisional Directors shall call a general meeting of shareholders at some place to be named in the City of London aforesaid, giving at least two weeks' notice thereof in one or more of the daily newspapers published in the said city, and also in the *Canada Gazette*,—at which meeting the shareholders present in person or represented by proxy shall elect not less than six nor more than twelve Directors in the manner and qualified as hereinafter provided, who shall constitute a Board of Directors and hold office until the next annual meeting, which shall be held on the fourth Tuesday in January in each year.

Election of
directors.

Calls on
stock.

6. The shares of capital stock subscribed for shall be paid, in and by such instalments and at such times and places as the Directors shall appoint ; no such instalment shall exceed ten per cent. of the sum subscribed ; thirty days' notice of each call shall be given, and instalments shall not be made payable more frequently than once in three months : Provided, that the Company shall not be authorized to avail themselves of the privileges conferred by this Act, otherwise than in accordance with the provisions of the several Acts of the Parliament of Canada relating to fire and marine insurance companies ; and provided further, that until two hundred and fifty thousand dollars of the capital stock of the Company shall have been *bonâ fide* subscribed for, and fifty thousand dollars paid on account of the said capital stock, the Company shall not commence business under this Act.

Proviso :
general insur-
ance Acts to
apply.

Proviso :
when business
may be com-
menced.

Forfeiture of
shares for
non-payment
of calls.

7. If any shareholder shall refuse or neglect to pay the instalments due upon any share or shares held by him, the Directors may declare such share or shares forfeited, together with the amount previously paid thereon, in such manner as may be provided in the by-laws of the Company ; and such forfeited share or shares may be sold at a public sale by the Directors, after such notice as they may direct ; and the moneys arising therefrom shall be applied for the purposes of this Act : Provided always, that in case the money realised by any sale of shares be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus of such money shall be paid on demand to the owner ; and no more shares shall be sold than what are deemed necessary to pay such arrears, interest and expenses.

Sale of for-
feited shares.

Proviso :
surplus to be
returned to
owner.

8. If payment of such arrears of calls, interest and expenses, be made before any share so declared forfeited shall have been sold, such share shall revert to the owner as if the same had been duly paid before forfeiture thereof; and in all actions or suits for the recovery of such arrears or calls, it shall be sufficient for the Company to allege that the defendant, being the owner of such shares, is indebted to the Company in such sum of money as the calls in arrear amount to for such and so many shares, whereby an action hath accrued to the Company by virtue of this Act; and on the trial it shall only be necessary to prove that the defendant was owner of the said shares in the Company, that such calls were made, and that notice was given as directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such calls or any matter whatever, other than what is before mentioned; a copy of any by-law, rule, regulation or minute, or of any entry in any book of the Company, certified to be a true copy or extract under the hand of the President, Vice-President, Managing Director or Secretary of the Company, and sealed with the corporate seal, shall be received in all courts and proceedings as *prima facie* evidence of such by-law, rule, regulation, minute or entry, without proof of the official character or signature of the officer signing the same, or of the corporate seal.

Shares to revert to owner in case of payment.

Recovery by suit; what only need be alleged and proved.

What shall be evidence of certain matters.

9. No transfer of any share of the stock of the Company shall be valid until entered in the books of the Company, according to such form as may, from time to time, be fixed by the by-laws; and until the whole capital stock of the Company is paid up, it shall be necessary to obtain the consent of the Directors to such transfer being made: Provided, that no shareholder indebted to the Company shall be permitted to make a transfer or receive a dividend, until such debt is paid or secured to the satisfaction of the Directors; and no transfer of stock shall, at any time, be made until all calls thereon have been paid in.

Transfer shares.

Proviso: as to shareholders indebted to the company.

10. Each shareholder shall be individually liable to the creditors of the Company, to an amount equal to the amount unpaid on the stock held by him, for the debts and liabilities of the Company, but no further.

Liability of shareholders limited.

11. The transmission of any share of the stock of the Company, in consequence of the marriage, death or insolvency of a shareholder, or by any other means than an ordinary transfer shall be made, proved and authenticated in such form, by such proof and generally in such manner as the Directors shall, from time to time, require or by by-law direct, before any persons claiming such share shall be entitled to vote thereon or to receive any dividends or money payable in respect thereof.

Transmission of shares otherwise than by transfer.

Board of
directors.

12. The stock, property, affairs and concerns of the Company shall be managed and conducted by not less than six nor more than twelve Directors, who shall hold office until the next following general election of Directors; and such Directors shall be shareholders, and be elected at the annual general meeting of shareholders to be holden at the City of London, Ontario, on the fourth Tuesday in January of each year,—not less than two weeks' notice of such meeting being given, as hereinbefore provided; such election shall be held and made by such of the shareholders present in person or represented by proxy, as shall have paid all calls made and then due; and all such elections shall be by ballot, and the required number of persons who shall have the greatest number of votes at any such election shall be Directors, except as hereinafter directed; and if two or more persons shall have an equal number of votes in such a manner that a greater number of persons than are required shall appear to be chosen as Directors, then the Directors who shall have the greatest number of votes, or the majority of them, shall determine which of the said persons so having an equal number of votes shall be the Director or Directors, so as to complete the whole number required: and the said Directors shall, as soon as may be after the said election, proceed in like manner to elect by ballot one of their number to be President, and one to be Vice-President; and if any vacancy should occur amongst the said Directors by death, resignation, disqualification or removal during the current year of office, such vacancy shall be filled for the remainder of the year, by the remaining Directors or a majority of them electing in such place or places a shareholder or shareholders eligible for such office: Provided always, that no person shall be eligible to be or continue as Director, unless he shall hold in his name and for his own use, stock in the Company to the amount of twenty shares, whereof at least ten per cent. shall have been paid in, and shall have paid all calls made upon his stock and all liability actually matured and incurred by him with the Company.

Election.

Ballot.

Ties.

President and
Vice-Presi-
dent.

Vacancies,
how filled.

Proviso:
qualification
of director.

Failure of
election not
to dissolve
the company:
proceedings
in such case.

13. In case it should, at any time, happen that an election of the Directors of the Company should not be made at any day when, pursuant to this Act, it should have been made, the Company shall not, for that cause, be deemed to be dissolved; but it shall and may be lawful on any other day to hold and make an election at a special general meeting to be called for that purpose by the Directors, who shall continue in office until a new election is made.

Votes on
shares.

14. At all general meetings of the Company each shareholder shall be entitled to give one vote for every share held by him for not less than fourteen days prior to the time of voting, upon which all calls then due have been paid up; such votes may be given either in person or by proxy—the holder

Proxies.

holder of any such proxy being himself a shareholder; and all questions proposed for the consideration of the shareholders shall be determined by the majority of votes, the chairman presiding at such meeting having the casting vote, in case of an equality of votes.

Casting vote.

15. At the annual meeting of the shareholders the election of Directors shall be held and all business transacted without the necessity for specifying such business in the notice of such meeting; and at such meeting a general balance-sheet and statement of affairs of the Company with a list of all the shareholders thereof, and all such further information as may be required by the by-laws, shall be laid before the shareholders; special general meetings of the shareholders may be called in such manner as may be provided for by the by-laws; and at all meetings of the shareholders the President, or in his absence the Vice-President, or in their absence a Director or shareholder, chosen by the shareholders, shall preside, who, in case of an equality of votes, shall give the casting vote in addition to his vote as a shareholder.

Annual general meetings.

Special general meetings.

16. At all meetings of the Directors five shall be a quorum for the transaction of business, and all questions before them shall be decided by a majority of votes; and in case of an equality of votes the President, Vice-President or presiding Director shall give the casting vote in addition to his vote as a Director.

Quorum of directors.

Casting vote.

17. The Directors of the Company, at a meeting held for such specified purpose, may declare such annual or semi-annual dividends upon the capital stock, as they shall deem justified by its business, so that no part of the capital thereof be appropriated to such dividends; and if the Directors of the Company declare and pay any dividend when the Company is insolvent, or any dividend the payment of which renders the Company insolvent, or diminishes the capital stock thereof, the Directors declaring such dividend shall be jointly and severally liable as well to the Company as to the individual shareholders and creditors thereof, for the amount of the dividend or dividends so paid; but if any Director present when such dividend is declared do forthwith, or if any Director then absent do, within twenty-four hours after he shall become aware thereof and able to do so, enter in the minutes of the Board of Directors, his protest against the same, and do within eight days thereafter, publish such protest in the *Canada Gazette* and in at least one newspaper published at the said City of London, Ontario, such Director may thereby, and not otherwise, exonerate himself from such liability.

Dividends.

Liability of directors if dividend impairs capital.

How such liability may be avoided.

18. The Company shall have power and authority to make and effect contracts of insurance with any person or persons,

Business and general

powers of the company.
Insurance against fire.

body corporate or politic, against loss or damage by fire or lightning on any house, store or other building whatsoever, and in like manner on any goods, chattels or personal estate whatsoever, for such time or times and for such premiums or considerations, and under such modifications and restrictions and upon such conditions, as may be bargained and agreed upon or set forth by and between the Company and the person or persons agreeing with them for such insurance; and the Company in like manner shall have power and authority to make and effect contracts of insurance with any person or persons, body politic or corporate, against loss or damage by fire, storm or tempest, or from any other cause, of or to ships, boats, vessels, steamboats or other craft navigating the oceans, lakes, rivers or high seas, or other navigable waters whatsoever, from any port or ports in Canada to any other port or ports in Canada, or to any foreign port or ports upon the oceans, lakes, rivers or other navigable waters aforesaid, or from one foreign port to another foreign port, or from any foreign port or ports to any port or ports in Canada or elsewhere, upon all or any of the oceans, lakes, rivers and navigable waters aforesaid, and against any loss or damage of or to the cargoes or property conveyed in or upon such ships, vessels, boats or other craft, and the freight due or to grow due in respect thereof, or of or to timber, or other property of any description conveyed in any manner upon any of the oceans, seas, lakes, rivers, or navigable waters aforesaid, or on any railway, or stored in any warehouse or railway station, and generally to do all matters and things relating to or connected with fire and marine insurance as aforesaid; and to make and to grant all policies therein and thereupon; and to cause themselves to be insured against any loss or risk they may have incurred in the course of their business; and generally to do and perform all other necessary matters and things connected with and proper to promote those objects: and all policies or contracts of insurance issued or entered into by the Company shall be signed by the President or Vice-President, and countersigned by the Managing Director or Secretary, or otherwise, as may be directed by the by-laws, rules and regulations of the Company, and being so signed and countersigned, shall be deemed valid and binding upon the Company according to the tenor and meaning thereof.

On ships, vessels, craft and freight.

On timber, &c.

Re-insurance.

Policies, how executed.

Amalgamation with another company.

Consent of shareholders.

19 The Company shall have power to amalgamate with, or purchase the business of any other insurance company, or to sell out and dispose of the business of the Company to any other such company, upon such terms and conditions as may be agreed upon and as shall not impair the recourse or remedy of any creditor of either company; but before the completion of any such amalgamation, purchase or sale, the consent of two-thirds of the votes of the shareholders shall

be

be obtained at any general or a special meeting of the shareholders called for the purpose.

20. The Company shall have power to acquire and hold such real estate as may be necessary for the purpose of its business, and to sell or dispose of the same and acquire other property in its place, as may be deemed expedient; and to take, hold and acquire all such lands and tenements, real and immovable estate, as shall have been *bond fide* mortgaged to it by way of security, or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales upon judgments which shall have been obtained for such debts, or purchased for the purpose of avoiding a loss to the Company in respect thereof, or of the owners thereof, and to retain the same for a period not exceeding five years; and the Company may invest its funds or any part thereof in the public securities of the Dominion of Canada, or of any of the Provinces thereof, or of any foreign state or states, when required for the carrying on of business in such foreign state, or in the stocks of any chartered banks or building societies, or in the bonds or debentures of any incorporated city, town or municipality authorized to issue bonds or debentures, or in mortgages on real estate, or in such other securities of like character, and in such manner, and at such rate of interest as may be agreed upon, not exceeding the rate allowed by law in the Province where the investment is made, as the Directors may elect; and may, from time to time, vary or sell the said securities, or mortgage or pledge the same from time to time as occasion may require; but not more than fifty per cent. of the whole amount of the investments of the Company at any time shall consist of the public securities of any foreign state or states.

Powers as to
real estate.

Investment of
funds.

May change
their securi-
ties.

21. The Directors shall have full power and authority, from time to time, to make and to alter such by-laws, rules, regulations and ordinances, as shall appear to them proper and needful, touching the well ordering of the Company, the management and disposition of its stock, property, estate and effects, the calling of special general meetings, the regulation of the meetings of the Board of Directors, the increasing or the decreasing of the number of Directors, the increasing of the capital stock, the appointment of a Managing Director, and of local boards to facilitate the details of the business, and the definition of the duties and powers of such local boards, the making of calls upon the subscribed capital, the issue and allotment of shares, the appointment and removal of officers and agents of the Company, the regulation of their powers and duties, and the remuneration to be paid to them, the regulation of the transfer of stock and the form thereof, the compensation of Directors, the establishment and regulation of agencies, and the determining of rates, rules

Directors may
make by-laws

and conditions under which the Company's policies shall be issued, transferred or repurchased : Provided always, that all such by-laws, rules, regulations, and ordinances made by the Directors as aforesaid, shall only be valid and binding until the next annual general meeting of the shareholders, unless they are then approved by such meeting, and shall thereafter have force and effect as so approved or modified at such meeting ; and provided further, that such by-laws do not contravene the provisions of this Act.

Head office
and agencies.

22 The chief place of business of the Company shall be in the City of London, in the Province of Ontario ; and the Company shall have power and authority to comply with the laws of any Province, state or country, wherein it proposes to carry on business, so far as such laws are not inconsistent with the provisions of this Act or with the laws of Canada, and to appoint therein, under the seal of the Company, local managers, agents or other officers.

Company not
bound to see
to execution
of trusts.

23. The Company shall not be bound to see to the execution of any trust, whether expressed, implied or constructive, to which any share or shares of its stock may be subject ; and the receipt of the person in whose name any share stands, shall be a sufficient discharge to the Company for any money paid in respect of such share or shares, notwithstanding any trust to which they or any of them may be held subject, and whether or not the Company shall have had notice of such trust.

General Acts
to apply.

24. The Company shall be subject to the provisions of all Acts passed by the Parliament of Canada, in force or that may hereafter be in force respecting fire and marine insurance companies generally.

Certificate of
Minister of
Finance to be
obtained.

25. The Company shall obtain from the Minister of Finance, within two years from and after the passing of this Act, the licenses required by section five of the Act passed in the thirty-eighth year of Her Majesty's reign, chapter twenty, in default of which this Act shall become and be null and void and of no effect, and the charter hereby granted and all and every the rights and privileges hereby conferred shall be forfeited.

Penalty for
default.

CHAP. 106.

An Act to further amend the Act incorporating The Mutual Life Association of Canada, and to change the name thereof to "The Life Association of Canada."

[Assented to 17th May, 1882.]

WHEREAS the Mutual Life Association of Canada has, Preamble, 34 V., c. 57.
by its petition, prayed that its Act of incorporation, thirty-fourth Victoria, chapter fifty-seven, may be further amended as hereinafter set forth; and whereas 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, enacts as follows:—

1. The said Association shall have power and authority to receive applications, issue policies, and carry on a life assurance business on the plan or principle of non-participation in profits, in addition to any powers heretofore exercised by the said Association, and to divide the business of the said Association into two branches, to be called respectively the "participating" and "non-participating" branches. Business on non-participating principle.

2. The fifth section of the said Act is hereby repealed, and the following substituted therefor:— Sec. 5 repealed.

"**5.** This Act shall be subject to any Act or Acts passed or to be passed by the Parliament of Canada respecting insurance companies generally; and in case the amount of deposit required by any such Act shall, at any time, exceed the re-insurance value of the then existing business of the Association, the Directors may establish a guarantee fund of such an amount as may be necessary to comply with such requirement, and pay the subscribers thereof not more than six per cent. interest per annum, on the amount actually paid up." New sect. 5. Certain Acts to apply to company. Guarantee fund, when to be established.

3. The Directors may increase the guarantee fund of the said Association to an amount not exceeding two hundred thousand dollars, and the subscribers thereof shall be paid, out of the revenue of the Association generally, interest at the rate of six per cent. per annum on the amount thereof actually paid up; such guarantee fund shall be liable for the payment of losses, and may be used for the purposes of the Association in such manner and to such extent as the Directors may, by resolution or by-law, determine. Guarantee fund may be increased and be liable for losses.

4. Those who have already subscribed to the said guarantee fund, as well as those who may hereafter subscribe thereto, shall be called "guarantors," and shall be entitled Certificates to be issued to subscribers as guarantors.

to scrip certificates for the amounts subscribed for by them respectively; and such certificates shall show the amount actually paid thereon, together with such bonuses or accumulations hereinafter referred to, as may, from time to time, be placed at the credit of the several guarantors respectively, and which thereafter shall, for all purposes, be treated as payments on account of the said guarantee fund.

Interest on
guarantee
fund, how
chargeable.

5. The interest on the said guarantee fund, payable to the said guarantors as hereinbefore provided, shall be chargeable to the "participating" and "non-participating" branches in the proportion which the amounts of gross premiums received in the said branches respectively in each year bear to each other; the principal of the said guarantee fund shall not be a charge on the assets or profits pertaining to the "participating" branch, but the guarantors shall be entitled to the profits which may be realized from the business of the "non-participating" branch, and a reserve fund may be formed, out of which bonuses shall be paid to the guarantors according to the amounts subscribed for by them, as the Directors may, from time to time, determine; but in no case shall any bonus be paid to any guarantor until the amount subscribed for by him shall have been paid up in full, and such bonuses shall be placed to his credit upon the amount so subscribed for by him, until the same shall be paid in full.

Reserve fund,
and to what
purposes
applicable.

Votes of
guarantors.

6. Each guarantor shall be entitled in person or by proxy, to one vote for every one hundred dollars subscribed for by him,—all calls thereon having been paid.

Calls and
enforcement
thereof by
forfeiture
and sale.

7. The Directors shall have power to make calls upon the guarantors for such sums and at such times as they shall think fit for the purposes of the Association, and to sue for and enforce payment of the same; they may also declare all subscriptions forfeited on which such calls have not been duly paid, and sell the same or any part thereof in such manner as the Directors may determine: Provided always, that in case the money realized by any sale as aforesaid be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus of such money shall be paid on demand to the guarantor interested therein.

Proviso, as to
surplus of
proceeds.

Liability of
guarantors
limited.

8. No guarantor shall be liable in respect of his subscription for more than the amount thereof, and no policy-holder shall be personally liable for more than the premiums on his policy which he has, by promissory note, draft, cheque or otherwise, specially undertaken to pay.

Transfer of
interest in
guarantee
fund.

9. No guarantor shall have the right to transfer his interest in the said guarantee fund, or his liability in respect thereof, without the consent of the Board of Directors, and no such transfer shall be complete or have any legal effect until
the

the transferee shall have accepted the same and in due form assumed the liability to pay to the said Association any balance that may remain unpaid upon the amount subscribed for by the assignor thereof.

10. Section two of the said Act is hereby repealed, and the following substituted therefor :— Sect. 2
repealed.

“**2.** Any individual, firm or corporation, being a legal or beneficial holder of a policy of insurance in the participating branch, or certificate of subscription to the guarantee fund as hereinafter provided, shall be a member of the Association.” New sect. 2.
Who shall be
members.

11. Section seven of the said Act is hereby repealed, and the following substituted therefor :— Sect. 7
repealed.

“**7.** Annual meetings of the members of the Association shall be held on the third Tuesday of the month of April in each year, at such place and hour in the City of Hamilton as the Directors may appoint, for the purpose of electing a Board of Directors to manage the affairs of the Association for the then succeeding year,—a notice of which meeting shall be published at least four weeks previously in two newspapers published in the city of Hamilton, and in the *Canada Gazette*: if the election of Directors be not held on the day when by the terms of this Act it ought to be held, the members of the Association may hold the same on any other day, at an extraordinary meeting to be specially called for the purpose, or as may be provided for in any by-law to be passed for that purpose; and all acts of the Directors, until their successors be elected, shall be valid.” New sect. 7.
Times of
holding an-
nual meet-
ings.

Notice.

Provision in
case of failure
of election.

12. Section eight of the said Act is hereby repealed, and the following substituted therefor :— Sect. 8
repealed.

“**8.** If at any time it shall appear expedient to any five members of the Board of Directors, or to any number of members of the Association, holding in the aggregate policies on lives to the amount of two hundred thousand dollars, or certificates of subscription to the guarantee fund to the amount of twenty-five thousand dollars, to call an extraordinary meeting of the members at large, it shall be lawful for them, by writing under their hands at any time, to require the Directors so to do; and such requisition shall fully express the object of the meeting so required to be called, and shall be left at the office of the Company,—upon the receipt whereof it shall be the duty of the Directors forthwith to convene a meeting of the members; and if the Directors shall fail to call a meeting within fourteen days thereafter, it shall be lawful for the said number of Directors or the said members so qualified as aforesaid, to call such meeting,” New sect. 8.
Extraordi-
nary meeting
of members,
how called
by directors.

Or by mem-
bers in
default of
directors.

meeting, by giving public notice thereof, specifying the purpose for which the same is called; and every such notice shall specify the place, the day and the hour of such meeting, and shall be published in two newspapers in the City of Hamilton, and in the *Canada Gazette* for four weeks previous thereto."

Sect. 10
amended.

13. The tenth section of the said Act is hereby amended by adding the words "except the Manager."

Number and
term of office
of directors.

14. The number of Directors of the said Association may be increased to a number not exceeding twenty-four, one-third of whom shall retire annually; at the first meeting of the Association at which Directors shall be elected after the passing of this Act, there shall be a separate election of such Directors as are to serve for the several terms of one, two and three years respectively: Provided, that nothing herein contained shall in any way interfere with the eligibility of any Director for re-election.

Proviso.

Sect. 24
repealed.

15. The twenty-fourth section of the said Act is hereby repealed, and the following substituted therefor:—

New sect. 24.
Division of
profits of
participating
branch.

"24. The net profits of the participating branch of the Association shall be divided amongst the policy holders of that branch every five years or oftener, upon such equitable adjustment thereof as the Directors may deem expedient; and the Directors shall have the power to determine the rates of premium for insurance, and the amount which may be insured on any one life, and may re-insure any life or lives in any other life insurance company as they may see fit; but nothing herein contained shall be construed so as to prevent members at their option participating in deferred profits in lieu of such periodical participation."

"Manager"
substituted
for "Act-
uary."

16. The word "manager" is hereby substituted for the word "actuary" wherever the latter word occurs in the said Act.

Name
changed.

17. The name of the said Association is hereby changed to 'The Life Association of Canada.'

What the
term "guar-
antor" shall
include.

18. Wherever in this Act the words "guarantor" or "guarantors" occur, they shall be held to include any person or persons who may, from time to time, be substituted, with the consent of the Board of Directors, for any subscriber to the said fund.

Inconsistent
provisions
repealed.

19. Any provisions of the Act of incorporation hereby amended, inconsistent with this Act, are hereby repealed.

CHAP. 107.

An Act to incorporate the "Canada Provident Association."

[Assented to 17th May, 1882.]

WHEREAS William G. Perley, James McLaren, E. B. Eddy, John R. Booth, Esquires, Joseph M. Currier, M. P., Edward McGillivray, Daniel O'Connor, and A. Frankford Rogers, Esquires, have, by their petition, represented that they and other persons have associated themselves together for the purpose of forming a society for the mutual benefit of themselves and all such persons as may become members of the Association, by making provision in cases of sickness, unavoidable misfortune and death, and for substantially assisting the widows and orphans of deceased members, and have prayed to be incorporated for that purpose, 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, enacts as follows:—

1. The several persons hereinbefore named, together with such other persons as now are, or may hereafter become members of the Association hereby incorporated, are hereby created, constituted and declared to be a corporation and body politic and corporate, by the name of the "Canada Provident Association," hereinafter called "the Association;" and the Association shall have power to lease, purchase and hold any real estate for their own use and accommodation, and to hold for a period of ten years such real estate as shall have been acquired under mortgage or by purchase, or in satisfaction of debts or judgments recovered, and the same to sell, let or otherwise dispose of; and they shall have power to invest their funds in mortgage security or in the bonds or other securities of the Dominion of Canada or of any of the Provinces composing the Dominion, or of any building society, loan or investment company, or on the security of any municipal corporation in the Dominion.

Preamble.

Certain persons incorporated.

Corporate name.

Real estate.

Investment of funds.

2. The object and plan of the Association shall be for the mutual benefit of the members thereof, and to make provision by means of assessments, dues, donations or other payments of members in cases of sickness, unavoidable misfortune and death, and for substantially assisting the widows and orphans of deceased members; the Association shall have power to form from the payments of members such fund or funds as they shall deem expedient for the said purposes or any of them, and such fund or funds shall be for the exclusive benefit of members of the Association,

Objects of the association.

Funds for the benefit of members.

tion, and shall be formed and controlled according to the rules relating to each such fund in the by-laws of the Association; and such fund or funds shall be exempt from execution for the debt of any member of the Association, and shall not be liable to be seized, taken or appropriated by any legal or equitable process to pay any debt or liability of any member of the Association.

Election of directors and making of by-laws for certain purposes.

3. After the passing of this Act a meeting of the members of the Association shall be called, for the election of Directors, to make such by-laws, rules and regulations as they shall deem proper for the election of Trustees and Directors and other officers, and prescribing their duties, powers and functions, and the mode of discharging the same, the admission of new members, regulating and fixing the amount of assessments, dues or other payments of members, suspending, fining or expelling members or officers for non-compliance with the by-laws, rules and regulations of the Association, and generally to pass such by-laws, rules and regulations as shall be deemed necessary; and such by-laws, rules and regulations so made, and not inconsistent with law, shall be legal and binding until altered, amended or repealed, or until the next annual meeting of the members of the Association.

Fund for deposit with Receiver-General.

4. The Association shall have power to form a fund, by subscription, for the purpose of making any deposit with the Receiver-General required by Act of the Parliament of Canada, and shall have power to pay to the persons subscribing to the said fund interest at a rate not exceeding seven per cent. per annum for the amount subscribed and paid: Provided however, that such fund shall not be so subscribed and formed by the members of the Association if the moneys of the Association at the time are equal to the amount required to be deposited by such Act of Parliament; and such moneys may then be deposited instead of such subscribed fund; and if the members of the Association shall, at any time, deem it expedient for the interest of the Association to raise a subscribed fund to an amount not exceeding twenty-five thousand dollars, they shall have power to do so, and to pay the subscribers thereto interest at a rate not exceeding seven per cent. per annum for the amount subscribed and paid: Provided, that in the case of the fund last mentioned and in the case of the fund to be formed to comply with any Act of the Parliament of Canada,—when the moneys of the Association shall be equal in amount to the fund so necessary to be formed, the aforesaid fund or funds shall be redeemed by the moneys of the Association.

May be made with moneys of the association.

Or by subscription of members.

Proviso: repayment of fund.

Certificate of membership.

5. Every individual, who is admitted as a member of the Association, shall receive a certificate of membership, on which shall be printed the by-laws, rules and regulations relating

relating to membership or the conditions of membership; and so long as such conditions are complied with he shall remain a member of the Association, and shall enjoy all the benefits and privileges of a member thereof.

6. The head office of the Association shall be in the City of Ottawa, but the members shall have power at any annual meeting to change the location of the head office; and the Association shall have power to open local agencies throughout the Dominion of Canada.

Chief office.

May be changed.

7. The annual meeting shall be held at the head office, and a notice of such meeting shall be published in the *Canada Gazette* and in one or more of the newspapers published in the City of Ottawa, for at least ten days previous to the annual meeting; and at each annual meeting the members of the Association shall confirm, alter, amend or make by-laws, rules and regulations, and they shall appoint at each annual meeting a Board of Directors, who shall elect from amongst themselves a President and Vice-President.

Annual general meeting.

For what purposes.

8. A special general meeting of the Association may, at any time, be called by twenty-five members thereof, who shall sign a requisition to that effect, and clearly specify the objects of such meeting, and leave the requisition at the head office of the Association; and within sixty days after such requisition has been received at the head office of the Association a special meeting of the members shall be called by the President giving public notice thereof of not less than ten days.

Special general meetings.

9. It shall be the duty of the presiding or managing officer or officers of the Association to prepare or cause to be prepared an annual statement of the affairs of the Association; such statement shall be sworn to before some person duly authorized to administer oaths in any legal proceeding, by the presiding or managing officer or officers, and a copy of the statement shall be sent to each member of the Association and also to the Minister of Finance previous to the annual meeting.

Annual statement of affairs.

Duly attested copy to Minister of Finance.

10. All the offices, books, vouchers, papers and everything appertaining to the Association shall be at all times open to the inspection of the Minister of Finance or such person as he may delegate to perform such inspection for him; and if at any time the statement in the next preceding section mentioned be not transmitted to the Minister of Finance, within one month from the date on which in accordance with the provisions of this Act it should be so transmitted, or if it shall appear by such statement that the Association is insolvent; or if it shall appear by the report on oath, of any person deputed by the Minister of Finance to examine into

Books and accounts to be open to Minister of Finance.

Minister may suspend the association in certain cases.

into the affairs of the Association, that any such statement is wilfully false, or that the Association is insolvent, or that the funds of the Association are not applied to the purposes specified by this Act and by the by-laws and regulations of the Association, or that such person, so deputed, has been refused access to the office, books, vouchers or papers of the Association, or such information as would enable him to make a sufficient report; then, and in any such case the Minister of Finance may, by notice in the *Canada Gazette*, declare the business of the Association to have ceased; but in any of the cases in which discretionary power is given to the Minister of Finance to declare the business of the Association to have ceased, he may, before doing so, give notice to the Association and afford the same an opportunity of making any explanation it may be advisable to make.

Votes and proxies at meetings.

II. At every meeting of the members of the Association each member thereof shall be entitled to one vote, either in person or by proxy; but no holder of a proxy may vote unless he is himself a member qualified to vote.

CHAP. 108.

An Act to empower the Ottawa Agricultural Insurance Company to wind up their affairs, and to relinquish their charter and to provide for the dissolution of the said Company.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the Ottawa Agricultural Insurance Company, have, by their petition, represented that at a general meeting of the shareholders of the said Company, held at Ottawa on the twenty-second day of November, one thousand eight hundred and eighty-one, specially called for the purpose, it was resolved unanimously by the shareholders then present that the business of the said Company be closed and its affairs wound up with all convenient despatch and without undue sacrifice; and whereas statutory provision is considered necessary to enable them to do so, and the said Company have, by their said petition, prayed that an Act may be passed to empower them to do so, and to prescribe the manner in which the same shall be done, in conformity with the terms of the said resolution, 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, enacts as follows:—

1. Notwithstanding anything contained in the Act incorporating the said Company passed in the thirty-seventh year of the reign of Her Majesty Queen Victoria, and intituled "*An Act to incorporate the Ottawa Agricultural Insurance Company*," the said Company may, and are hereby empowered to close their business and wind up their affairs and to relinquish their Act of incorporation and be dissolved in accordance with the resolution passed at the meeting of shareholders in the preamble to this Act mentioned.

Company incorporated by 37 V., c. 89, empowered to wind up its affairs, and be dissolved.

CHAP. 109.

An Act to authorize and provide for the winding up of the Dominion Fire and Marine Insurance Company.

[Assented to 17th May, 1882.]

WHEREAS the Dominion Fire and Marine Insurance Company, by its petition, has represented that owing to its large and unexpected losses, it has re-insured all its risks and it is in the best interests of its shareholders that it should be wound up, and it has prayed for authority to do so, 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, enacts as follows:—

Preamble.

1. Notwithstanding anything contained in the Act incorporating the Company, passed in the thirty-sixth year of Her Majesty's reign, chaptered ninety-seven, the Company may and are hereby empowered to close their business and wind up their affairs. A special general meeting of the shareholders shall be called, in the manner hereinafter provided, for the election from among their number of three liquidators who shall be substituted for the Directors of the Company; and upon the appointment of such liquidators the duties of the Board of Directors shall cease, and such liquidators shall have all the powers and authority of the Directors. No business shall be transacted by the Company or its liquidators other than what shall be required for winding up the affairs of the Company in the manner herein provided for.

Company may wind up their affairs.

Meeting for election of liquidators.

To have powers of directors.

Company to cease business.

2. Immediately upon the passing of this Act, the Directors then in office shall call a special meeting of the shareholders who have paid in full all calls made by the Directors, for the appointment of the said three liquidators. Notice of the said meeting and of all meetings of shareholders, authorized

Meeting of shareholders to be called.

Notice.

to

to be called under this Act, shall be given in the manner provided for the calling of annual meetings under the Act incorporating the Company. All shareholders, who have paid in full all the calls made by the Directors, present at such meeting in person, or represented by proxy, shall have the right to vote thereat, in the manner authorized by the said Act of incorporation and the by-laws of the Company.

Votes at meeting.

Proceedings of liquidators.

Proportionate distribution of assets.

3. The liquidators shall proceed according to their discretion with the realization of the assets of the Company as speedily as possible without undue sacrifice, and from and out of the proceeds of such assets they shall pay or provide for all the liabilities of the Company, and after so doing they shall proceed to divide the balance of the proceeds of the assets *pro ratâ* among the shareholders of the Company, in proportion to the amount paid up on the shares not exceeding the total amount called up by the Directors; but no shareholder in arrear for calls shall participate in such distribution until the other shareholders shall have been paid in full the amount they have paid on their shares in excess of those in default, (but not exceeding the total amount called up by the Directors) together with interest on the said excess to be computed from the actual day of payment, not earlier than the day fixed for payment of each call.

Certain rights not affected.

4. Nothing in this Act contained shall affect the liability of the Company or of the shareholders thereof in respect of third parties, or of the creditors of the Company at the time of the passing of this Act and until the final winding up of the affairs of the Company.

General powers of liquidators.

5. The liquidators shall have full power to compromise, compound for, settle and arrange all claims of creditors of or debtors to the Company, and all suits, or actions, or disputes that now exist or may arise in winding up the Company; they may sell and dispose of the real and personal property of the Company in the manner they may think best for its interests, and they shall also have all the powers of dealing with the assets and property of the Company which the Directors would have had if it were not being wound up.

Assets may be sold *en bloc*.

6. If, pending the realization of the assets of the Company an offer should be made for the purchase of the whole of the remaining assets, *en bloc*, the liquidators may accept the same if they consider it advisable to do so, and if approved by a special meeting of shareholders called for that purpose, who are not in arrears in respect to any calls

Dividends.

7. After payment of the admitted debts of the Company and reserving a sufficient amount to meet all disputed or unadjusted claims, the liquidators shall, from time to time, distribute

distribute the balances as dividends amongst the shareholders, as provided by the third section of this Act.

8. If, after the expiration of one year from the passing of this Act, there shall remain any moneys in the hands of the liquidators reserved to meet any unknown, unadjusted or disputed claims as aforesaid, the liquidators shall deposit the same to their credit as liquidators in some chartered bank at interest, there to remain until the last dividend is about to be paid to the shareholders, and thereupon after one month's notice in the *Canada Gazette* and notice published once a week for four consecutive weeks in two daily newspapers in the City of Hamilton of the intention of the liquidators to distribute the amount so deposited amongst the shareholders, then any balance then remaining unclaimed, with the interest, shall be distributed amongst the shareholders.

Moneys in hand after one year to be deposited.

Distribution thereof.

9. When the affairs of the Company are finally wound up the liquidators shall make a report to a general final meeting of the shareholders who have paid all the calls made by the Directors, specially called by the liquidators for that purpose, and such report shall be submitted for their approval; and at such final meeting the said shareholders may give such orders as to the disposal and custody of the books, documents and records of the Company as they shall think fit; and the said meeting shall have power to declare the Act of incorporation to be relinquished, and the Company to be finally dissolved under the authority of this Act.

Final general meeting and proceedings thereat.

10. The liquidators shall be responsible each for his own acts only; they shall be indemnified out of the assets of the Company for all reasonable expenses incurred in the winding up thereof, and shall receive such remuneration as shall be voted by the shareholders who shall have paid all calls made by the Directors; they shall elect a chairman, who shall be entitled to one vote; two of them shall form a quorum, and the decision of a majority shall govern; they shall be subject to removal and replacement, from time to time, by the majority of the said shareholders (present in person or represented by proxy) at a meeting of shareholders to be specially called for that purpose; they may call meetings of the said shareholders to consider any questions that may arise in the winding up of the Company, and the decision of two-thirds majority of the said shareholders (present in person or represented by proxy) shall bind all the said shareholders and shall be a sufficient authority to the liquidators to act in accordance with such decision; and if any liquidator or liquidators shall die or resign, it shall be the duty of the survivors forthwith to call a meeting of the said shareholders to fill the vacancy so caused.

General provisions as to liquidators.

Decision of questions at meetings of shareholders called by liquidators.

How such meetings shall be called.

May be called by shareholders.

Notice.

Property vested in assignee or purchaser from liquidators.

Custody of books and documents.

11. All meetings of the said shareholders, authorized to be called by the liquidators under this Act, shall be called upon giving the notice required by the second section of this Act ; and in case the Directors or the liquidators shall fail to call any meeting required under this Act, or in case any shareholder or shareholders who, having paid all calls made by the Directors, shall think it proper that a meeting of the said shareholders should be called for any purpose connected with the winding up of the Company's affairs authorized by this Act, any such shareholder or shareholders, alone or together holding not less than one-tenth of the subscribed capital of the Company, may call a meeting of the said shareholders for any purposes authorized by this Act upon giving the notice required by the said second section.

12. Every assignee or purchaser from the liquidators of any claim, debt or demand due to the Company, or a purchaser at any sale authorized by the sixth section of this Act shall be entitled to have a transfer or assignment of the claim, debt or demand, or of the assets so purchased under the terms of the said sixth section, as the case may be, and may proceed to the recovery of the same by suit or otherwise in his own name without further formality.

13. The books, registers and documents of the Company shall be delivered to the liquidators immediately upon their appointment, and shall remain in their possession so long as they continue in office ; and so soon as their duties are completed they shall deliver them into the custody of such person as shall be indicated by the shareholders at the final general meeting hereinbefore mentioned.

CHAP. 110.

An Act to extend and amend the Acts relating to the Canada Landed Credit Company.

[Assented to 17th May, 1882.]

Preamble.

Act of Prov. of Canada, 22 V., c. 133.

WHEREAS the Canada Landed Credit Company, created and constituted a corporation by the Act of the legislature of the late Province of Canada, passed in the twenty-second year of Her Majesty's reign, chaptered one hundred and thirty-three, have prayed for certain alterations and amendments to the said Act, and for an extension of their rights and privileges, when altered and amended as aforesaid; to the Province of Manitoba and to the North-West Territories, or to any Province that may be formed out of the same ; and whereas it is expedient to grant the prayer of their said

said petition : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

1. It shall be lawful for the said Company to lay out and invest their funds by way of loan or upon mortgages and assignments of mortgages and in the purchase of mortgages on real estate in the said Province of Manitoba, or in the said North-West Territories, or any province that may be formed out of the same, to be secured by such real security and for such term and at such rate of interest, not exceeding eight per cent., as the said Company and its borrowers and assignors may agree upon.

Powers of the company extended to Manitoba and N.-W. Territories.

CHAP. III.

An Act for amending the Acts relating to "The Trust and Loan Company of Canada" and for enlarging the powers of the said Company.

[Assented to 17th May, 1882.]

WHEREAS an Act of the legislature of the late Province of Canada was passed in the seventh year of the reign of Her present Majesty, intituled "*An Act for incorporating and granting certain powers to the Upper Canada Trust and Loan Company*;" and whereas a Royal Charter was granted, by Her Majesty in Council in England, to the said Company on the thirteenth day of November in the ninth year of Her reign confirming the powers granted to the said Company by the said Act; And whereas the said Act was afterwards amended by two Acts passed, the one in the eighth year and the other in the session of the legislature aforesaid held in the thirteenth and fourteenth years of the reign of Her present Majesty; and whereas another Act was passed in the twenty-second year of the reign of Her present Majesty to amend the aforesaid Acts, intituled "*An Act to amend and extend three several Acts passed respectively in the seventh, ninth and fourteenth years of Her present Majesty's reign relating to The Trust and Loan Company of Upper Canada*;" and whereas another Act was passed in the twenty-fifth year of the reign of Her present Majesty, intituled "*An Act for facilitating the conveyance by the Trust and Loan Company of Upper Canada of lands in the Province of Canada by and through their Commissioners or Allowneys*;" and whereas another Act was passed in the thirty-second year of the reign of Her present Majesty, being chapter sixty-five of the Statutes of Ontario,

Preamble.

7 V., c. 63,
Province of
Canada.

8 V., c. 96.
14 V., c. 138.

22 V., c. 132.

25 V., c. 72.

thirty-second Victoria, one thousand eight hundred and sixty-eight and nine, intituled "*An Act to amend the Act of the late Province of Canada, twenty-five Victoria, chapter seventy-two, by declaring the intention of the same and confirming conveyances made by the Trust and Loan Company thereunder*;"

Supplemental charter.

And whereas a Supplemental Royal Charter, by Her Majesty in Council in England, was granted to the said Company on the twentieth day of February in the thirty-fifth year of Her reign, authorizing, among other things, the incorporation of the said Company to be continued thenceforth under the corporate name of "*The Trust and Loan Company of Canada*;" And whereas it is expedient further to amend the said several Acts, and to enlarge the powers of the said Company so as to enable the said Company to carry on the business of the said Company in all the Provinces of the Dominion of Canada: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Powers of the company may be exercised in all parts of Canada.

1. The said Company shall be and are hereby authorized and empowered to exercise all or any of the powers, rights and privileges granted to the said Company to be exercised within the Provinces of Upper and Lower Canada or within either of the said Provinces, or within the Provinces of Ontario and Quebec, or within either of the said Provinces in respect of any property, lands or hereditaments in the said Provinces or any of them, or in respect of any security real or personal, or both real and personal in the said Provinces or any of them, by the said recited Acts and charters, or any of them, or otherwise howsoever in the Dominion of Canada, and in every Province thereof now or hereafter to be admitted into the Union of the said Dominion, and to exercise such powers, rights and privileges in respect of any property lands or hereditaments in the said Dominion and in every Province thereof as aforesaid, and in respect of any security, real or personal, or both real and personal in the said Dominion and in every Province thereof as aforesaid, in the same manner and to the same extent as the said Company is authorized and empowered to exercise the same by the said recited Acts and charters, or any of them, or otherwise howsoever, in the said Provinces of Upper and Lower Canada, or in either of the said Provinces, or in the said Provinces of Ontario and Quebec, or in either of the said Provinces.

Certain loans to Governments or public bodies authorized.

2. It shall be lawful for the said Company to lend and advance money to the Government of the said Dominion, or to the respective Governments of any of the Provinces of the said Dominion as aforesaid, for any purpose whatsoever, or to any District Council or Municipal Corporation in the said Dominion or in any of the said Provinces, or to any Board, Trustees, Commissioners or other persons or person having the care of or making or executing any public works

works in the said Dominion or in any of the said Provinces, at such rate of interest as may be agreed upon in any such case, and to take and accept from any such Government, District Council, Municipal Corporation or any such Board, Trustees, Commissioners or other persons or person, such security for the repayment of the money so to be advanced, and also for the interest thereon, as shall be agreed upon, and with like powers and like effect with respect to the said advances, and to the said securities, and to recovering the said advances, and all interest accruing therefrom, and generally with like powers and like effect as are, in the third section of the said recited Act passed in the seventh year of Her Majesty's reign, set forth, concerning the loans and advances which the said Company are, by the said section, authorized to make.

Security therefor and enforcement thereof.

3. It shall be lawful for the said Company at all times, in exercising the powers of lending and advancing money given by the said recited Acts and charters or any of them or by this Act, to receive and take any such rate of interest whatever for the money so to be lent or advanced as may be lawfully taken by individuals, or in the Province of Quebec by incorporated companies, under like circumstances, not exceeding eight per cent.

What rate of interest may be taken.

4. It shall be lawful for the said Company, from time to time, to raise all or any part of the money which for the time being they have raised or are authorized to raise on mortgage or bond, by the creation and issue at such times, in such amounts and manner, on such terms, subject to such conditions and with such rights and privileges as the Company think fit, of stock to be called debenture stock, instead of and to the same amount as the whole or any part of the money which may, from time to time, be owing by the said Company on mortgage or bond, or which they may, from time to time, have power to raise on mortgage or bond, and to attach to the stock so created such fixed preferential interest not exceeding five per cent. payable half yearly or otherwise, and commencing at once or at any future time or times, when and as the debenture stock is issued or otherwise, as the said Company thinks fit.

Debenture stock may be created.

Interest thereon.

5. Debenture stock with the interest thereon shall be a charge upon the undertaking of the Company, prior to all shares of the Company, and shall be transmissible and transferable in the same manner and according to the same regulations and provisions as the shares of the Company, and shall, in all other respects, have the incidents of personal estate.

Such stock to be a prior charge on the undertaking of company.

6. The interest on debenture stock shall have priority of payment over all dividends or bonus on any shares of the Company,

Priority of interest on such stock.

Company, and shall rank next to the interest payable on the mortgages or bonds for the time being of the Company; but the holders of debenture stock shall not as among themselves, be entitled to any preference or priority.

Recovery of such interest.

7. If the interest on debenture stock be in arrear, for thirty days next after any of the respective days whereon the same is payable, the holder for the time being thereof may recover the arrears with costs, by action or suit against the Company, in any court of competent jurisdiction.

Register of stock to be kept.

8. The Company shall cause entries of the debenture stock, from time to time created, to be made in a register to be kept for that purpose in London, wherein they shall enter the names and addresses of the several persons and co-partners from time to time entitled to the debenture stock with the respective amounts of the stock to which they are respectively entitled; and the register shall be accessible for inspection and perusal at all reasonable times to every mortgagee, bondholder, debenture stock holder and shareholder of the Company, without the payment of any fee or charge.

Accessible to parties interested.

9. The Company shall deliver to every holder of debenture stock, a certificate stating the amount of debenture stock held by him; and all regulations and provisions for the time being applicable to certificates of shares in the capital of the Company shall apply *mutatis mutandis* to certificates of debenture stock.

Certificates of debenture stock.

Certain securities granted by company not affected.

10. Nothing herein contained authorizing the issue of debenture stock shall, in any way, affect any mortgage or bond at any time legally granted by the Company, or any power of the Company to raise money on mortgage or bond; but the holders of all such mortgages and bonds shall, during the continuance thereof respectively, be entitled to the same priorities, rights and privileges in all respects as they would have been entitled to if this Act had not been passed.

Rights of holders of debenture stock.

11. Debenture stock shall not entitle the holders thereof to be present, or to vote at any meeting of the Company, or confer any qualification, but shall, in all respects not otherwise by or under this Act provided for, be considered as entitling the holders to the rights and powers of mortgagees of the undertaking, except the right to require repayment of the principal money paid up in respect of the debenture stock.

Application of proceeds.

12. Money raised by debenture stock shall be applied exclusively, either in paying off money due by the Company on mortgage or bond, or else for the purposes to which the same money would be applicable if it were raised on mortgage or bond instead of on debenture stock.

13. The Company may, from time to time, purchase or redeem any portion or portions of the debenture stock representing moneys which the Directors shall, by a resolution duly made, determine not to be required for the business of the Company, either in the open market at the current price of the day, or by tender, by advertisement, or in such other manner as the Directors consider advantageous to the Company; but such purchase or redemption shall not in any way limit or prejudice the exercise of the borrowing powers of the Company under their above recited Acts or any of them, or this Act.

Redemption
of debenture
stock.

14. Separate and distinct accounts shall be kept by the Company, showing how much money has been received for or on account of debenture stock, and how much money borrowed or owing on mortgage or bond, or which they have power so to borrow, has been paid off by debenture stock or raised thereby instead of being borrowed on mortgage or bond.

Separate
accounts to
be kept.

15. If at any time hereafter it shall appear to the Directors that it is desirable in the interest of the Company to dissolve the Company, the Directors shall, after having duly passed a resolution to that effect, call an extraordinary general meeting in order to take the sense and opinions of the shareholders of the Company upon the said resolution, to be followed, in case the said resolution shall be approved of by the said shareholders at the said meeting, by another extraordinary general meeting specially called to confirm the same; and the two meetings shall have full power to come to a resolution to dissolve the Company, and to authorize the Directors to proceed to pay off the holders of the debenture stock created and secured under the powers conferred by this Act, and for that purpose to give notice by advertisement in two or more London newspapers, and in two or more newspapers published in each of the towns or cities of the Dominion of Canada in which the Provincial head offices of the Company may respectively, for the time being, be situated, or by letter transmitted by post directed according to the registered addresses of the respective holders of debenture stock, that the Directors will pay off the holders of debenture stock at the end of six months from the date of such advertisement or letter as aforesaid; and thereupon the Directors shall give such notice as aforesaid, and shall have full power at the end of the said six months to pay off the holders of the said debenture stock.

Dissolution of
the company
may be
effected and
how.

Must be
approved by
two general
meetings.

Notice of
dissolution,
how given.

Payment of
debenture
stock.

CHAP. 112

An Act to authorize the Canada Co-operative Supply Association, Limited, to issue preference stock.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS The Canada Co-operative Supply Association, Limited, have, by their petition, represented that for the reasons therein stated, it has become necessary to raise a further sum of money for the purposes of their business and trade, and that by the issue of preference shares they will be enabled to obtain such sum as may be required, and have prayed for authority to issue the remainder of the stock by the Association still unallotted, or such portion of it as in the discretion of the Directors may seem best, as preferential shares; and whereas 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, enacts as follows:—

Preferential shares may be issued.

1. The Directors of the said Association may issue as preferential shares, the shares of the capital stock thereof remaining unallotted on the day when this Act shall be sanctioned, or such number thereof as, in the opinion of the Directors, may be best in the interest of the Association; the dividends on such shares shall be preferential as between the holders thereof and the holders of ordinary shares at a rate not exceeding six per cent. per annum, payable at such periods, and in such manner as the Directors may determine, and shall be cumulative; and until such preferential dividends as may be declared shall have been paid, no dividend shall be declared or paid on the ordinary shares of the said Association, and afterwards shall only be so paid out of the balance of profits which shall remain after payment of the said preferential dividends: Provided always, that the said Directors shall only exercise the said powers upon being thereto authorized by a vote of not less than two-thirds in value of the shareholders of the Association present or represented at a general meeting of the Association duly called for considering the same, and of which meeting ten days' notice shall be sufficient.

Proviso: issue to be authorized by shareholders.

Preferential rights in case of distribution of assets.

2. In the event of the distribution of the assets of the said Association, the holders of such preferential shares shall have priority of rank over the holders of ordinary shares, and shall be paid in full the amount of their said preferential stock before any payment shall be made to the said holders of ordinary shares.

CHAP. 113.

An Act respecting the New York and Ontario Furnace Company.

[Assented to 17th May, 1882.]

WHEREAS the New York and Ontario Furnace Company has, by its petition, represented that it is a corporation duly incorporated under the general laws of the State of New Jersey and of the United States of America, formed to mine and ship iron ore and to manufacture iron in its various forms; and whereas the said Company has, by its said petition, declared its desire to mine for and ship iron ore and manufacture iron in its various forms at various places within the Dominion of Canada, and for such purposes is desirous of having its organization and corporate powers recognized by the Parliament of Canada, and extended to the Dominion, and to have power to acquire real and personal estate, and carry on the said manufacture therein, and has prayed for the passing of an Act for the purposes thereof; and whereas 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, enacts as follows:—

Preamble.

1. The said the New York and Ontario Furnace Company is hereby invested with and empowered, as a corporation, to acquire by gift, purchase, grant or lease any real or personal property required by it for carrying on the business of mining or shipping iron ore or manufacturing iron or steel in any of its forms, and to carry on the business of mining or shipping iron ore and manufacturing iron or steel in any of its forms in any and all parts of the Dominion of Canada, and to mortgage, sell, grant, convey or assign any of such property as it may deem advisable; and shall have all the powers and privileges necessary for the proper management of its property and business, and incident to a corporation.

Corporate powers conferred on the company.

2. Before commencing business a copy of the articles of incorporation of the said Company certified by the President and Secretary of the Company, and by the public officer in whose office the said articles are filed shall be deposited in the office of the Secretary of State of Canada.

Previous deposit of articles of incorporation in U.S. required.

3. Service of any process or legal document upon the chief officer or manager of the Company in Canada at any office where it may carry on business in Canada, or upon the person in charge thereof, shall be good service upon and shall bind the said Company.

Service of process on the company.

Chief office. **4.** The chief office of the said Company in Canada shall be at the city of Belleville, in the Province of Ontario, or at such other place in Canada as the said Company may, by by-law, appoint; but every office in Canada in which the Company transacts its business shall be deemed to be a domicile of the Company.

Every office to be domicile.

CHAP. 114.

An Act to incorporate the International Construction Company (Limited).

[Assented to 17th May, 1882.]

Preamble. **W**HEREAS the persons hereinafter mentioned have, by petition, prayed that they may be incorporated, with others, as a Company for the purposes and with the powers hereinafter set forth; and whereas it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated. **1.** James J. Foy, Peter J. Brown, Henry N. Ruttan, William B. Scarth, John Walker and Thomas Fawcett, and all such other persons and corporations as now are or may become shareholders in the Company to be by this Act incorporated shall be and are hereby constituted and declared to be a body politic and corporate by the name and style of the "International Construction Company," hereinafter called the Company.

Corporate name.

General powers and business of the company. **2.** The Company may enter into contracts and agreements with any person or corporation for the constructing, equipping, maintaining and operating of railways, telegraph lines, canals and bridges for railway or general passenger and freight business, and such other works and undertakings in reference to which the Company may contract,—and in like manner for the building, equipping, maintaining and working steam and other vessels, and in conformity with such contracts, may build, construct, equip, maintain and operate all such works and undertakings, for and on behalf of the persons or corporations authorized by the laws of Canada to build, construct, equip, maintain or operate the same, as may be agreed upon in the contracts respecting the same: Provided always, that nothing in this Act contained shall be interpreted to confer upon any person or corporation, with whom the Company may enter into any such contract as aforesaid, any further or greater powers than are otherwise by

Provide, as to contracts.

by law vested in him or them; And provided also, that nothing in this Act contained shall enable the said Company to operate two lines of railway which connect with each other or have termini in the same city, town, or municipality, without the previous sanction of Parliament.

Proviso, as to lines of railway.

3. The Company may, for the purposes and in the course of its business aforesaid, acquire, purchase and sell, lease or otherwise dispose of lands and real estate within the Dominion of Canada, and may also acquire, hold and dispose of mortgages upon the same, and may improve and colonize such lands and real estate.

Powers as to real estate.

4. The Company may, in the course of its business, acquire, hold, pledge, sell or otherwise dispose of the stock, bonds, debentures and other securities or evidences of debt of any other corporation to them delivered in payment of work done or materials furnished, or of work to be done or materials to be furnished, or in payment of any valuable consideration of any nature whatsoever received by or delivered to the corporation issuing or making the same.

Securities may be acquired in course of business.

5. The capital stock of the Company shall be one million of dollars divided into shares of one hundred dollars each.

Capital stock and shares.

6. No subscription of stock shall be binding upon the Company unless five per cent. thereof be paid up at the time of subscription or within ten days thereafter.

Five per cent. payable on subscription.

7. The persons hereinbefore mentioned by name shall be provisional Directors of the Company, and shall have power to open stock books, receive subscriptions of stock, and deposit in any chartered bank in Canada all moneys received by them on behalf of the Company, to call a meeting of the shareholders as hereinafter provided, and generally to exercise all powers which are by law vested in Directors.

Provisional directors and their powers.

8. When and so soon as two hundred thousand dollars of the capital stock shall have been subscribed, and five per cent. *bonâ fide* paid thereon as aforesaid, the provisional Directors shall call a general meeting of the subscribers to such capital stock at the City of Winnipeg, in the Province of Manitoba, or at such other place as may be fixed by the provisional Directors; notice of such meeting and of the time and place thereof shall be given by advertisement, published for at least two weeks in the *Canada Gazette* and in a daily newspaper published in the City of Winnipeg aforesaid; and at such meeting the shareholders, present in person or represented by proxy, who shall have paid such five per cent. as aforesaid, may pass by-laws, rules and regulations for the governance of the Company and its affairs, and may proceed

First meeting of shareholders.

Notice.

Proceedings thereat as to election of directors and by-laws.

proceed to the election of Directors, and immediately upon the election of such Directors the functions of the provisional Directors shall cease.

Quorum of directors.

9. At all meetings of Directors a majority shall form a quorum; and all questions shall be decided by a majority of votes,—the President, Vice-President or presiding Director, having a second or casting vote in case of an equal division of votes.

Casting vote.

Bonds may be issued for loans to company.

10. The Directors of the Company may issue bonds of the Company, after the sanction of the shareholders shall have been first obtained at any special general meeting, to be called from time to time for such purpose, made and signed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer, and under the seal of the Company, for the purpose of raising money for prosecuting the undertakings of the Company; and such bonds shall, without registration or formal conveyance, be taken and considered to be the first and preferential claim and charge upon the undertakings and the lands and property of the Company, real and personal, then existing and at any time thereafter acquired: Provided however, that the whole amount of such issue of bonds shall not exceed in all the amount of the paid up capital stock of the Company; and such bonds may bear such rate of interest, and may be issued upon such terms and conditions as to the Directors, subject to such sanction as aforesaid, may seem fit.

To be a first charge.

Proviso: amount limited.

Interest, &c.

32, 33 V., c. 12 to apply.

11. The "*Canada Joint Stock Companies Clauses Act, 1869*," and all the provisions thereof, shall apply to the Company, and shall be incorporated with this Act, except as otherwise provided in this Act.

CHAP. 115.

An Act to incorporate the Nova Scotia Steamship Company, Limited.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the several parties hereinafter mentioned have, by their petition, represented that they have associated themselves together with divers others for the purpose of the transport and carriage of passengers, freight, goods, wares and merchandise, and of every description of property that may be entrusted to their care for transport, carriage and delivery, between ports and places in Canada, and ports and places

places outside of Canada, and have prayed for a special Act of incorporation; and whereas it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. E. F. Clements, R. B. Humphrey, A. J. T. Clements, Samuel Killam, H. J. Libby, J. B. Coyle, T. C. Hersey, Daniel F. Emery, and such others as may be associated with them, and their successors, and such and so many other persons or parties as have become or may become shareholders in the capital stock hereinafter mentioned, shall be and they are hereby constituted a body politic and corporate, in fact and in name and by the title of "Nova Scotia Steamship Company, Limited," hereinafter called the Company, with power to acquire and hold real estate for the purposes of their business only, and personal estate for the use of the Company, and to sell and alienate the same as they may deem convenient.

Certain persons incorporated.

Corporate name and general powers.

2. The capital stock of the Company shall be two hundred thousand dollars, which may hereafter be increased to a sum not exceeding five hundred thousand dollars by a majority vote of the shareholders of the Company representing a majority of the shares at any annual meeting, or other meeting of the shareholders specially called for that purpose; the said capital stock shall be divided into two thousand shares of the value of one hundred dollars each.

Capital stock and shares. Increase thereof.

3. No shareholder in the Company shall be in any manner liable or charged with the payment of any debt or demand due by the Company beyond the amount of his, her or their subscribed share or shares in the capital stock of the Company.

Liability of shareholders limited.

4. It shall be lawful for the Company,—

Powers.

1. To purchase, hire, acquire, own or charter, navigate and maintain steamships, sailing vessels, and all other kinds of craft, including tugs and barges, for the carrying and conveyance of passengers, goods, chattels, wares and merchandise, between the ports of the Dominion of Canada, and to, from and between any ports out of Canada, and to prosecute and carry on the business of common carriers of passengers and goods, forwarders and traders, and of wharfingers and warehousemen, as their business may require, with power to sell and dispose of the said vessels or any of them, or grant and consent to bottomry or other bonds on the same, or mortgage the property of the Company or any part thereof, when and as they may deem expedient, and to make contracts and agreements with any person or persons or corporations whatsoever for the purposes aforesaid, or otherwise for the benefit of the Company;

Business of the company as shipowners and forwarders.

Bonds, contracts, and agreements.

- Powers as to real estate.** 2. To purchase, rent, take, hold and enjoy to them and their successors, as well in Canada as in such other places as shall be deemed expedient for the purposes of the Company, either in the name of the Company or in the name of trustees for the Company, such lands, wharves, docks, warehouses, offices, elevators, and other buildings as they may find necessary and convenient for the purposes of the Company, but not for any other purposes, and to sell, mortgage or dispose of the same for the purposes of the Company: Provided always, that the yearly value of such lands, wharves, docks, warehouses, offices, elevators and other buildings within the Dominion shall not exceed in the whole the sum of fifty thousand dollars;
- Proviso, as to amount of value.**
- By-laws.** 3. To make by-laws for managing the business and affairs of the Company and for regulating the appointment and duties of the officers and servants thereof.
- Transfer of shares.** 5. The shares of the stock of the Company shall be transferable, but no transfer of any share shall be valid until entered in the books of the Company, according to such form as the Directors may, from time to time, determine; and until the whole of the capital stock of the Company is paid up, it shall be necessary to obtain the consent of the Directors to such transfer being made: Provided always, that no shareholder indebted to the Company for calls or otherwise, shall be permitted to make a transfer or receive a dividend until such debt has been duly paid.
- Proviso, calls must be paid.**
- Shares to be deemed personal estate.** 6. The stock of the Company shall be deemed personal estate, and at all meetings of the shareholders, whether the same be general or special, every shareholder shall be entitled to as many votes as he may have shares in the said stock; and such votes shall be given in person or by proxy, and all questions proposed or submitted for the consideration of the meeting shall be determined by the majority of votes: Provided, that no person shall be entitled to vote as proxy at any meeting unless he shall be a shareholder in the Company, and produce a written authority as such proxy in the form to be prescribed by the by-laws of the Company.
- Votes thereon.**
- Proviso, as to proxies.**
- Board of directors.** 7. For the managing of the affairs of the Company there shall be annually elected out of the members of the Company five persons, being each a proprietor of not less than ten shares of the said capital stock, to be Directors of the Company; and any three Directors shall form a quorum of the Board and may exercise all the powers of the Directors.
- Qualification and quorum.**
- First general meeting.** 8. The first general meeting of the shareholders of the Company shall be holden on the second Wednesday in July, in the year of Our Lord one thousand eight hundred and eighty-two, at the office of the Company in Yarmouth, Nova Scotia,

Scotia,—at which place the Company shall have its principal place of business; and at such time and place, and upon the like day in each and every year thereafter, and at the like place until otherwise provided by by-law or a vote of the Directors, the said shareholders shall elect five qualified persons to be Directors of the Company,—which said Directors so elected shall, out of their number, elect a President; and until such first election the Directors of the Company are hereby declared to be E. Franklin Clements, R. B. Humphrey, Samuel Killam, H. J. Libby, J. B. Coyle and T. C. Hersey, with power to add to their number; and they or the successor or successors of them, shall be and are constituted to be Directors of the Company until the first election under this Act, and shall have and exercise all and every the powers conferred by and be subject to all and every the conditions and restrictions imposed upon the Directors to be chosen under this Act: Provided, that at the first meeting of the Directors constituted and appointed by and in this Act, the said Directors shall choose and elect from themselves some one to be President.

Annual general meeting.

Provisional directors.

Their powers.

Proviso: election of president.

9. The failure to hold the said first general meeting or any other meeting to elect Directors or President shall not dissolve the Company, but such failure or omission shall and may be supplied by and at any special meeting to be called by the Directors in conformity with the by-laws of the Company; and until the election of Directors by shareholders as aforesaid, those who may be in office for the time being shall be and continue in office and exercise all the rights and powers thereof until such election so to be made, by the shareholders, as hereinbefore provided.

Provision in case of failure to hold meeting.

10. It shall not be lawful for the Company to proceed with their operations under this Act, unless nor until the whole of the said capital stock of two hundred thousand dollars has been subscribed, and not less than one hundred thousand dollars has been *bonâ-fide* paid up thereon; and the Company shall proceed with its operations under this Act within three years from and after the passing of this Act,—in default of which this Act shall become and be null and void and of no effect, and all and every the rights and privileges conferred by this Act shall be forfeited.

When operations may be commenced.

Forfeiture of Act for non-user.

11. The Directors aforesaid shall have power, if they think fit, to receive and take for the purposes of the Company into the stock of the Company such steamships, vessels and other crafts and such real estate, wharves, docks, warehouses and other property, real and personal, as may have been already built or acquired by individual shareholders; the Directors of the Company shall take any such property at its cost or at such valuation as shall be mutually agreed upon, and such valuation shall be credited to such shareholders as payment made

Certain property may be taken into company's stock at valuation.

Proviso. made on account of stock; but no shareholder shall be entitled to claim from the Directors any money payment for any such property unless by special agreement to that effect.

Promissory notes, bills of exchange, &c.

12. It shall not be necessary to have the seal of the Company affixed to the contracts, agreements, engagements, bargains, promissory notes, or bills of exchange, acceptances or indorsements of the Company, duly made, entered into or executed in the course of the Company's business, by any officer, Director or agent of the Company thereto duly authorized, nor to prove that the same was made in strict pursuance of the by-laws; nor shall the officer, Director or agent making or entering into the same, under authority of the Company so to do, be subjected to any individual liability whatever.

Non-liability of officers.

13. Aliens shall have the same right as British subjects to take and hold stock or shares in the Company, to hold office therein and to vote as principals or proxies.

Equal rights of shareholders.

32, 33 V., c. 12 to apply.

14. The powers and privileges hereby conferred shall be subject to the provisions of the "*Canada Joint Stock Companies Act, 1869*;" all such provisions shall apply to the Company except so far as they may be inconsistent with this Act.

CHAP. 116.

An Act to incorporate the McClary Manufacturing Company.

[Assented to 17th May, 1882.]

Preamble.

Act of Prov. of Canada, 27, 28 V., c. 23.

WHEREAS the McClary Manufacturing Company has, by its petition, represented that the said Company was incorporated under the provisions of the Act of the late Province of Canada passed in the Session held in the twenty-seventh and twenty-eighth years of Her Majesty's reign and intituled "*An Act to authorize the granting of Charters of incorporation to manufacturing, mining and other companies,*" by letters patent bearing date the twelfth day of July, A.D. one thousand eight hundred and seventy-one, for the purpose of carrying on the business of manufacturers of stoves, stove furniture and tin, copper and pressed ware and all kinds of agricultural implements and general machinery and iron founding, and that the said Company has since the date of the said letters patent carried on business in accordance with the authority therein conferred,—which business the said
 Company

Company desires to extend to and throughout the several Provinces of the Dominion and the North-West Territories, and also into foreign countries; and whereas the said Company has prayed that an Act may be passed to give it the requisite powers for the purposes aforesaid and for the better management of its affairs, and it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The McClary Manufacturing Company incorporated by letters patent under the provisions of the Act cited in the preamble to this Act shall be and continue as heretofore a body politic and corporate in law, in fact and in name by the style and title of the McClary Manufacturing Company, hereinafter called the Company, with all the powers, privileges and rights hereinafter mentioned and incident to such corporations; and under the name aforesaid the Company may acquire property, real and personal, for themselves and their successors, under any legal title whatsoever, for the purposes of their business, and may alienate, sell, convey, lease, mortgage, pledge, or otherwise dispose of the same, or any part thereof, from time to time, as occasion may require, for such prices or sums and upon such terms and conditions as they may see fit, and may acquire other real and personal property for the purposes of their business, and may take, acquire, and hold all such lands and tenements, real or personal estate, as shall have been *bond fide* mortgaged or hypothecated to the Company by way of security, or conveyed to them or to the McClary Manufacturing Company, doing business as aforesaid under the said letters patent, in satisfaction of debts previously contracted in the course of the Company's dealings or of claims held by the Company, or purchased at sales upon judgments which shall have been obtained for such debts or claims, or purchased by the Company or the said McClary Manufacturing Company, doing business as aforesaid under the said letters patent, for the purpose of avoiding loss in respect of such debts or claims, and may retain the whole or any part thereof for a period not exceeding five years: Provided always, that the real estate so held by the Company at any time shall not exceed an annual value of five thousand dollars in addition to the real estate held at any time by the Company for the purposes of its business.

Incorporation

Corporate name.

Powers as to real and personal property.

Proviso: annual value of real estate limited.

2. The members of the Company shall be all the shareholders of the said McClary Manufacturing Company, and any others who shall, in the future, become shareholders in the Company; and all contracts or undertakings and all property, real or personal, rights, demands or claims heretofore belonging to or claimed by the said McClary Manufacturing Company shall

Who shall compose the company.

shall be held by and belong to the Company in the most ample manner.

Business of the company. **3.** The objects of the Company shall be the carrying on of and engaging in the business of manufacturers of and dealers in stoves, stove furniture, hollow-ware, stove-boards, iron, tin, copper, zinc, pressed, pieced, spun and japanned ware and all kinds of agricultural implements and general machinery and iron and general founding, nickel plating, and the purchase and sale of all kinds of metals, merchandise, tools and other things required or used by stove or tinware dealers or manufacturers, and the carrying on of all such other business as is usually carried on in connection therewith or as incidental thereto.

Head offices and agencies. **4.** The principal place of business of the Company shall be in the City of London, in the Province of Ontario; and branch agencies or offices of the Company may be established in any other cities, towns or places in the Dominion of Canada or elsewhere, in which the Company may see fit to carry on business.

Capital stock and shares. **5.** The capital stock of the Company shall be one hundred thousand dollars, divided into one thousand shares of one hundred dollars each, and shall be deemed personal estate, and be transferable only in such manner and subject to such conditions and restrictions as are herein, and as by the by-laws of the Company shall be directed and prescribed: Provided always, that the capital stock of the Company may be, at any time, increased, after the whole amount of the capital stock hereinbefore mentioned has been subscribed and paid up, to any amount not exceeding five hundred thousand dollars, by a vote of two-thirds in value of the shareholders present or represented at any annual or any special general meeting called for the purpose.

Proviso, as to increase.

Present directors continued. **6.** The present Directors of the McClary Manufacturing Company shall have full power and authority to act as Directors of the Company, until their successors shall be duly appointed.

Company subject to certain liabilities. **7.** The Company shall be subject to all the debts, liabilities and obligations of the McClary Manufacturing Company doing business under the letters patent hereinbefore mentioned.

Borrowing powers of the company. **8.** The Directors may, from time to time, with the sanction of the majority of the shareholders present in person or represented by proxy, at the annual general meeting or at a meeting specially called for the purpose, borrow money on behalf of the Company at such rate of interest and upon such terms as the Directors may, by resolution, determine;

determine; and to effect such loan may authorize the President and the Managing Director to make and execute mortgages and other instruments, which may be necessary to charge the property of the Company or any part thereof, either with or without power of sale or other special provision; and no lender shall be bound to enquire into the occasion for any such loan or the purpose for which such loan is required.

May grant mortgages and other securities.

9. All deeds, sealed with the common seal of the Company and signed by the President and Managing Director, under the authority of the Board of Directors, shall be held to be the deeds of the Company.

What shall be deeds of the company.

10. Every office or building in Canada, at or in which the Company transacts its business or any portion thereof, shall be deemed to be a domicile of the Company; so that if any cause of action or suit shall arise against the Company within the Province or territory in which such domicile is situate, service of any writ or process in such action or suit may be validly made upon the Company at such domicile, by delivering the same to the person then in charge of such place of business.

Service of process on company.

11. Section thirty-nine of the "*Canada Joint Stock Companies Clauses Act, 1869*," shall not be incorporated with this Act, but the remainder of such "*Joint Stock Companies Clauses Act*" shall, except so far as inconsistent with the express provisions of this Act, be incorporated herewith.

Act 32, 33 V., c. 12 to apply, except s. 39.

CHAP. 117.

An Act to amend the Charter of the Fellowes' Medical Manufacturing Company.

[Assented to 17th May, 1882.]

WHEREAS the Fellowes' Medical Manufacturing Company, a corporation created by letters patent of the Dominion of Canada issued under the authority of the "*Canada Joint Stock Companies Letters Patent Act, 1869*," have represented by their petition, that they are carrying on a large business in Canada, the capital for which is mainly subscribed beyond the limits of the Dominion; and that it is expedient that such capital should be proportionately represented on the Board of Directors of the Company, which it cannot be under the provisions of the said letters patent; and have prayed that they may be relieved from the restriction created

Preamble.

32, 33 V., c. 13.

by the said Act, as to the nationality and residence of the major part of their Directors; and whereas 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, enacts as follows:—

Majority of directors need not be British subjects.
Proviso.

1. It shall not be necessary hereafter that the major part of the Directors of the Fellowes' Medical Manufacturing Company shall be persons resident in Canada, or subjects of Her Majesty by birth or naturalization: Provided always, that the member of the Board who shall exercise the chief executive authority of the said Company in Canada, shall be a subject of Her Majesty, and shall reside within the Dominion.

CHAP. 118

An Act to grant certain powers to the "C. W. Williams Manufacturing Company," and to change the name thereof to the "Williams Manufacturing Company."

[Assented to 17th May, 1882]

Preamble.

31 V., c. 25,
Province of
Quebec.

WHEREAS the "C. W. Williams Manufacturing Company" has, by its petition, represented that the said Company was incorporated by letters patent under the provisions of chapter twenty-five of the Statutes of the Province of Quebec, passed in the thirty-first year of the reign of Her present Majesty, intituled "*An Act respecting the incorporation of Joint Stock Companies*," the said letters patent bearing date tenth September, 1872; and that the the said Company has, since the date of the said letters patent, carried on business in accordance with the authority therein conferred, which business the said Company desires to extend to and throughout the several Provinces of the Dominion and also into foreign countries, and whereas the said Company has prayed that an Act may be passed to give it requisite powers for the purposes aforesaid and for the better management of its affairs and to change its name; and whereas it is expedient to grant the said Company relief in the premises, and 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, enacts as follows:—

Company continued.

1. The C. W. Williams Manufacturing Company, incorporated by letters patent, under the provisions of chapter twenty-five of the Statutes of the Province of Quebec, passed in the thirty-first year of the reign of Her present Majesty, intituled

intituled "An Act respecting the incorporation of Joint Stock Companies," shall be and continue as heretofore, a body politic and corporate in law, in fact, and in name by the style and title of the Williams Manufacturing Company, hereinafter called "the Company," with all the powers, privileges and rights hereinafter mentioned, and shall have perpetual succession and a common seal, with power to alter and change the same at pleasure; and under the name aforesaid may sue and be sued, implead and be impleaded in all courts and places whatsoever, and may acquire property, real and personal, for themselves and their successors, under any legal title whatsoever, for the purposes of their business, and may alienate, sell, convey, lease, mortgage, pledge, or otherwise dispose of the same, or any part thereof, from time to time, as occasion may require, for such prices or sums and upon such terms and conditions as they may see fit, and may acquire other real and personal property for the purposes of their business, and may take, acquire and hold all such lands and tenements, real or personal estate, as shall have been *bonâ fide* mortgaged or hypothecated to the Company by way of security, or conveyed to them or to the C. W. Williams Manufacturing Company, doing business as aforesaid under the said letters patent, in satisfaction of debts previously contracted in the course of the Company's dealings or of claims held by the Company, or purchased at sales upon judgments which shall have been obtained for such debts or claims, or purchased by the Company or the said C. W. Williams Manufacturing Company, for the purpose of avoiding loss in respect of such debts or claims, and may retain the whole or any part thereof for a period not exceeding five years: Provided always, that the real estate so held by the Company at any time shall not exceed an annual value of five thousand dollars in addition to the real estate held at any time by the Company for the purposes of its business.

31 V., c. 25, Province of Quebec.

Name changed.

Powers and privileges conferred.

Real and personal property.

Proviso, as to real estate.

2. The members of the Company shall be all the shareholders of the said C. W. Williams Manufacturing Company and any others who shall in the future become shareholders in the Company, and all contracts or undertakings and all property, real or personal, rights, demands or claims heretofore belonging to or claimed by the said C. W. Williams Manufacturing Company, shall be held by and belong to the Company in the most ample manner.

Who shall be members of the company.

3. The objects of the Company shall be the manufacture and sale, within the Dominion of Canada and elsewhere, of sewing machines and all parts and attachments thereof, whether made of wood, iron or other material, and generally the manufacture and traffic in any other article of manufacture composed wholly or in part of iron or wood or other material.

Business of the company.

Chief place
of business
and branch
agencies.

4. The principal place of business of the Company shall be in the City of Montreal, in the Province of Quebec, and branch agencies or offices of the Company may be established in any other cities, towns or places in the Dominion of Canada or elsewhere, in which the Company may see fit to carry on business.

Capital stock
and shares.

5. The capital stock of the Company shall be one million dollars, divided into ten thousand shares of one hundred dollars each, and shall be deemed personal estate, and be transferable only in such manner and subject to such conditions and restrictions as are herein, and as by the by-laws of the Company shall be directed and prescribed.

Powers of
directors.

By-laws, &c.

6. The Directors of the Company shall have full power, in all things to administer the affairs of the Company, and to make by-laws which shall be approved by the shareholders at an annual meeting or any special meeting called for that purpose, regulating the issue and registration of certificates of stock, the evidence to be produced to verify the transfer of stock, the declaration and payment of dividends, the number of Directors, their term of service, the manner of their election, the completion of the Board in the event of the death, removal or resignation of a Director, the amount of their stock qualification, the appointment, functions and duties of a Managing Director, Secretary, Treasurer, and all agents, officers, and servants of the Company, the security to be given by them to the Company, their remuneration, and that (if any) of the Directors and Managing Director or other officers, the calling of meetings, regular and special, of the Board of Directors and of the Company, and the notices thereof, the place or places where the meetings shall be held, the quorum, the requirements as to proxies, and the procedure in all things at such meetings, the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, the establishment of branches or agencies, and the conduct in all particulars of the affairs of the Company; and they may, from time to time, repeal, amend and re-enact the same: Provided, that such by-laws do not contravene the provisions of this Act

Appointment
of officers.

Meetings of
the board and
of the com-
pany.

Proviso.

Provisional
directors.

7. Until otherwise so provided the Directors of the Company shall be seven in number, and the present Directors of the C. W. Williams Manufacturing Company shall have full power and authority to act as Directors of the Company until their successors shall be duly appointed.

Annual
meeting of
company.

Yearly state-
ment of
affairs.

8. The annual meeting of the Company shall be held in the City of Montreal within two months from the thirty-first day of December in each year; and at such meeting a full and detailed statement of the financial affairs of the Company up to the said thirty-first day of December shall be submitted

submitted to the shareholders, and shall appear in the books of the Company and be open for the inspection of the shareholders ; and the Directors for the ensuing year shall be elected thereat.

9. If at any time an election of Directors be not made or do not take effect at the proper time, the Company shall not be held to be thereby dissolved, but such election may take place at any general meeting of the Company duly called for that purpose.

In case of failure to elect directors.

10. The Directors may, from time to time, with the sanction of the majority of the shareholders present in person or represented by proxy at the annual general meeting or at a meeting specially called for the purpose, borrow money on behalf of the Company at such rate of interest and upon such terms as the Directors may, by resolution, determine ; and to effect such loan may authorize the President and the Managing Director to make and execute mortgages and other instruments which may be necessary to charge the property of the Company or any part thereof, either with or without power of sale or other special provision ; and no lender shall be bound to enquire into the occasion for any such loan or the purpose for which such loan is required.

Power to borrow money.

And issue mortgages and other securities.

11. All deeds, sealed with the common seal of the Company and signed by the President and Managing Director, shall be held to be the deeds of the Company.

Validity of deeds.

12. Every office or building in Canada, at or in which the Company transacts its business or any portion thereof, shall be deemed to be a domicile of the Company ; so that if any cause of action or suit shall arise against the Company within the Province or territory in which such domicile is situate, service of any writ or process in such action or suit may be validly made upon the Company at such domicile, by delivering the same to the person then in charge of such place of business.

Service of process in suits against the company.

13. 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 or thing whatsoever relating to or connected with the Company beyond the sum remaining unpaid on the shares in the capital stock, subscribed for or held by them respectively.

Liability of shareholders limited.

CHAP. 119.

An Act to incorporate the Quebec Timber Company
(Limited).

[Assented to 17th May, 1882.]

Preamble.

Imp. Acts.

WHEREAS the Company formed and registered in Scotland on the twenty-fourth day of November, one thousand eight hundred and eighty-one, as "The Quebec Timber Company (Limited)" under "*The Companies' Acts of 1862 to 1880*" of the Imperial Parliament, for the purposes hereinafter mentioned, have, by their petition, prayed to be incorporated in Canada for the like purposes and with the powers necessary for carrying on their business within the Dominion, 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:—

• Corporate powers conferred.

1. The Company mentioned in the preamble shall, by the name therein assigned to it, be a corporation, body politic and corporate, and shall, within the Dominion of Canada, have a common seal, and have power to sue and be sued, contract and be contracted with by the said corporate name, with power to hold real and personal property necessary for the purposes of their business, and such other powers as may be necessary for the said purposes.

Objects of the company.

2. The purposes for which the said Company is established and the said powers are given, are,—

Acquiring timber limits of H. Atkinson.

1. The acquisition of the pine and other timber limits situated in the Province of Quebec in the Dominion of Canada, with the saw-mills, dwelling-houses, workshops, out-buildings, lands, standing timber, and other property of Henry Atkinson, Esquire, of Etchemin, Quebec;

Other timber limits and pine lands.

2. The acquisition, by purchase or otherwise, of timber limits and pine lands in the Dominion of Canada or elsewhere other than those above referred to;

Manufacture of timber, &c. and incidents thereto.

3. The conducting of the business of lumberers and timber merchants throughout the Dominion of Canada and elsewhere, including the preparation, manufacture, transport and sale of timber and lumber, and the erection or purchase of mills, saw mills, buildings, machinery, coves, booming grounds, utensils, vessels, the making and working of roads, tramways, and channels of water, and the purchase of additional land, and the doing of everything necessary for conducting the business of the Company;

4. To borrow such sums as may be necessary for conducting the business of the Company, and that with or without security ;

Borrowing powers.

5. To accept or endorse, and make bills of exchange or promissory notes for sums of not less than one hundred dollars ;

Promissory notes.

6. To unite or amalgamate, in whole or in part, the business of the Company with, or to purchase the business of any other company, corporation, firm or person engaged in a similar business, and to purchase and hold the charter or shares of any such company or corporation ;

Union with another company.

7. To invest in or lend on the security of the stocks or public funds of the United Kingdom or of the Government of the United States of America, the Dominion of Canada or any Province thereof, or any of the British Colonies, or on the security of any municipal corporation, body of public trustees or commissioners, or incorporated company in any of the said countries, or in or on the security of the stocks, shares, debentures, or deposit receipts of any such company, or on the security of mortgage on real estate in any of the said countries ; Provided however, that this Act shall not give the said corporation the power to carry on business as a loan company ;

Investment of funds.

Proviso.

8. To do all other things whatsoever incidental or conducive to any of the aforesaid objects.

Incidental powers.

3. The personal liability of the several members of the Company for its debts and obligations is limited to the amount unpaid on their respective shares in the capital of the Company.

Limitation of liability of members.

4. The capital stock of the Company shall be one hundred and ten thousand pounds sterling, divided into eleven thousand shares of ten pounds sterling each ; the capital may be increased and any of the original or new shares may be issued as preference shares, with preferential rights as to dividends, or otherwise, as may be resolved upon by the Company from time to time, in accordance with the provisions contained in their articles of association, registered under the Imperial Acts above mentioned on the twenty-fourth day of November, one thousand eight hundred and eighty-one, which shall apply to and govern the internal organization, management and affairs of the Company, the distribution of its capital and the shares thereof, the matters relating thereto, the general meetings of the Company and the proceedings thereat, the Directors and other officers thereof, the dividends, accounts, seal and audit, notices to members, and generally all matters provided for by the said articles

Capital stock and shares.

Increase.

Articles of association to govern.

Evidence
thereof.

articles of association, a copy whereof, certified by the President or two of the Directors of the Company shall be deposited in the office of the Secretary of State of Canada; and any copy thereof, purporting to be certified, under the hand of the said Secretary of State or his deputy, to be a true copy of that so deposited, shall be received in all courts of law or equity in Canada as *prima facie* evidence of such articles of association and of the contents thereof, without proof of the signature or signatures of such Secretary or deputy, as shall also any deed or instrument purporting to be under the seal of the Company and executed as required by the said articles.

Service of
process on
company.

5 Every office in Canada, in which the said Company transacts its business, shall be deemed to be a domicile of the said Company, so that if any cause of action or suit shall arise against the Company, service of any writ or process in such action or suit may be validly made upon the Company at such domicile by delivering the same to the person then in charge of such place of business.

Chief office,
agencies, &c.

6. The chief office of the Company shall be their registered office for the time being in Scotland, but the Company may appoint and have officers, agents, and servants in Canada for such purposes and with such powers as the Company may assign to them respectively.

CHAP. 120.

An Act respecting the Commercial Travellers' Association of Canada.

[Assented to 17th May, 1882.]

Preamble.
37 V., c. 96.

39 V., c. 68.

WHEREAS by the Act incorporating the Commercial Travellers' Association of Canada, it is declared that the said Association had for its objects the moral, intellectual and financial improvement, advancement and welfare of its members; and whereas by the Act to amend the said Act it was expressly provided that the said Association should have power to apply its funds, from time to time, in "benefits" or "bonuses" to members thereof, during sickness or disability from accident, casualty or otherwise, or at death to the families or personal representatives of such members; and whereas shortly after the passing of the said Act the said Association passed by-laws making provision for the payment of bonuses upon the death of a member through accident, and also for a weekly indemnity if disabled, and such by-laws are

are still in force and have tended to advance the usefulness of the said Association; and whereas the said Association at its last annual meeting passed by-laws amending their former by-laws and establishing a "mortuary benefit" to be payable upon the death of a member under the circumstances therein mentioned, to his beneficiary or personal representatives; and whereas doubts may arise as to the powers of the Association to pass such "mortuary" by-laws, and it is in the interests of the Association, and expedient that all such doubts should be removed; and whereas the said "bonuses" and "benefits," are in fact intended to afford assistance to the beneficiaries and families of the members, and it is desirable that such intention should be assured and given effect to; and whereas the Association is also desirous that provision should be made for depositing a certain sum with the Receiver General as a guarantee for the carrying out of the said by-laws; and whereas it is expedient also that changes should be made as to the mode of investment of the funds of the Association; and whereas a petition has been presented praying for the passing of an Act for the above purposes, 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, enacts as follows:—

1. The by-laws of the said Association, set forth in the schedule to this Act, shall have the force and effect intended by them as if expressly enacted by the Parliament of Canada.

By-laws of Association confirmed.

2. The "accident bonus" and "mortuary benefit," provided for by the said by-laws, shall be respectively payable as therein provided.

Payment of certain beneficiary sums.

3. In the event of the decease of any beneficiary named in any application for membership or renewal thereof, the member by whom such beneficiary was named shall be entitled to have another beneficiary substituted so often as such an event shall occur; and should no new beneficiary be named the interest of such deceased beneficiary shall survive to any other beneficiary or beneficiaries mentioned in such application or renewal; and should there be none such, the said "bonus" or "benefit" shall be payable to the personal representative of the said member as if no beneficiary had been named.

Name of beneficiary may be changed.

4. Where more than one beneficiary is named in the application for membership of any member or renewal thereof, and no apportionment is made therein, such beneficiaries shall share equally in the said "bonus" or "benefit."

Provision if there is more than one beneficiary.

5. Section two of the Act passed in the thirty-seventh year of Her Majesty's reign, chaptered ninety-six, is hereby amended

Section 2 of 37 V., c. 96, amended.

amended by striking out the words "in the stock of any chartered Bank of Canada" and by inserting in lieu thereof, the words "by depositing the said funds or any part thereof with any chartered bank or loan company in Canada upon receiving an undertaking or deposit receipt therefor from such bank or company."

Deposit with Receiver General.

6. The Association shall, on or before the first of July next, deposit with the Receiver General the sum of fifty thousand dollars, as security for the fulfilment of the purposes and objects provided by the said by-laws and for securing to members and beneficiaries the payment of such sum or sums of money as may, under the provisions of this Act and the by-laws of the Association, become payable to them; and no portion thereof shall be withdrawn, except with the sanction of the Governor in Council on report of the Treasury Board.

Nature and value of deposit.

7. The said sum may consist of money, or of any of the securities mentioned in the Act incorporating the Association as amended by this Act (excepting mortgages), and the value thereof shall be estimated by the Receiver General according to their market value at the time of such deposit.

Further deposit, and application of deposits.

8. The Association may, from time to time, deposit with the Receiver General, any further sum or sums of money or securities for the purposes and objects provided by the said by-laws; and so much of such deposits as may be necessary from time to time to meet the requirements of the said by-laws shall be payable, or securities to the like amount shall be delivered up to the Association, by the Receiver General, on requisition therefor from time to time made under the seal of the Association and the respective signatures of the President, Secretary and Treasurer and counter-signature of one of the auditors of the Association.

Interest on deposits.

9. The interest upon securities forming such deposits shall be payable to the Association as it falls due and is received.

By-laws may be amended, subject to approval of Governor in Council.

10. The by-laws set forth in the schedule to this Act may be amended by the said Association as provided by its Act of incorporation and by-laws, but subject always to the approval of the Governor in Council, and so that the said amendments are not contrary to anything in this Act contained.

SCHEDULE.

BY-LAWS OF THE COMMERCIAL TRAVELLERS' ASSOCIATION OF CANADA.

Article VI.—Honorary Members.

16. Travelling members of five or more consecutive years' standing, who may have ceased to be commercial travellers, shall

shall be eligible as honorary members, and on becoming such shall be entitled to all the rights and privileges of members, except travelling privileges; provided always, that application for such honorary membership shall be made within two months after the applicant shall have ceased to be a travelling member; and provided also, that those who fail to make application as aforesaid, and also those who are or may hereafter be honorary members but fail to rejoin as permitted by by-law 15, shall cease to be eligible as honorary members.

17. Applicants for honorary membership are required to fill up form No. 2,—such applications to be subject to the approval of the Board of Directors, as well as all other conditions affecting membership, and which are not essentially peculiar to travelling members.

18. Honorary members, becoming eligible and qualified for travelling membership, may become such on complying with the requirements of applicants for such membership.

19. The annual subscription for members shall be ten dollars, to be deposited with the application for membership.

Article XIII.—Accident Bonuses.

65. In the event of a member of this Association sustaining any bodily injury from an external, violent or accidental cause, and subject to the conditions hereinafter mentioned, and such injury alone shall have caused his death within six months from the happening thereof, the person or persons of the said member's family whom the said member shall name as his beneficiary or beneficiaries in his application for membership, or any renewal thereof, or the legal representative of such deceased member if no such beneficiary or beneficiaries shall have been so named, shall be entitled to the sum of one thousand dollars from the funds of this Association.

(a) In the event of a member of this Association sustaining any bodily injury which shall not be fatal, but which shall, independently of any other cause, totally disable him and prevent him from continuing the prosecution of any and every kind of business, then, on satisfactory proof of such injury and disability being furnished to the Secretary, such member shall be compensated from the funds of this Association against loss of time thereby caused, in the sum of five dollars per week, during the continuance of such disability, and for a period not exceeding twenty-six weeks.

(b) The provisions of this by-law shall not extend to any bodily injury of which there is no external or visible sign,
nor

nor to any bodily injury happening directly or indirectly in consequence of disease, or by the taking of poison, or by any surgical operation, or medical or mechanical treatment for disease, nor to any case except when the injury aforesaid is the proximate and sole cause of the disability or death.

(c) Any sum of money, which may be paid by way of compensation to any member by virtue of this by-law, shall be counted in diminution of the sum which may be payable in the event of death arising from the same accident or injury.

Article XIV.—Mortuary Benefits.

66. On the death of a member the person or persons of his family whom he shall name in his application for membership, or any renewal thereof, as his beneficiary or beneficiaries, or in default thereof the legal representative of such member, shall be entitled to receive a benefit as provided in the next succeeding by-law.

67. The said benefit shall be provided for and ascertained as follows :—

(a) The net funds and investments of the Association as they were on the fifteenth day of December, one thousand eight hundred and eighty-one, shall be and the same are hereby set apart, and shall be known as the "Permanent Reserve Fund :"

(b) The interest earned on such Permanent Reserve Fund and on the current funds of the Association, together with one-half of the annual subscriptions from membership fees, made up to the fifteenth day of December in each year (first deducting from such fees all outlays other than those under by-laws 65 and 66) shall be known as the "Annual Benefit Allotment," and shall be for the payment of the said benefit :

(c) The Directors shall determine annually as of the fifteenth day of December in each year, under competent advice, a "mortuary benefit" for the ensuing year, and such "mortuary benefit" shall be the result arising by dividing the "annual benefit allotment" by the expected mortality of the Association according to the H. M. Table of Mortality, of the Institute of Actuaries modified from time to time, as far as may be considered prudent by the actual mortality of the Association :

(d) The "mortuary benefit" thus ascertained shall be the benefit payable under by-law 66.

68. The benefit under by-laws 66 and 67 shall be and the same is subject to the following provisions, viz. :—

(a)

(a) The whole amount thereof shall be payable only upon the death of a member who shall have paid his subscriptions and been a member for ten or more consecutive years immediately preceding his decease, and for this purpose the year in which the death occurs shall be counted as one year, and such benefit shall be reduced one-tenth for each year of consecutive membership less than ten.

(b) Claims arising under by-law 65 shall be a first charge upon all the funds of the Association.

69. The legal representatives or beneficiaries of a member who may die through accident or injury, and who may be entitled to a claim under by-law 65 shall have no claim under by-laws 66, 67 and 68, unless the benefit thereunder shall exceed the amount payable under by-law 65, in which event the payment of the "mortuary benefit" shall be in full satisfaction and discharge of all claims against the Association, inclusive of that under by-law 65; and in case the "mortuary benefit" is less in amount than the claim arising as aforesaid under by-law 65, payment under that by-law shall be in full satisfaction and discharge of all claims against the Association, including that under the said by-laws 66, 67 and 68.

70. Should the mortality in any year exceed that estimated according to by-law 67, the remaining half of the annual surplus from the membership fees shall be used to pay the benefits fixed for that year, and in the event of the same proving insufficient for that purpose, resort shall finally be had to the "Permanent Reserve Fund."

71. The balance of the "Annual Benefit Allotment" and the other half of the annual surplus from membership fees remaining at the end of any financial year, not used or required for any purposes of the Association or to meet claims that may have arisen under any by-law during that year, shall be added to and form part of the "Permanent Reserve Fund."

Article XV.—General provisions as to Bonuses and Benefits.

72. No claim shall be made under these by-laws when the death or injury may have been caused by duelling, or by felonious suicide, or self inflicted injuries so inflicted with intent to defraud, or by concealed weapons carried by a member in whose regard application for benefit or bonus may be made, or by exposure to any obvious or unnecessary danger, unless in the laudable effort to save human life or property.

73. Claims under these by-laws are payable only at the offices of the Association at Toronto.

74. In the event of any death, accident or injury occurring, for which claims may be made under these by-laws, immediate notice thereof shall be given in writing, by the proper party, addressed to the Secretary at Toronto, stating the full name, occupation and address of the member. And unless direct and positive proof of the same, and of the death or duration of total disability shall be furnished to this Association within six months from the happening thereof, all claims under these by-laws shall be and become, by reason of the default, waived and forfeited.

75. No claim shall be payable under these by-laws unless a medical adviser of this Association shall be allowed to examine the person of the member, in respect of any alleged injury or cause of death, when and so often as may be reasonably required.

76. All claims under these by-laws must be submitted to the Board of Directors, who shall have authority, and whose duty it will be to investigate the same, and decide upon their validity, and, if the same are allowed, to order their payment. The powers of the said Board herein shall be those of arbitrators, and their decision shall have the force and effect of an award.

77. Claims under these by-laws shall be payable within sixty days after satisfactory proof shall have been furnished as aforesaid.

78. The party entitled to receive any accident bonus or mortuary benefit shall previously furnish the Association with a legal discharge thereof.

CHAP. 121.

An Act to incorporate the Qu'Appelle Land Company (Limited).

[Assented to 17th May, 1882.]

Preamble.

WHEREAS the persons hereinafter mentioned have, by their petition, prayed that they may be incorporated for the purpose of establishing a company to acquire, improve and sell lands and promote immigration in Manitoba and the North-West Territories, and with other

other powers as hereinafter set forth, and have represented that the incorporation of such a company would be a public benefit; and whereas 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, enacts as follows:—

1. James Turner, of Hamilton; George Gooderham, A. B. Lee, and John Leys the younger, of Toronto; the Honorable Thomas N. Gibbs, of Oshawa; the Honorable A. W. Ogilvie, of Montreal; John Riordon, of Merritton; J. W. Lyon, of Guelph; Sylvester Neelon, of St. Catharines; Thomas G. Blackstock, of Toronto, and such other persons as may become shareholders in the Company to be by this Act created, shall be and they are hereby created, constituted and declared to be a corporation and body corporate and politic, under the name and style of the "Qu'Appelle Land Company (Limited)" (hereinafter called the Company), having their head office at the City of Toronto or at such place as may be hereafter fixed by by-law of the Company, with power to open branches at London in England, Edinburgh and Glasgow in Scotland, and Dublin and Belfast in Ireland, and at other places in Great Britain and Ireland.

Certain persons incorporated.

Corporate name, head office and branches.

2. The Company shall have power and authority to purchase, acquire, improve, lease, sell and colonize lands; also to clear, drain and cultivate the same, to erect buildings thereon, to construct roads, bridges and tramways over and across the same, and to charge and collect tolls, fares and freight for any passage or carriage of articles over the same; also to purchase, hire, acquire, own or charter sailing vessels, steamboats or other kinds of craft, including tugs and barges, and to carry on the business of common carriers, forwarders and traders between any point on their own lands and any other place or port in Canada, and to carry on in Canada the business of warehousemen and wharfingers; also to aid, by way of bonus or otherwise, in the construction and maintenance of a line or lines of railway and of steamboats or barges from or through the lands of the Company to some point on or near and in connection with an existing or established line of railway; also to buy, manufacture and sell all kinds of goods, chattels and effects, other than intoxicating drinks, required for the use of the Company or of any person who may settle on the property of the Company; also to assist emigrants from other countries to come to Canada, and to aid their settlement upon lands in Canada, and to take or receive mortgages upon such lands (whether purchased from the Company or others) for the purchase money, or the price of goods and materials furnished, or for money advanced at such rates of interest not exceeding eight per cent. per annum, as may be agreed upon; and also to purchase or lease

General powers and business of the company.

To purchase and colonize lands.

To own and work vessels.

To give aid to lines of railway, steamboats, &c.

To make, purchase or sell goods for settlers.

To assist emigrants.

To raise or help others to raise stock.

Proviso, for revision of tolls by Gov-
Governor
in Council.

lease lands for ranch and grazing purposes, and to stock the same with horses, cattle and sheep, and to sell the same, and generally to carry on the business of stock-raising: Provided however, that no tolls shall be exacted until a tariff of tolls shall have been submitted to and sanctioned by the Governor General in Council, who may, should the public interest require it, revise the same from time to time.

Capital stock and shares.

Proviso, as to increase.

3. The capital stock of the Company shall be three millions of dollars, divided into thirty thousand shares of one hundred dollars each, which shares shall be and are hereby vested in the several persons who shall subscribe for the same, their representatives and assigns: Provided always, that it shall and may be lawful for the Company, from time to time to increase its capital stock to a sum not exceeding six millions of dollars, as a majority of the shareholders at a special meeting to be expressly convened for that purpose, shall agree upon.

Provisional directors and their powers.

Stock books may be opened.

4. For the purpose of organizing the Company, James Turner, George Gooderham, A. B. Lee, John Leys the younger, the Honorable Thomas N. Gibbs, the Honorable A. W. Ogilvie, John Riordon, J. W. Lyon, Sylvester Neelon and Thomas G. Blackstock shall be provisional Directors thereof; and they or a majority of them may cause a stock book or books to be opened,—upon which stock book or books shall be recorded the subscription of such persons as desire to become shareholders in the Company; and such book or books shall be opened in the City of Toronto and elsewhere, at the discretion of the said provisional Directors, and shall remain open so long as they deem necessary.

First meeting of share-holders.

Notice.

Election of directors.

Proviso, as to qualification.

5. When and so soon as one hundred thousand dollars of the said capital stock shall have been subscribed as aforesaid, and thirty thousand dollars thereon shall have been paid into some chartered bank to the credit of the Company,—such subscription and payment being made within one year after the passing of this Act,—the said provisional Directors may call a general meeting of shareholders at some place to be named in the City of Toronto, giving at least fifteen days' continuous notice thereof in two daily newspapers published in the said city and in the *Canada Gazette*; at which general meeting the shareholders present in person, or represented by proxy, shall elect seven Directors, in the manner and qualified as hereinafter provided, who shall constitute a Board of Directors, and shall hold office until their successors are elected: Provided always, that no person shall be eligible to be or continue a Director unless he shall hold in his own name and for his own use at least ten shares in the capital stock of the Company, and shall have paid all calls thereon and all liabilities incurred by him to the Company; and the shareholders shall have power to

increase

increase the number of Directors at any general meeting to any number not exceeding nine, or to reduce them to any number not less than five. Number may be increased or reduced.

6. The stock, property and affairs of the Company shall be managed and conducted by the said Directors, one of whom shall be elected President and another Vice-President. Board of directors.
President.

7. The annual general meeting of the Company shall be held on the second Wednesday in January in each year, or such other day as may be appointed by by-law,—not less than fifteen days' notice of such meeting being given as provided in section five. Annual general meeting.

8. At every election of Directors the persons who shall have the greatest number of votes shall be Directors; and if two or more persons have an equal number of votes in such manner that a greater number of persons shall appear to be chosen as Directors than should have been chosen, then a second vote on the names of such persons shall be taken, and so on until the proper number of persons shall be elected; and the said Directors, as soon as may be after the said election, shall proceed to elect in like manner by ballot one of their number to be President and one other to be Vice-President. Mode of election of directors.

President and vice-president.

9. At all general meetings of the Company each shareholder shall be entitled to give one vote for every share, held by him for not less than fourteen days prior to the time of voting, upon which all calls then due shall have been paid; such votes may be given either in person or by proxy, the holder of such proxy being himself a shareholder; and all questions proposed for the consideration of shareholders shall be determined by the majority of votes, the Chairman presiding at such meeting having the casting vote in case of an equality of votes. Votes on shares.

Majority to decide.
Casting vote.

10. In all actions or suits for the recovery of arrears or calls on shares it shall be sufficient for the Company to allege that the defendant, being the owner of such shares, is indebted to the Company in such sum of money as the calls in arrear amount to, for such and so many shares, whereby an action hath accrued to the Company by virtue of this Act; and on the trial it shall not be necessary to prove the appointment of the Directors who made such calls, or any matter whatsoever other than what is hereinbefore mentioned; a copy of any by-law, rule, regulation or minute, or of any entry in any book of the Company, certified to be a true copy or extract under the hand of the President or Vice-President, Managing Director or Secretary of the Company, and sealed with the corporate seal, shall be received in all courts and proceedings as *prima facie* evidence of such by-law, Procedure in suits to recover calls.

What shall be evidence in such cases.

law, rule, regulation, minute or entry without further proof thereof, and without proof of the official character or signature of the officer signing the same or of the corporate seal.

Powers as to real estate.

11. The Company shall have power to purchase, acquire and hold such real estate, warehouses and wharves, either by lease or otherwise, as it may require for the purposes of its business within the Dominion of Canada or elsewhere, and to sell and dispose of the same, and acquire other property in its place, as may be deemed expedient; and to take, hold and acquire all such lands and tenements, real and immovable estate as shall have been *bonâ fide* mortgaged to it by way of security, or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or otherwise obtained.

Investment of funds.

12. The Company may invest its funds, or any part thereof, in the public securities of the Dominion of Canada, or of any of the Provinces thereof, or of any building or loan society, or in the bonds or debentures of any incorporated city, town or municipality authorized to issue bonds or debentures, or in mortgages on real estate.

Borrowing powers of the company.

13. The Company, under the authority of a special general meeting of the shareholders called for the purpose, may borrow money upon the credit of the Company to the extent of its paid up capital, and may issue bonds, debentures and other securities of the Company for such sums, not being less than one hundred dollars each, and in such currency as may be deemed advisable: Provided always, that nothing in this section shall be construed to authorize 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:

Proviso, as to notes payable to bearer.

Property may be mortgaged as security.

2. And the Company may, with the like authority, mortgage all or any part of the lands and all buildings, improvements, roads and tramways thereon, held by the Company, for the purpose of securing the payment of such bonds and debentures; and such mortgage may be evidenced by a deed or deeds of mortgage executed by the Company, with the authority of its shareholders, expressed by a resolution adopted at such special general meeting; and any such deed may contain such description of the property mortgaged by such deed, and such conditions respecting the payment of the bonds secured thereby, and of the interest thereon, and the remedies which may be exercised by the holders of such bonds, or by any trustee or trustees for them, in default of such payment, and the enforcement of such remedies, and may provide for such forfeitures and penalties in default of such payment as may be approved by such meeting; and may also contain, with the approval aforesaid,

Deed of mortgage.

What such deed may contain.

Powers for enforcing payment.

aforesaid, authority to the trustee or trustees, upon such default, to take possession of the property mortgaged, and to hold the same for the benefit of the bondholders for a time to be limited by the deed, or to sell the said property after such delay, and upon such terms and conditions as may be stated in such deed ; and with the like approval any such deed may contain provisions to the effect that upon such default, and upon such other conditions as may be described in such deed, the right of voting possessed by the shareholders of the Company shall cease and determine, and shall thereafter appertain to the bondholders ; and such deed may provide for the conditional or absolute cancellation, after such sale, of any or all of the shares so deprived of voting power, and may also, either directly by its terms or indirectly by reference to the by-laws of the Company, provide for the mode of enforcing and exercising the power and authority to be conferred and defined by such deed under the provisions hereof.

Cancellation of voting powers of ordinary shareholders.

Further powers.

14. The Directors may appoint and remove, when they see fit, an advisory board and a managing agent at any place where they may by this Act establish a branch office,—such advisory board to be composed of two or more shareholders ; and may delegate to such board such powers as they may deem advisable ; and may entrust to such managing agent an official seal for the purpose of executing such agreements as it may come within the power of such advisory board to make.

Advisory boards and managing agents.

15. The Directors of the Company 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 and the mortgage bonds of the Company in payment of the services of persons, whether Directors or not, who may have been, are, or may be engaged in promoting the undertaking and interests of the Company ; and such issue or allotment of stock or bonds shall be binding on the Company, and such paid-up stock shall not be assessable for calls.

Paid up stock may be issued for certain considerations.

16. The Company, acting by its directors, may amalgamate with any other company of a like nature, and for that purpose may execute with such other company a deed of amalgamation of the Company with such other company ; and upon the execution of such deed of amalgamation and the publication of a notice thereof in the *Canada Gazette* the franchises and privileges, assets, rights and property of the Company shall vest in the amalgamated company, the whole upon such terms and conditions as shall be contained in the said deed of amalgamation, not contrary to law or to the provisions of this Act ; and all the powers, franchises, rights and privileges possessed by both companies shall vest in the amalgamated company under the name of either of the said companies

Amalgamation with another company.

Effect of such amalgamation.

Proviso, as to approval of shareholders.

panies as shall be agreed upon in the deed of amalgamation ; Provided always, that the agreement for amalgamation is first approved of and confirmed by a vote of two-thirds of the shareholders of the Company, present in person or represented by proxy, at a special general meeting to be held for the purpose of considering the same.

Sect. 10 of 44 V., c. 16 to apply to advances to settlers.

17. In the case of the Company granting advances to aid immigrants to settle on homestead lands, such advances shall, in all respects, be subject to the provisions of section ten of the Act forty-fourth Victoria, chapter sixteen, or to the corresponding provisions of any Act of the Parliament of Canada passed during the present Session thereof amending or re-enacting the same.

32, 33 V., c. 12 to apply.

18. The provisions of the "*Canada Joint Stock Companies Clauses Act, 1869*," shall apply to the Company, so far as they are applicable to the undertaking, except in so far as they may be inconsistent with this Act.

Liability of shareholders and directors limited.

19. The shareholders and Directors of the Company shall not be held responsible for any claim beyond the amount of their respective shares, notwithstanding the provisions contained in section thirty-nine of the said "*Canada Joint Stock Companies Clauses Act, 1869*."

CHAP. 122.

An Act to incorporate the Royal Canadian Academy of Arts.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS a society, consisting of professional artists, has been founded in the Dominion of Canada by His Excellency the Right Honourable the Marquis of Lorne, Governor General of Canada, and by Her Royal Highness the Princess Louise, and with the sanction of Her Majesty Queen Victoria, has been entitled the Royal Canadian Academy of Arts; and whereas the said Society hath, by petition, prayed for an Act to incorporate the said Society; and whereas 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, enacts as follows:—

Members of society incorporated.

1. The present members of the said Society, who have complied with all conditions of membership under the present constitution thereof, and such other artists as may hereafter

after become academicians and associates pursuant to the provisions hereinafter set forth, shall be and are hereby incorporated and constituted a body politic and corporate by the name of the "Royal Canadian Academy of Arts," hereinafter called the Academy; the objects of the said corporation shall be the encouragement of Design, as applied to Painting, Sculpture, Architecture, Engraving and the Industrial Arts, and the promotion and support of Education, leading to the production of beautiful and excellent work in manufactures; such objects to be attained by,—

Corporate name, and objects of the society.

1st.—The institution of a National Gallery at the seat of Government;

National gallery.

2nd.—The holding of exhibitions in the principal cities of the Dominion;

Exhibitions.

3rd.—The establishment of Schools of Art and Design.

Schools.

2. There shall be two orders of members of the Academy, viz., Academicians and Associates, all of whom shall be artists by profession, and either painters, sculptors, architects, engravers, or designers, who shall be British subjects or, if aliens, permanent residents in the Dominion.

Academicians and associates.

Qualification.

3. The said Academy shall consist of not more than forty Academicians, of whom not more than ten shall be architects, not more than three engravers, and not more than six designers, and of an unlimited number of associates.

Number of academicians.

Associates unlimited.

4. An "Academician" shall be an artist by profession, and shall have contributed to the national gallery of the Dominion a picture, piece of sculpture, design, or engraving approved and accepted by the Council as a satisfactory specimen of his work in his particular branch of art, and shall have signed the obligation in form and manner prescribed by the Governor General, or as may hereafter be prescribed by the laws of the academy, and shall have received a diploma signed by the Governor General.

Qualification of academicians.

Diploma.

5. An "Associate" shall be an artist by profession, whose election shall be approved by the Governor General and who shall have received a diploma signed by the President of the Academy.

Of associates.

Diploma.

6. There shall be annually one general meeting of the Academy at which the associates may be present, but only for the purpose of taking part in the election of academicians as hereinafter provided: at such meeting the President shall declare the Council; and the Academy shall elect officers and new members and confirm new laws; adjudge premiums to be given to students, donations to art schools and to any student

Annual general meetings.

Proceedings thereat.

student who is sent abroad; hear complaints and redress grievances; and transact any other business relative to the Academy of which such notice shall have been given as may be required by the laws of the Academy; such meeting to be held at such time and place during the holding of an annual exhibition as the President may appoint.

Place of meeting.

Election of academicians from among associates.

Ballot.

Proviso, as to architects.

Council and how constituted.

Retirement of six senior members yearly and election of others.

Special meetings.

Deputy of president.

Powers of president or deputy as to meetings.

Proviso.

Constitution, rules and by-laws.

7. At such general annual meeting the academicians and associates shall jointly elect by ballot from amongst the associates such members for academicians as may have been previously ordered by the Council to be elected; and the academicians shall also at said meeting ballot for any artist eligible as an associate member of the Academy whose name has been proposed for election as such associate, and if such person shall obtain a majority of votes of academicians present at the meeting, he shall be declared elected: provided that associate architects shall vote only for the election of architects, and all other associates shall vote in all elections except those of architects.

8. The government of the Academy shall be vested in a Council to be composed of the President, Vice-President and twelve academicians to be appointed as next hereinafter provided.

9. The present Council shall continue in office until the next general annual meeting, when the six senior members of the Council shall retire and their places be filled by other academicians who shall serve in rotation in the manner directed by any rule in that behalf, so that the seats in the Council may go by succession to all the academicians. The six senior members of the Council shall subsequently retire by rotation yearly, and these shall not re-occupy their seats in the Council till all the rest of the academicians have served.

10. The President shall have power to assemble the Council as often as he shall think it necessary.

11. The President shall have power to nominate one of the Council to act as his deputy in the absence of the President and Vice-President.

12. The President or his deputy, and no other person, shall have power to summon either the Council or any general meeting: in the absence of the President, the Vice-President authorized by him shall have the same powers: in the event of the Vice-President being unable to undertake the President's functions, the President may nominate another deputy.

13. The constitution, rules and by-laws of the Royal Canadian Academy of Arts, as existing at the time of the passing of this

this Act, shall be and continue as the constitution, rules and by-laws of the said Academy so far as the same are consistent with this Act and with the laws of Canada and the Provinces thereof, until the same are altered or repealed in the manner prescribed by this Act.

14. No such rule or by-law shall be altered or repealed, or new rule or by-law made, except at a meeting of the Council to be called for that purpose, of which notice shall be mailed to each member of the Council at least fourteen days before such meeting takes place. How only by-laws may be altered.

15. The Council for the time being shall have power, at any meeting called for the purpose, to amend, repeal or add to the then existing rules and by-laws in such manner as it may be deemed expedient for the interests of the Academy in respect to the following matters:— Amendments for certain purposes.

1st.—The election of new members ; Election.

2nd.—The election or appointment of academicians or members of the council ; Or appointments.

3rd.—The vacating of membership owing to the absence or non-attendance of members ; Vacating seats.

4th.—The regulation and collection of fees payable by members ; Fees.

5th.—The suspension or expulsion of obnoxious members ; but no expulsion to take place except upon a vote of at least two-thirds of the members present at the general annual meeting ; Expulsions.

6th.—The granting of premiums or donations to distressed artists who have been exhibitors at the exhibition of the academy or to their widows or children ; Premiums and donations.

7th.—The holding of meetings and the conduct of business thereat ; Meetings.

8th.—The management of the affairs of the Academy where not otherwise provided for by this Act, and all other matters necessary or expedient to carry out its objects : Management of affairs.

Provided that such new rule or by-law be not inconsistent with this Act, or with the law of the Dominion or of any Province thereof. Proviso.

16. Such new rule or by-law or any amendment or repeal of any rule or by-law shall only have force until the next general meeting of the Academy, when it shall be either confirmed or annulled by the academicians and shall When only a new rule shall come into force.

Report to
Governor for
approval.

shall in no case come into force until approved by the Governor-General : all changes in existing rules or by-laws must originate with the Council ; all business relative to the Academy, after it has been settled by the Council shall be laid before the Governor General by the President ; and the President or his Deputy shall make report to the Council of the Governor General's pleasure thereon.

Suits.

17. The Academy may sue or be sued in its corporate name.

Real and
personal
estate.

18. It shall be lawful for the said Academy to acquire and hold any such real or personal property as it may require for actual use or occupation or to carry out the objects of its incorporation.

Disposal of
property.

19. It shall be lawful for the said Academy to sell, lease or otherwise dispose of the property so acquired under the constitution, rules and regulations and by-laws of the said corporation, subject to the law of the Province in which such property is situated.

Term of office
of present
president and
vice-presi-
dent and
election
thereafter.

20. The present President and Vice-President having been appointed in the first instance by the Governor General in the year one thousand eight hundred and eighty, for a term of five years terminating at the time of the general meeting of the Academy in the year one thousand eight hundred and eighty-five, shall hold office for that time, and their successors shall subsequently be elected annually at the annual meeting, as shall be also the Secretary, Treasurer and Auditor or Auditors.

In case of
premature
vacancy.

21. If the Presidency or Vice-Presidency is vacated before five years shall have elapsed from the date of the appointment of the first President and Vice-President, the Governor General shall appoint to either the Presidency or the Vice-Presidency.

Ordinary
vacancies.

22. Except as hereinbefore provided, the Council shall have power to fill a vacancy in any office which may occur during the year.

CHAP. 123.

An Act respecting Queen's College at Kingston.

[Assented to 17th May, 1882.]

WHEREAS Queen's College, at Kingston, in the Province of Ontario, was incorporated and founded under and by virtue of Royal Letters Patent, bearing date the sixteenth day of October, in the fifth year of Her Majesty's reign; and whereas, by the said letters patent, the ministers and members in full communion of the Presbyterian Church of Canada in connection with the Church of Scotland, constitute and compose the said corporation, and provision is made for the appointment from time to time by the said corporation, of trustees for the government of its affairs in the manner directed by the said letters patent; and whereas the said corporation have represented that the said the Presbyterian Church of Canada in connection with the Church of Scotland has become united with certain other Presbyterian Churches, to wit: "The Canada Presbyterian Church," "the Church of the Maritime Provinces in connection with the Church of Scotland," and "the Presbyterian Church of the Lower Provinces," and the said Churches now form one united Church under the name of "The Presbyterian Church in Canada;" and whereas it is desirable, and the said corporation has, by petition, prayed that an Act be passed to enable the said College to stand towards the said "the Presbyterian Church in Canada" in relations similar to those which it lately held to the Presbyterian Church of Canada in connection with the Church of Scotland, and to provide for the mode of appointment of trustees of the said corporation, and to enable the said trustees and their successors to continue the administration of its affairs, and to enable the said College to continue its functions on terms and conditions like to those which have heretofore existed; and whereas the said corporation have further prayed for additional powers and privileges in regard to the taking and holding of property for the purposes of the said corporation and with the view of increasing the efficiency and extending the usefulness of the said College, and it is desirable to grant the prayer of the said petition; and whereas an Act was passed by the Legislature of the Province of Ontario in the thirty-eighth year of Her Majesty's reign, and chaptered seventy-six, intituled "*An Act respecting Queen's College at Kingston*," for the purposes above recited; and whereas doubts have arisen regarding the validity of the said Act, and it is desirable to confirm all things which have been properly done, relying upon the validity thereof; and whereas under and by virtue of the said Act there was constituted in the said College a Council called the "University Council," consisting of all the trustees

Preamble.

Recital of letters patent.

Union of Presbyterian Churches.

38 Vic. (Ont), c. 76.

Doubts stated.

trustees of the said College and all the members of the College Senate for the time being and their successors, and of as many graduates or alumni as should be equal in number to the number of the aforesaid members, to be chosen as provided by the said Act; and whereas certain powers were, by the said Act, conferred upon the said Council, and it is desirable to confirm all acts and proceedings of and connected with the said Council, done and taken under the said Act, and to confirm the constitution and the powers of the said Council as set forth and provided by the said Act: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Effect of the union of the said churches declared.

1. At and by virtue of the union of the said churches on the fifteenth day of June, one thousand eight hundred and seventy-five, the ministers and members in full communion of the said united church called the Presbyterian Church in Canada, became and thenceforth continued to be and now are the only corporators of the said corporation called "Queen's College at Kingston," and from and after the said fifteenth day of June, one thousand eight hundred and seventy-five, all the provisions in the said letters patent which theretofore applied to the Church of Scotland, or to the Presbyterian Church of Canada in connection with the Church of Scotland, became and are and shall be applicable to the Presbyterian Church in Canada, in the same sense, for the same purposes, and to the same extent as they were applicable to the said Church of Scotland or the said Presbyterian Church of Canada in connection with the Church of Scotland; and all the powers, rights and privileges formerly exercised and enjoyed by the ministers and members of the Presbyterian Church of Canada in connection with the Church of Scotland, as corporators of the said College, and by the Synod of the said Presbyterian Church of Canada in connection with the Church of Scotland, in virtue of their relations respectively to Queen's College at Kingston, shall be exercised and enjoyed by the ministers and members of the Presbyterian Church in Canada, and by the General Assembly or other Supreme Court of the said Presbyterian Church in Canada, respectively, except as hereinafter provided.

Provisions of letters patent apply to Presbyterian Church in Canada as corporators of the said Queen's College at Kingston.

Annual retirement of trustees.

2. The number of trustees, both of ministers and laymen, who by the said letters patent are required to retire annually on the first day of the annual meeting of the Synod of the Presbyterian Church of Canada in connection with the Church of Scotland, shall retire annually on a day which the trustees shall have power from time to time to appoint for the purpose, and on the same day the Board of Trustees, duly convened and met, shall elect successors to the members so retiring whether such members be ministers or laymen.

Election of successors.

3. When, at any time after this Act shall come into force, the Chairman of the Board of Trustees, or, in his absence, the senior trustee shall receive a notice in writing from three members of the Board, requesting him to summon a meeting of the trustees, such meeting shall be legally convened by the chairman or such senior trustee causing the Secretary to the Board to notify every member of the Board of the time, place and purpose of such meeting, and by the Secretary mailing notices of the meeting at least fifteen days before it shall take place.

Meeting of trustees, how called.

Notice.

4. The Board of Trustees may appoint a Vice-Principal of the said College, and such Vice-Principal shall, in the absence of the Principal, take the place and discharge the duties of the Principal.

Appointment of Vice-Principal.

5. The Chairman of the Board of Trustees shall have the right to vote in like manner as other members of the Board on all motions submitted to any meeting of the trustees; and in case of an equality of votes upon any motion, he shall also be entitled to a second or casting vote.

Chairman may vote as member.

Casting vote.

6. The power hitherto vested in the corporation of Queen's College at Kingston to take, purchase, acquire, have, hold, enjoy, receive, possess and maintain in law, to and for the use of the said College, any messuages, lands, tenements and hereditaments, goods, chattels, moneys, stocks, charitable or other contributions, gifts, benefactions or bequests whatsoever, shall be continued in and enjoyed by the said corporation.

Powers as to real estate.

7. The College Senate shall have power to pass by-laws touching any matter or thing pertaining to the conditions on which degrees in the several Arts and Faculties may be conferred, whether the said degrees be such as are gained in course, or such as are honorary, or whether they be conferred on matriculants of Queen's College or other persons; but any such by-law shall be reported to the first meeting of the Board of Trustees after being passed, and shall cease to be in force if disapproved of by the Board.

By-laws as to degrees.

To be reported to board of trustees and may be disapproved.

8. The trustees, lecturers, tutors, fellows, graduates and alumni or students, being undergraduates of the said College, shall have power and authority to meet in convocation for the public conferring of degrees and other honours and distinctions awarded or granted by the College Senate, for the installation of the Chancellor, hereinafter mentioned, the Principal, or any Professor duly elected or appointed according to the provisions of the aforesaid letters patent, and for such other purposes as the University Council, constituted as hereinafter provided, shall, from time to time, determine.

Meetings in convocation and for what purposes.

Constitution of council and certain proceedings under 38 V., c. 76 (Ont.), declared valid.

9. The University Council of Queen's College, constituted under and by virtue of the said Act of the Legislature of the Province of Ontario, intituled "*An Act respecting Queen's College at Kingston,*" is hereby declared to be duly constituted according to the terms and provisions of and with the powers conferred by the said Act; and all acts and proceedings of the said Council, taken under and by virtue of the said Act, are hereby confirmed and declared to be valid; and the said Council may be continued in the manner, and may exercise all the powers and functions mentioned and set forth in the said Act of the Province of Ontario.

Provisions of letters patent continued.

10. All provisions whatsoever contained in the aforesaid letters patent, except so far as any of them are modified or changed by the provisions of this Act, shall continue in force in like manner as if this Act had not been passed.

Principal to be Vice-Chancellor.

11. The Principal shall be Vice-Chancellor of the University, and in the absence of the Chancellor shall take his place and discharge his duties.

Acts and proceedings declared valid.

12. All acts and proceedings done and taken by "Queen's College at Kingston," their Board of Trustees, Senate, Professors, and other officers, agents and servants under and by virtue of the said Act of the Legislature of the Province of Ontario, intituled "*An Act respecting Queen's College at Kingston,*" are hereby confirmed and declared to be valid.

38 V., c. 76. (Ont.)

CHAP. 124.

An Act to amend the Act of the late Province of Canada intituled "An Act to incorporate the Board for the management of the Temporalities Fund of the Presbyterian Church of Canada in connection with the Church of Scotland," and the Acts amending the same.

[Assented to 17th May, 1882.]

Preamble.
Recital of union of Presbyterian Churches.

WHEREAS by petition it hath been represented that the Synods of the Presbyterian Church of Canada in connection with the Church of Scotland, of the Church of the Maritime Provinces in connection with the Church of Scotland, of the Presbyterian Church of the Lower Provinces and the General Assembly of the Canada Presbyterian Church, have united together and have formed one body or denomination of Christians, under the name of "The Presbyterian Church in Canada," and that an Act of the Province of Quebec,

Quebec, thirty-eighth Victoria, chapter sixty-four, was passed on the twenty-third day of February, one thousand eight hundred and seventy-five, containing provisions similar to those contained in this Act, but which Act of the Quebec Legislature has been declared to be unconstitutional by Her Majesty's Privy Council: And whereas the present acting members of the hereinafter mentioned Board have since the passing of the said last mentioned Act been acting under the provisions thereof, and whereas the Act of the late Province of Canada, intituled, "*An Act to incorporate the Board for the management of the Temporalities Fund of the Presbyterian Church of Canada in connection with the Church of Scotland,*" and amendments thereto, require to be amended in consequence of such union, and in order to the carrying into effect of certain resolutions passed by the Synod of the Presbyterian Church of Canada in connection with the Church of Scotland with reference to the said Temporalities Fund, and for the protection of those interested in the same: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Act of Que.,
38 V., c. 64,
declared un-
constitu-
tional.

Act of Prov.
of Canada, 22
V., c. 66.

I. Notwithstanding anything in the said Act of the late Province of Canada, relating to the said Temporalities Fund or amendments thereto, all the acts and doings of the said Board and of the acting members thereof from and since the passing of the said Act of the Province of Quebec, thirty-eighth Victoria, chapter sixty-four, had thereunder, are hereby ratified and confirmed, and the present acting members of the said Board are hereby authorized to hold office and administer the said fund according to the terms of this Act, until replaced by others elected hereunder; until all the present vested rights of all ministers and probationers shall have ceased or lapsed, the said Temporalities Fund shall remain as at present in the hands of a Board, the membership of which shall be continued in the manner hereinafter provided; and the administration of the fund shall continue on the same principles and for the same purposes as before the said union, until the vested rights of all ministers and probationers shall have lapsed; and these rights shall be held to be the following: (1.) The annual receipt by ministers now receiving four hundred and fifty dollars, four hundred dollars or two hundred dollars, of the same amount during their lifetime and good standing in the church: (2.) The annual receipt of two thousand dollars, in perpetuity, by the Treasurer of Queen's College, for the use and benefit of the said college: (3.) The annual receipt of two hundred dollars by all the ministers on the Synod Roll and by all recognized probationers and licentiates engaged in active service at the time of the union, during the lifetime and good standing in the church of such ministers, probationers and licentiates; all salaries of two hundred dollars to be increased to four hundred

Acts of Tem-
poralities
Board under
Quebec Sta-
tute, 38 V.,
c. 64, con-
firmed.

Present board
confirmed in
office.

Temporalities
fund.

Vested rights
of ministers,
and adminis-
tration of the
fund until
they have
lapsed.

Board may draw on capital fund to meet such rights.

Subsequent disposal of revenue.

Queen's College.

hundred dollars each, when the recipients of them shall have retired or have already retired in the Province of Quebec, with the consent of the church, from the active duties of the ministry; the Temporalities Board, shall, if necessary, draw upon the capital fund in order to meet the aforesaid requirements; so soon as any part of the revenue accruing from the said fund is not required to meet the payments of the said incomes and other vested rights in the fund, and expenses connected therewith, the same shall pass to and be subject to the disposal of the said united church; and so soon as the fund, or any part of it, shall no longer be required for these purposes, it shall, with the exception of the annual payment to Queen's College of two thousand dollars, or the same capitalized (and the Board shall have power at any time after the passing of this Act to capitalize the same, and pay it over to the Treasurer of Queen's College for the use and benefit of the said college), be appropriated to a Home Mission Fund for aiding weak charges in the united church.

Pecuniary rights of ministers who did not consent to the union.

2. Provided always, that all ministers and probationers interested or possessing rights in or to the said Temporalities Fund at the time when such union was carried into effect, who declined to become parties to such union, or to enter into the said proposed united church, shall be entitled to all the pecuniary rights and claims upon the said fund they would have enjoyed had they entered into such union, that is to say, so long as they shall continue to be Presbyterian ministers in good standing within the Dominion of Canada, whether in active service or retired; and the said Board shall administer the said fund so as to protect their rights until their said rights shall have respectively lapsed and been extinguished: Provided also, that nothing contained in this Act shall be so construed as to deprive any professor in Queen's College of any right to participate in the said Temporalities Fund to which, as a minister of the Presbyterian Church of Canada in connection with the Church of Scotland, he would have been entitled had he continued in the active duties of the ministry of the said church.

Proviso, as to Professors of Queen's College.

Vacancies in board, how filled.

3. As often as any vacancy in the Board for the management of the said Temporalities Fund occurs, by death, resignation or otherwise, the beneficiaries entitled to the benefit of the said fund may each nominate a person, being a minister or member of the said united church, or in the event of there being more than one vacancy, then one person for each vacancy, and the remanent members of the said Board shall thereupon, from among the persons so nominated as aforesaid, elect the person or number of persons necessary to fill such vacancy or vacancies, selecting the person or persons who may be nominated by the largest number of beneficiaries; but in the event of failure on the part of the beneficiaries to nominate as aforesaid, the remanent members of the Board shall

shall fill up the vacancy or vacancies from among the ministers or members of the said united church.

4. The said Board of management shall, within twelve months after the passing of this Act, call a meeting of the said beneficiaries at such time and place as may be found most convenient, and at such meeting the said beneficiaries shall have power to make by-laws regulating all matters relating to the mode in which notice of vacancies occurring as aforesaid shall be given to them, the time within which such notice shall be given, the form of nomination papers, the time after receiving notice of a vacancy within which the same are to be sent in, the person or persons to whom the same shall be sent and by whom the same shall be opened, the recording the result of such nominations and of the elections consequent thereon, and all other matters relating to or affecting such nominations and elections.

Meeting of beneficiaries to be called to regulate elections and nominations.

2. After the first and third classes of payments named in section one shall have been extinguished and provision shall have been made for the annual receipt in perpetuity of the sum provided for in the second class of payments, each congregation which declined to become a party to the union, and which shall not have entered the union before the time of the extinction of such payments shall be entitled to a share of the residue, such share to be in the proportion of one to the whole number of congregations on the Synod Roll on the fourteenth day of June, 1875, the date of the union.

Provision after certain classes of payments shall have been extinguished.

5. The Board of management of the said Temporalities Fund shall, once in each year transmit by post to each beneficiary a printed statement of the affairs of the said fund, and a report of the proceedings of the Board for the preceding year, containing such information as may be required by the by-laws to be passed as hereinafter provided.

Yearly report to beneficiaries.

6. The books and affairs of the said Board shall be audited once in each year by auditors appointed by the beneficiaries, in manner hereinafter provided.

Audit of books and affairs.

7. At the meeting to be called and held pursuant to section four, the beneficiaries may make by-laws regulating the appointment of auditors, and all matters relating to the audit of the affairs of the fund, and to the annual statement and report to be made under section five.

Appointment of auditors.

8. The third section of this Act shall continue in force until the number of beneficiaries is reduced below fifteen; and so soon as the number is reduced below fifteen, the said Board shall be continued by the remanent members filling up any vacancy or vacancies from among the ministers or members of the united church, and the auditors shall, in like manner, be appointed by the said Board.

Duration of power to nominate under sec. 3 limited.

CHAP 125.

An Act to amend the Act of the late Province of Canada, intituled "An Act to incorporate the Managers of the Ministers' Widows' and Orphans' Fund of the Synod of the Presbyterian Church of Canada, in connection with the Church of Scotland," and amendments thereto.

[Assented to 17th May, 1882.]

Preamble.

Union of
Presbyterian
Churches.

Act of Que.,
38 V., c. 61.

Act of Prov.
of Canada,
10, 11 V., c.
103.

Widows' and
Orphans'
Fund con-
tinued.

Acts of man-
agers of fund
ratified.

WHEREAS by petition it hath been represented that the Synods of the Presbyterian Church of Canada, in connection with the Church of Scotland, of the Church of the Maritime Provinces in connection with the Church of Scotland, and of the Presbyterian Church of the Lower Provinces and the General Assembly of the Canada Presbyterian Church, have united together, and have formed one body or denomination of Christians, under the name of "The Presbyterian Church in Canada," and that an Act of the Province of Quebec, thirty-eighth Victoria, chapter sixty-one, was passed on the twenty-third day of February, one thousand eight hundred and seventy-five, containing provisions similar to those contained in this Act, and that doubts have been raised as to the constitutionality of the Act lastly cited, and that the present acting members of the said corporation of Managers have, since the passing of the said last mentioned Act, been acting under the provisions thereof; and that the Act of the late Province of Canada tenth and eleventh Victoria, chapter one hundred and three, intituled "*An Act to incorporate the Managers of the Ministers' Widows' and Orphans' Fund of the Synod of the Presbyterian Church of Canada, in connection with the Church of Scotland,*" and amendments thereto, require to be amended with a view to such union, and in order to the carrying into effect of certain resolutions passed by the Synod of the Presbyterian Church of Canada, in connection with the Church of Scotland, with reference to the said fund, and for the protection of those interested in the same: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

I. Notwithstanding anything in the said Act and the amendment or amendments thereto contained, the fund presently existing for the benefit of the Ministers' widows and orphans of the said Church, shall continue for the benefit of the widows and orphans of those ministers who were members of the Synod of the said Church at the date of union; and all the acts and doings of the said corporation of Managers and of the acting members thereof, from and since

since the passing of the said Act of the Province of Quebec, thirty-eighth Victoria, chapter sixty-one, had thereunder, are hereby ratified.

2. Those persons who were the managers of the said fund at the date of union shall continue to be the managers thereof, unless they resign, so long as they shall remain members or adherents of a Presbyterian Church in Canada, until they are relieved of their office in the manner hereinafter provided for, that is to say: that one minister and two laymen shall retire from the corporation annually, at the annual meeting of the Board, those longest in office retiring first and so on in rotation; and their places shall be supplied by one minister and two laymen, who shall then and there be chosen for the purpose by the said Board, the retiring members being eligible for re-election: Provided, that the person or persons so chosen shall be ministers whose rights in the fund are guaranteed by this Act, or members or adherents of their congregations; and the Board so constituted shall have power to hold all moneys, properties and mortgages, and to exercise all the rights appertaining to the present Board of Managers; and they are hereby authorized to receive such legacies and bequests as may be made for the benefit of the said fund.

Original managers continued.

Yearly retirement of three members and election to fill vacancies.

Proviso, powers of board so constituted.

3. Until such time as an equitable arrangement for the establishment of a Ministers' widows' and orphans' fund for the united Church shall have been made, the widows and orphans entitled to receive annuities from the said fund at the date of union, or the widows and orphans of those ministers who, at the date of union, were members of the Synod aforesaid, and had contributed personally and through their congregations to the said fund, in terms of the by-laws thereof, shall receive annuities at a rate not lower than the scale fixed by the Board previous to the date of union, if the funds permit: Provided, that the ministers, whose widows or orphans shall be placed on the list of annuitants on the said Board after the union, shall have continued to contribute to the said fund six dollars semi-annually as heretofore, and shall have secured annual contributions from their congregations to the said fund.

Provisional annuities.

Proviso.

4. As soon as an arrangement for the establishment of a fund for the benefit of the Ministers' widows and orphans of the united Church satisfactory to the Board, as representing the interests of the widows and orphans of those ministers who had formerly belonged to the Presbyterian Church of Canada in connection with the Church of Scotland shall have been made by the Supreme Court of the united Church, the Board shall be empowered to hand over to such Board or Committee as may be created for the management of such new fund for the benefit of the widows and orphans

Establishment of a new fund.

Proviso :
annuities not
to be less
than at date
of union.

orphans of the ministers of the united Church all moneys, properties and mortgages they shall at the time hold : Provided always, that no widow or orphan of a minister, who had formerly belonged to the Presbyterian Church of Canada in connection with the Church of Scotland, shall receive less annuities from the fund of the united Church than would have pertained to them in terms of the scale in force by the Board at the date of union if the said churches had not united.

Rights and
claims of
dissenting
ministers.

5. In the event of any minister or ministers of the Synod of the Presbyterian Church of Canada in connection with the Church of Scotland, who possessed rights in this fund at the date of the said union, declining to enter into the united Church, he or they shall be entitled to the same pecuniary rights and claims in and upon the said fund as were possessed by him or them previous to the said union : Provided, that those ministers thus declining to enter the said united Church continue their ministerial and congregational contributions as heretofore ; but those ministers who only continue to contribute to the fund personally six dollars semi-annually, and whose congregations do not contribute, shall be only entitled to claim from that part of the said fund consisting of ministers' contributions and not from that part consisting of congregational contributions, except to the extent that they may have contributed to the congregational fund prior to the fifteenth day of June, 1875, and in the proportion provided for by the existing by-law.

Proviso, as to
certain
ministers.

Inconsistent
enactments
repealed.

6. All provisions contained in any previous Act or amendment thereto inconsistent with the provisions of this Act, relating to the said managers of the Ministers' widows' and orphans' fund, are hereby repealed.

CHAP. 126.

An Act to incorporate the Synod of the Diocese of Saskatchewan and for other purposes connected therewith.

[Assented to 17th May, 1882.]

Preamble.

WHEREAS in the year of our Lord 1874, the territory now comprising the diocese of Saskatchewan was separated from the diocese of Rupert's Land by consent of Her Majesty the Queen, and the then Lord Bishop of Rupert's Land, and set apart as a separate and independent diocese ; and whereas his Grace the Lord Archbishop of Canterbury having,

having, by mandate of Her Majesty, consecrated the Venerable John McLean, doctor of divinity and doctor of civil law, to the episcopal office, and having obtained Her Majesty's consent to his appointment as Bishop of Saskatchewan, did issue a commission under his hand and seal appointing the said John McLean to be Bishop of Saskatchewan; and whereas the members of the Church of England in the said diocese have largely increased in number and it has become desirable that the Synod of the said diocese should be incorporated, and that certain powers should be granted to such corporation: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The bishop, clergy and laity of the said diocese of Saskatchewan are hereby made and constituted a corporation and body politic and corporate under the name of the "*Synod of the Diocese of Saskatchewan*," with all the rights, powers and privileges incident to such incorporation.

Synod of Saskatchewan incorporated

2. The said synod may meet and frame a constitution and regulations for the general management and good government of the said Church of England in the said diocese, and from time to time as they shall see fit, alter and amend the same, and in such manner and by such proceedings as they shall adopt, make regulations for enforcing discipline in the church, for the appointment, deposition, deprivation or removal of any person bearing office therein of whatever order or degree, for the acquiring and disposing of property, and for the convenient and orderly management of the same and the temporalities, affairs and interests generally of the church in matters relating to and affecting the same, and the officers and members thereof, and not in any manner interfering with the rights, privileges or interests of other religious communities, or of any person or persons not being a member or members of the said Church of England.

Powers of the synod, as to constitution.

Discipline.

Property and matters generally.

Proviso.

3. For all purposes of this Act the laity shall meet in synod by representation, and until it shall be otherwise determined by the synod, one or more delegates (not exceeding three in any case) may be elected in each parish, mission or cure, within the diocese, at such time and place within the parish, mission or cure as the bishop may direct: or in cases where there may be more than one congregation in any parish, mission or cure, then in each such congregation or at meetings to be specially called for the purpose by each clergyman having a separate cure of souls; and all laymen within such parish, mission or cure, or belonging to such congregation, of the full age of twenty-one years who shall declare themselves in writing at such meetings to be members of the Church of England and to belong to no other religious denomination, shall have the right of voting at such election;

Representation of the laity in the synod.

Who shall be entitled to vote.

Certificate of election. election; each delegate shall receive from the chairman of the meeting a certificate of his election, which he shall produce when called upon so to do at the synod.

First meeting. 4. The first meeting of the said synod shall be called by the bishop of the diocese at such time and place as he shall think fit.

Powers as to real estate. 5. The said synod is hereby authorized and empowered to take and hold lands and hereditaments for the uses and purposes of the said Church of England in the said diocese, and every deed or conveyance of land or any estate or interest therein to the said synod shall be valid and effectual, the Acts of Parliament commonly called the Statutes of Mortmain or other Acts, laws or usages to the contrary thereof notwithstanding: Provided always, that in order to the validity of such deeds and conveyances the same shall be made and executed six months at least before the death of the person conveying the same, and shall be registered not later than six months after his decease.

Proviso, as to time of execution and registration of deeds.

Investment of funds. 6. The said synod is hereby authorized and empowered to invest its funds and moneys (including the Episcopal Endowment Fund) on mortgage of real or personal property and on other securities in any part or parts of the Dominion of Canada outside the limits of the said diocese, as may be from time to time directed by the said synod: Provided, that the special authority given by this section shall not be deemed or construed as in any way limiting the generality of the powers hereinbefore given to the said synod for the regulation and management of its property, temporalities and concerns.

Proviso: general powers not limited.

Short title of Act. 7. This Act may be cited as the "*Saskatchewan Synod Act*," and shall apply and be in force in the North-West Territories.

CHAP. 127.

An Act to incorporate the Sisters of Charity of the North-West Territories.

[Assented to 17th May, 1882.]

Preamble. WHEREAS Sister M. H. Robin, Sister M. U. Charlebois and Sister M. M. Reid, on behalf of the Sisters of Charity of the North-West Territories, have, by their petition, represented that the Community of which they are members,

bers, known as "The Community of the North-West Territories," has been for many years organized for charitable, benevolent and educational purposes for the benefit of Indians and others, and that the said Community now has, in the North-West Territories, several convents, schools, orphanages and hospitals and proposes to establish others; and whereas they have prayed by the said petition that for the better attainment of the objects of the said Community it may be invested with corporate powers, 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:—

1. The ladies hereinbefore mentioned, and such other ladies as now are members of the said Community or shall hereafter become members thereof, shall be and they are hereby constituted and declared to be a body politic and corporate by the style and title of "The Sisters of Charity of the North-West Territories," hereinafter called the Corporation.

Incorporation.

Corporate name.

2. The Corporation may, from time to time, and at all times, acquire and hold as purchasers for the general purposes of the Corporation any lands, tenements, or hereditaments in the North-West Territories; and the same or any part thereof, from time to time, may sell or exchange, mortgage, lease, let, demise or otherwise dispose of, and in case of sale, may purchase other real estate with the purchase money arising from such sale: Provided, that the annual revenue of the real estate held by the Corporation shall not at any one time exceed twenty thousand dollars.

Powers as to real estate.

Proviso: amount limited.

3. All lands, tenements and hereditaments, and all convents, schools, seminaries, orphanages and hospitals now belonging to and used, held, occupied and possessed or enjoyed by the said the Sisters of Charity of the North-West Territories, shall be and the same are hereby declared to be vested in the Corporation for the purposes thereof.

Property vested in the corporation.

4. The revenues, issues and profits of all property, real or personal, held by the Corporation shall be appropriated and applied solely to the maintenance of the members of the Corporation, the construction and repair of the buildings requisite for the purposes of the Corporation, and to the advancement of education and for the purposes of charity and benevolence.

Application of revenues.

5. The Superior of the Sisters of Charity of the General Hospital at Montreal shall be *ex-officio* the President of the Corporation.

President.

6. It shall be lawful for the members of the Corporation to make by-laws for the government and proper administration

By-laws may be made.

tion

tration of the affairs of the Corporation, and to repeal and amend the same from time to time.

Committee
of manage-
ment.

7. The affairs and business of the Corporation shall be managed by a committee of management composed of three of the members of the Corporation, to be selected in accordance with the by-laws and regulations of the Corporation ; the said three members shall be called the Superior, the Treasurer, and the Secretary.

Attorneys
and adminis-
trators.

8. The members of any of the committees of management of the Corporation shall have power to appoint such attorney or attorneys, administrator or administrators of the property of the Corporation as shall be necessary for the well conducting of the business and affairs thereof ; and also to remove from office such attorney or attorneys, administrator or administrators appointed as aforesaid.

Present
officers con-
tinued.

9. Until others shall be elected according to the by-laws of the Corporation, the present officers of the Community aforesaid shall be those of the Corporation constituted by this Act.

Deeds of the
corporation.

10. All deeds signed by the Superior, Treasurer and the Secretary of the Corporation and sealed with the corporate seal of the Corporation, and none others shall be held to be deeds of the Corporation ; but the Treasurer of the Corporation, or any person duly authorized to act in such behalf, may receive all moneys payable to the Corporation and grant valid receipts therefor.

Proviso.

Recovery of
moneys due
to the cor-
poration.

11. All sums of money due to the Corporation shall be paid to the Treasurer thereof, and in default of payment may be recovered in an action brought in the name of the Corporation in any court of competent jurisdiction.

Non-liability
of members
defined.

12. Nothing herein contained shall have the effect, or be construed to have the effect of rendering all or any of the said several persons hereinbefore mentioned, or all or any of the members of the Corporation, or any person whatsoever, individually liable or accountable for, or by reason of, any debt incurred or entered into for or by reason of the Corporation, or for or on account or in respect of any matter or thing whatsoever relating to the Corporation.

Certain
rights saved.

13. Nothing herein shall affect or be construed to affect the rights of Her Majesty, her heirs or successors, or of any person or persons, or of any body politic or corporate, such only excepted as are hereinbefore mentioned and provided for.

14. The Corporation shall, at all times when required by the Governor or either of the Houses of Parliament of Canada, make a full return of all property, real and personal, held by it, with such details and information as may be, by the Governor or either House of Parliament, demanded. Returns to be made when required.

OTTAWA :
PRINTED BY BROWN CHAMBERLIN,
LAW PRINTER (FOR CANADA) TO THE QUEEN'S MOST EXCELLENT MAJESTY,
ANNO DOMINI, 1882.

TABLE OF CONTENTS.

ACTS OF CANADA.

FOURTH SESSION, FOURTH PARLIAMENT, 45 VICTORIA, 1882.

LOCAL AND PRIVATE ACTS.

CHAP.	PAGE
56. An Act for the relief of the Bank of Prince Edward Island	3
57. An Act to reduce the capital stock of the Ontario Bank and to change the nominal value of the shares thereof, and for other purposes.....	4
58. An Act to amend the Act of the present Session, intituled "An Act to reduce the capital stock of the Ontario Bank and to change the nominal value of the shares thereof, and for other purposes".....	5
59. An Act to revive and amend the charter of the Chartered Bank of London and North America, and to change the name thereof to "The Chartered Bank of London and Winnipeg".....	6
60. An Act respecting the Exchange Bank of Yarmouth, Nova Scotia.....	8
61. An Act to incorporate the Manitoba Bank.....	9
62. An Act to incorporate the North-Western Bank.....	11
63. An Act to incorporate the Planters' Bank of Canada.....	18
64. An Act to incorporate the Western Bank of Canada.....	15
65. An Act respecting a certain agreement between the Canadian Securities Company and the liquidators of the Consolidated Bank of Canada.....	17
66. An Act to amend the Acts relating to the Great Western Railway Company.....	19
67. An Act respecting the Quebec, Montreal, Ottawa and Occidental Railway.....	23

CHAP.	PAGE
68. An Act respecting the Canada Southern Railway Company, and the Erie and Niagara Railway Company.....	24
69. An Act to amend the Act incorporating the Pontiac Pacific Junction Railway Company, and to authorize the said Company to erect a bridge over the River Ottawa.....	27
70. An Act respecting the River St. Clair Railway Bridge and Tunnel Company.....	30
71. An Act to incorporate the "Great Eastern Railway Company"	31
72. An Act to incorporate the Montreal and Central Canada Railway Company.....	39
73. An Act to incorporate the Great American and European Short Line Railway Company.....	47
74. An Act to incorporate the Ottawa and Arnprior Junction Railway Company.....	54
75. An Act to incorporate the Calais and St. Stephen Railway Bridge Company.....	61
76. An Act to incorporate the Chignecto Marine Transport Railway Company (Limited).....	69
77. An Act to incorporate the Ottawa, Waddington and New York Railway and Bridge Company.....	74
78. An Act to incorporate the Ontario Pacific Railway Company...	91
79. An Act further to amend the Act incorporating the Souris and Rocky Mountain Railway Company.....	102
80. An Act respecting the Portage, Westbourne and North-Western Railway Company.....	104
81. An Act to incorporate the Saskatchewan and Peace River Railway Company.....	111
82. An Act to amend the Act to incorporate the South Saskatchewan Valley Railway Company.....	120
83. An Act to incorporate The Lake Athabaska and Hudson Bay Railway Company.....	124
84. An Act to incorporate the Lake Superior and James' Bay Railway Company.....	133

TABLE OF CONTENTS.

iii

CHAP.	PAGE
85. An Act to incorporate the Rapid City Central Railway Company	140
86. An Act respecting the Niagara Grand Island Bridge Company	147
87. An Act relating to the Canada Southern Bridge Company.....	148
88. An Act to incorporate the Niagara Peninsula Bridge Company	149
89. An Act to incorporate the Sault Ste. Marie Bridge Company...	157
90. An Act to incorporate the St. John's Bridge Company.....	165
91. An Act to incorporate the Richelieu Bridge Company.....	169
92. An Act to incorporate the Winnipeg and Springfield Bridge Company	174
93. An Act to consolidate and amend the Acts relating to the Montreal Telegraph Company.....	179
94. An Act to incorporate the "Canada Mutual Telegraph Company."	186
95. An Act to amend the Act incorporating "The Bell Telephone Company of Canada".....	194
96. An Act to incorporate "The Edison Electric Light Company of Canada"	195
97. An Act to incorporate "The Thomson and Houston Electric Light Company of Canada"	204
98. An Act to amend the Act incorporating the North American Mutual Life Insurance Company, and to change the name thereof to the "North American Life Assurance Company."	213
99. An Act to amend and consolidate as amended the several Acts relating to the British America Assurance Company.....	215
100. An Act respecting the "Sun Mutual Life Insurance Company of Montreal"	221
101. An Act to amend and extend the "Act to empower the Stadacona Fire and Life Insurance Company to relinquish their charter, and to provide for the winding up of their affairs"	222
102. An Act to amend the "Act incorporating The Canadian Steam Users' Insurance Association" and to change the name of the said company to "The Boiler Inspection and Insurance Company of Canada.".....	223

CHAP.	PAGE
103. An Act to incorporate the Ocean Mutual Marine Insurance Company	224
104. An Act to incorporate "The St. Lawrence Marine Insurance Company of Canada."	233
105. An Act to incorporate the Tecumseh Insurance Company of Canada.....	236
106. An Act to further amend the Act incorporating the Mutual Life Association of Canada and to change the name thereof to "The Life Association of Canada."	245
107. An Act to incorporate the "Canada Provident Association."...	249
108. An Act to empower the Ottawa Agricultural Insurance Company to wind up their affairs, and to relinquish their charter and to provide for the dissolution of the said Company	252
109. An Act to authorize and provide for the winding up of the Dominion Fire and Marine Insurance Company.....	253
110. An Act to extend and amend the Acts relating to the Canada Landed Credit Company	256
111. An Act for amending the Acts relating to "The Trust and Loan Company of Canada," and for enlarging the powers of the said Company	257
112. An Act to authorize the Canada Co-operative Supply Association, Limited, to issue preference stock.....	262
113. An Act respecting the New York and Ontario Furnace Company	263
114. An Act to incorporate the International Construction Company, (Limited).....	264
115. An Act to incorporate the Nova Scotia Steamship Company (Limited)	266
116. An Act to incorporate the McClary Manufacturing Company..	270
117. An Act to amend the charter of the Fellowes' Medical Manufacturing Company	273
118. An Act to grant certain powers to the "C. W. Williams Manufacturing Company," and to change the name thereof to the "Williams Manufacturing Company."	274

TABLE OF CONTENTS.

CHAP.	PAGE
119. An Act to incorporate the Quebec Timber Company (Limited).	278
120. An Act respecting the Commercial Travellers' Association of Canada.....	280
121. An Act to incorporate the Qu'Appelle Land Company (Limited).	286
122. An Act to incorporate the Royal Canadian Academy of Arts...	292
123. An Act respecting Queen's College at Kingston... ..	297
124. An Act to amend the Act of the late Province of Canada, intituled : " An Act to incorporate the Board for the management of the Temporalities Fund of the Presbyterian Church of Canada, in connection with the Church of Scotland," and the Acts amending the same.....	300
125. An Act to amend the Act of the late Province of Canada, intituled : " An Act to incorporate the Managers of the Ministers' Widows' and Orphans' Fund of the Synod of the Presbyterian Church of Canada, in connection with the Church of Scotland," and amendments thereto.....	304
126. An Act to incorporate the Synod of the Diocese of Saskatchewan, and for other purposes connected therewith....	306
127. An Act to incorporate the Sisters of Charity of the North-West Territories	308

INDEX

TO

LOCAL AND PRIVATE ACTS OF CANADA.

FOURTH SESSION, FOURTH PARLIAMENT, 45 VICTORIA, 1882.

	PAGE
ARTS, Royal Canadian Academy of. <i>See</i> Royal	292
BANK of Prince Edward Island, Act for relief of.....	3
Period for resumption of payment extended.....	3
Banks. <i>See</i> Bank of Prince Edward Island, Ontario Bank, Chartered Bank of London and Winnipeg, Exchange Bank of Yar- mouth, Manitoba Bank, North-Western Bank, Planters' Bank, Western Bank of Canada, Canadian Securities Company.	
Bell Telephone Company, Act incorporating amended.....	194
Amendments in powers for construction, and borrowing powers.....	194
Extension of lines, declaration of general advantage to Canada.....	195
Boiler Inspection and Insurance Company of Canada. <i>See</i> Canadian Steam Users.....	223
British America Assurance Company, Acts amended and consolidated Incorporation, name and powers continued, real estate, shares.....	215
Directors, annual election of, and provisions respecting.....	216
Provision in case of failure of election, appointment of officers Meetings of directors, annual meetings of company, transfers of shares.....	217
Real estate, business of the Company defined	218
Its powers as to insurance against fire and marine losses	218
Policies, agents and their powers, re-insurance.....	219
Increase of capital, contracts not under seal.....	220
Liability of shareholders limited, voting at directors' meetings	220
Yearly returns to Parliament, Company subject to general Acts	220
CALAIS and St. Stephen Railway Bridge Company incorporated.....	61
Incorporation, object of the Company, and powers for build- ing bridge.....	62
Approval of Governor in Council and of United States re- quired.....	62

	PAGE
Union with another company, capital and shares.....	63
Railway Act to apply, provisional directors, stock books and subscriptions.....	63
Allotment of stock, general meeting and election of directors .	64
Number and qualification of directors, votes at elections.....	64
Powers of directors, tolls, annual meetings, amalgamation proceedings.....	65
Rights of new Company, and their borrowing powers.....	66
Railway Act, 1879, to apply to bridge, rights of aliens, tolls...	67
Provision in case of joint commission with U.S. or Maine.....	67
Equal rights of companies using bridge, offences, promissory notes, &c.....	68
Act to come into force by proclamation, time for construction.	69
Canada Co-operative Supply Association, issue of preference stock by	262
How such stock may be issued, and consequences of issue.....	262
Rights of holders in case of distribution of assets of Company	262
Canada Landed Credit Company, powers extended to Manitoba and N. W. Territories	256
Canada Mutual Telegraph Company incorporated	186
Incorporation and charter confirmed, and property and rights	187
Powers for constructing lines and as to telephones, head office.....	187
Restrictions, compensation for damages, proviso as to bridges	188
Capital and shares, provisional and elective directors.....	189
Aliens, liability limited, board of directors, quorum, honorary directors	189
Stock-book, first, and annual general and special meetings, vacancies among directors.....	190
By-laws, calls, enforcement of, transfer of stock.....	191
If not fully paid up, transmission otherwise than by transfer.	192
Order of sending despatches, priority to Government.....	193
Penalty for divulging contents, and for injuring property of Company	193
Canada Provident Association incorporated.....	249
Subscription fund may be raised and deposited.....	250
Head office, meetings, annual statement, inspection by Minister of Finance	251
Votes at meetings	252
Canada Southern Bridge Company, Act relating to	148
Time for completion of the tunnel extended.....	148
Canada Southern and Erie and Niagara Railway Companies, Act respecting	24
Recital of case and Acts relating thereto.....	24
Rights given by said Acts to Canada Southern Company revived and confirmed	26
Time for construction extended, agreement with Leamington and St. Clair Railway Company confirmed.....	26
Canadian Securities Company, and Consolidated Bank Liquidators ..	17
Functions of liquidators transferred to Company, exception of certain funds.....	18

	PAGE
Company to deposit securities, discharge of liquidators, recourse of creditors of bank.....	18
Canadian Steam Users' Insurance Association, Act amended, name altered.....	223
Provisions respecting directors altered.....	224
Chartered Bank of London and Winnipeg, charter revived and amended.....	6
Revival and change of name, incorporation, capital and shares, provisional directors and their powers.....	7
Within what time the Treasury Board certificate must be obtained.....	8
Chignecto Marine Transport Railway Company incorporated.....	69
Objects and powers of Company, real estate, provisional directors.....	70
Quorum, paid directors, qualification, meeting and election....	71
Mortgage bonds and deed, and provisions, "working expenses".....	72
Preferred stock, money raised by bonds, promissory notes, aid to Company.....	73
Tolls,—declaration of importance of work to Canada.....	74
Time for construction, application of Railway Act, 1879.....	74
Commercial Travellers' Association of Canada, Act respecting.....	280
By-laws set forth in schedule confirmed.....	281
Provisions respecting decease of beneficiary, or if more than one.....	281
Investments, and deposits with Receiver-General.....	282
Interest on such deposits, as to amendments to by-laws.....	282
Schedule of by-laws confirmed.....	282
Consolidated Bank. <i>See</i> Canadian Securities Company.....	17
C. W. Williams Manufacturing Company, powers granted to.....	274
Name changed, and corporate powers.....	274
Members, business, capital, directors and meetings.....	275
Provision in case of failure of elections, deeds, domicile, liability.....	277
DOMINION Fire and Marine Insurance Company, Act for winding up.....	253
Appointment of liquidators and their powers.....	253
Proceedings of liquidators, realization of assets, and payment of claims.....	254
Distribution of surplus, responsibility of liquidators, meeting of Company.....	254
Assignment of debts by liquidators, disposal of books and papers of Company.....	256
EDISON Electric Light Company, incorporated.....	195
Incorporation, name and business of the Company.....	195
Further powers and business, real estate, and taking land for works.....	196
Capital and shares, provisional directors, first general meeting.....	197

INDEX.

ix

	PAGE
Directors, equal rights of aliens, &c., subscriptions for stock, calls, &c.....	198
Calls and recovery of, votes, proxies, annual general meetings	199
Provision in case of failure of election, by-laws, transfer of shares.....	200
Domicile, branch offices, borrowing powers, bonds, debentures, notes, &c.....	201
Penalties for frauds upon the Company, or injury to its property.....	202
Or for extinguishing public lights, enforcement of payment of rates.....	203
Recovery of fines, penalties and forfeitures.....	204
Exchange Bank of Yarmouth, capital and shares reduced.....	9
Liabilities of shareholders not affected.....	9
FELLOWES' Medical Manufacturing Company, charter amended....	273
Chief executory authority only need be H. M. subject or reside in Canada	273
GREAT American and European Short Line Railway Company incorporated.....	47
Incorporation and line of railway, power to hold vessels	48
As to powers granted by Nova Scotia or Newfoundland.....	49
Arrangements for lease, purchase or amalgamation with other companies.....	49
Rights of Company after amalgamation, stock or bonds in payment	49
Division of railway into sections, capital, shares and certificates	50
Provisional directors, first meeting, and election of directors ..	50
Annual meetings and election, qualification and quorum of directors.....	51
Calls, head and local offices, promissory notes, &c.....	51
Mortgage bonds and deed of mortgage and conditions	52
Working expenses defined, guaranteed or preferred stock.....	52
Warehouses, elevators, snow fences, Railway Act, 1879, to apply	53
Time for construction and completion.....	54
Great Eastern Railway Company incorporated.....	31
Declaration of general advantage to Canada, incorporation....	32
Line of railway and branch line to any bridge over River St. Lawrence	33
Capital and shares, provisional directors, first meeting of shareholders	33
Annual meetings, election of directors, qualification, calls on stock	34
Paid-up shares, mortgage bonds, bonds secured by mortgage deed.....	35
Special provisions as to bonds, promissory notes, &c.....	36
Telegraphs and telephones.....	37
Power to make docks and own vessels, arrangements with other companies.....	37

	PAGE
Equal rights of shareholders, forms of conveyance, time for construction	38
Great Western Railway Company, Acts relating to, amended.....	19
Short title, borrowing powers enlarged, paying off bonds.....	20
Unissued loan capital, portions of G. W. Act of 1876 to apply	20
Purchase of bonds of Wellington, Grey and Bruce Railway Company	21
Superannuation fund, owning vessels, use of streams, &c.....	21
Holding stock in other companies, periods of accounting, meetings	22
Election of directors and auditors, exercise of certain powers restricted	22
INSURANCE Companies. See North American Life—British America—Sun Mutual Life—Stadacona Fire and Life—Boiler Inspection and Insurance—Ocean Mutual Marine—St. Lawrence Marine—Tecumseh Insurance—Mutual Life Association—Canada Provident—Ottawa Agricultural—Dominion Fire and Marine.	
International Construction Company incorporated.....	264
Incorporation, powers and business of the Company.....	264
Capital and shares, meetings, directors may issue bonds, &c...	265
Joint Stock Companies Clauses Act, 1869, to apply	266
LAKE Athabaska and Hudson Bay Railway Company incorporated.	124
Incorporation and name, line of railway, and power to hold vessels	124
May be built in sections, snow-fences, telegraph and telephones.....	125
Provisional directors, capital and shares, increase of capital..	125
Aid from Government and others, first general meeting and election	126
Qualification and election of directors, head office, yearly meetings, calls.....	127
Borrowing powers, bonds, mortgage deed, and rights of bondholders	128
Preference stock, its use, total amount limited, exchange of...	129
Voting powers of bondholders in default of payment, registration, &c.....	129
Transfer of bonds, promissory notes, agreements with other companies	130
Vessels, elevators and navigation, paid-up stock and its use, special meetings.....	131
Conveyances of land to Company, Railway Act to apply, time for construction.....	132
Lake Superior and James' Bay Railway Company incorporated.....	133
Incorporation, name, line of railway; provisional directors, and powers.....	133
Capital and shares, allotment of, paid-up stock or bonds, grants in aid.....	134

	PAGE
Lands may be held in trust, application of proceeds.....	135
Redemption of bonds, purchase money, snow fences, first general meeting	185
Qualification of directors, quorum, by-laws, annual general meetings.....	136
Calls on shares, bonds, sale, amount, time of issue. mortgage to secure.....	137
Rights and powers of bondholders, voting power in default of payment.....	137
Certain rights saved, transfer of bonds, &c, promissory notes	138
Agreements with other companies, time for construction	139
Telegraph and telephone lines, form of conveyance to Com- pany	139
Life Association of Canada. <i>See</i> Mutual Life.....	245
MANAGERS of the Ministers' Widows' and Orphans' Fund of Pres- byterian Church, Act respecting.....	304
Case recited, Act of 10, 11, V., c. 103, fund continued, things done confirmed.....	304
Managers continued, vacancies how filled, provisional an- nuities	305
Establishment of a new fund provided for	305
Rights of dissenting Ministers, inconsistent provisions repealed	306
Manitoba Bank incorporated, corporate name and powers	9
Capital, provisional directors, meetings and election of directors	10
General Act 84 V., c. 5, and amendments to apply.....	10
When Treasury Board certificate must be obtained, duration of Act.....	11
McClary Manufacturing Company incorporated.....	270
Incorporation, members, business, capital and shares.....	271
Present directors continued, and liabilities of Company.....	272
Meetings, deeds, domiciles, application of Companies Clauses Act, 1869.....	273
Montreal and Central Canada Railway Company incorporated.....	39
Incorporation, line of railway and bridges, subject to approval.	40
Capital and shares, aid from Government and others, pro- visional directors.....	41
First meeting and election of directors, annual general meet- ings.....	42
Qualification of directors, quorum, calls, paid-up stock and bonds	42
Special meetings, promissory notes, &c., bonds for money borrowed	43
Mortgage deed and provisions for securing payment, further powers	44
Arrangements with other companies, equal rights of share- holders, telegraph lines.....	45
Pledging bonds, transfer of shares, snow-fences, conveyances to Company.....	46
Land for warehouses, owning vessels, time for construction...	46

	PAGE
Montreal Telegraph Company, Acts consolidated and amended.....	179
Declaration of incorporation, powers and property continued..	179
Powers for construction of telegraphs, including ocean lines..	180
Compensation for damages, bridges not to be built.....	180
Punishment for injury to works, capital and shares, directors.	181
Elections, and proceedings thereat, provision in case of failure.....	182
Charges for messages, regulations, case of dissolution pro- vided for.....	183
Purchase or lease of other lines, or amalgamation.....	183
Existing suits saved	184
Limitation of charges in Canada, and in New Brunswick and Nova Scotia.....	184
Lines may be used for telephones, carrying wires, order of transmission.....	185
Penalty on operator divulging messages, repeal clause, &c..	186
Mutual Life Association of Canada, charter amended	245
System of insurance, guarantee fund.....	245
Further provisions respecting the guarantee fund.....	246
Meetings of shareholders or directors,—increase of directors..	247
Division of profits,—corporate name altered, &c.....	248
NEW YORK and Ontario Furnace Company, Act respecting.....	263
May exercise certain corporate powers in Canada	263
Deposit of articles of incorporation, and domicile in Canada..	263
Niagara Grand Island Bridge Company, Act respecting.....	147
Time for commencement and completion.....	148
Niagara Peninsula Bridge Company incorporated	149
Declaration of general advantage, incorporation, name	149
General powers for construction, Railway Act to apply	149
Railway bridge over Niagara River, with consent of United States	150
May work trains by steam over bridge, provisional directors..	150
Stock-books, allotment of stock, equal rights of shareholders	150
First general meeting and election of directors, number and term of office	151
Annual meetings, qualification of directors, calls	151
Liability of shareholders limited, bonds, interest and disposal of	152
Promissory notes, plans of bridge subject to approval	152
Regulations for use of bridge, sale of surplus lands.....	153
Agreements with railway companies for use of bridge, no discrimination	153
Arbitration in case of difference, joint commission with United States or New York.....	154
Amalgamation with another company, how to be effected.....	155
Agreement to require consent of two-thirds of each corporation	155
Powers, property and liabilities of new Company	156
Votes and proxies, quorum of directors, time for construction	156
Adaptation of bridge for general traffic, regulations and tolls in such case.....	157

	PAGE
North American Mutual Life Insurance Company, charter amended	213
Name changed, rights and privileges not affected, policies.....	213
Board of directors and officers, votes and proxies	214
North-Western Bank incorporated, corporate name and powers.....	11
Capital and shares, provisional directors, and election of directors.....	12
General Act, 34 V., c. 5, and amendments to apply, when to come into force.....	13
Duration of Act.....	13
Nova Scotia Steamship Company incorporated.....	266
Incorporation, capital, and business of the Company.....	267
By-laws, transfer of shares, directors, meetings, &c	268
When to commence business. vessels may be taken into stock	269
Promissory notes, aliens, Companies Clauses Act 1869 to apply	270
OCEAN Mutual Marine Insurance Company incorporated	224
Incorporation, capital, directors, meetings, &c.....	225
By-laws, transmission of stock, extension of business, real estate, &c.	228
Policies, calls, transfers of stock, liability of shareholders, &c...	230
Head office, provision if stock is impaired, amalgamation	231
Ontario Bank, capital stock reduced and value of shares.....	4
Ontario Bank, Act of present Session respecting, amended.....	5
Ontario Pacific Railway Company incorporated.....	91
Declaration of general advantage to Canada, corporators	91
Line of railway and bridge over River St. Lawrence, work divided into sections.....	92
Approval of Governor in Council and United States as to bridge	93
Tolls, and use of bridge by other railways, no discrimination	93
Revision by Governor in Council, joint commission, Canada and United States or New York	94
Power to use vessels, land for snow fences, provisional directors.....	94
Capital and shares, meetings, election and qualification of directors.....	95
Annual meetings, calls, payments in stock or bonds, special meetings	96
Promissory notes, &c., borrowing powers of Company	97
Mortgage bonds, and mortgage deed, and conditions thereof..	97
Denomination of bonds, coupons, sale, transfer or pledge of...	99
Aid to Company by Government and others, arrangements with other companies	100
Amalgamation with other companies, lines of telegraph and telephone.....	101
Form of conveyances to Company, time for construction of works	102
Ottawa Agricultural Insurance Company, enabled to wind up and dissolve	252
Ottawa and Arnprior Junction Railway Company incorporated	54
Incorporation and lines, of railway, and bridging powers.....	54
Telegraph lines, branches, amalgamation with other companies	55

	PAGE
Proceedings for amalgamation, and rights thereafter.....	56
Aid from Government and others, capital, provisional directors.	56
First general meeting and election, increase of capital	57
Qualification of directors, head office, annual meetings and elections	57
Proceedings thereat, calls on stock, promissory notes, &c.....	58
Mortgage bonds and mortgage deed, and conditions thereof....	59
Guaranteed or preferred stock, voting powers of bondholders.	59
By-laws, quorum of directors, representation of municipalities giving aid.....	60
Paid directors, paid-up stock, conveyances to Company.....	60
Railway Act 1879 to apply, time for commencement and completion.....	60
Ottawa, Waddington and New York Railway and Bridge Company incorporated	74
Corporators, powers, objects of Company.....	75
Line of railway, bridges over St. Lawrence and Ottawa Rivers and St. Lawrence Canal.....	76
For ordinary traffic over Ottawa, work divided into four sections	77
Approval of Governor in Council, co-operation of other companies.....	78
Provisional directors, stock and allotment of, municipal directors.....	79
No discrimination for use of, tolls and enforcement of.....	80
Further provision as to tolls, revision of by Governor in Council	81
Provision in case of international commission, power to own vessels	82
Capital and shares, application of, first general meeting.....	82
Directors, qualification and election, meetings, calls, bonds....	83
Promissory notes, bonds, and mortgage deed, and its conditions	84
Further conditions, coupons, deposit of agreement.	86
Pledging bonds, transfer, bonuses or grants in aid.....	87
Interchange of traffic, and accommodation of other companies.	88
Arbitration in case of differences, lines of telegraph and cables	89
Acquisition of lands, and conveyances to Company.....	89
Time for construction of bridges and works respectively.....	90
PLANTERS' Bank of Canada incorporated, corporate name and powers.....	13
Capital and shares, provisional directors, meetings and election of directors.....	14
Head office and branches, transfers, general Acts to apply.....	14
When the Treasury Board certificate must be obtained, duration of Act.....	15
Pontiac Pacific Junction Railway Company, charter amended.....	27
Power to build a bridge over River Ottawa, taking lands, &c.	27
And to use or authorize the use thereof,—subject to approval of Governor in Council.....	29

	PAGE
Union with other companies, tolls and borrowing powers.....	29
Paid-up stock may be issued and given for certain services...	29
Meetings of Company and election of directors, time for construction.....	30
Portage, Westbourne and North-Western Railway Company, Act respecting ..	104
Declaration of general advantage to Canada, name changed...	104
Power to extend railway in certain direction only.....	105
To bridge navigable waters on plans approved by Governor in Council.....	105
Company may build telegraph lines, hold vessels, and receive aid.....	106
Snow fences, issue of mortgage bonds and preference stock...	107
Voting power of holders on non-payment, transfers.....	108
Lands vested in trustees,—application of proceeds of sales...	109
Certain rights saved, fifty miles to be completed each year ...	109
Railway Act to apply, conveyances to Company, commencement of Act.....	110
Presbyterian Church. <i>See</i> Queen's College,—Temporalities Fund,—Managers of Ministers' Widows' and Orphans' Fund.	
QU'APPELLE Land Company incorporated.....	286
Incorporation, powers and business, capital and shares.....	287
Provisional and other directors, meetings, votes, &c.....	288
Recovery of calls, real estate, investments and borrowing powers.....	289
Advisory boards, agents, paid-up stock, amalgamation.....	291
Advances to emigrants, Joint Stock Act, 1869, to apply, liability limited.....	292
Quebec, Montreal, Ottawa and Occidental Railway Company, Act respecting ..	23
Resolutions of North Shore Railway Company confirmed.....	24
Conveyance by Montreal, Ottawa and Western Railway Company confirmed.....	24
Certain rights and pending cases saved.....	24
Quebec Timber Company incorporated.....	278
Incorporation, business and matters incidental thereto.....	278
Capital, increase, articles of association, offices, domicile.....	279
Queen's College, Kingston, Act respecting.....	297
Case recited, Letters Patent of 1853, and Union of Presbyterian Churches, &c.....	297
Letters Patent to apply to Presbyterian Church in Canada, the corporators.....	298
Retirement of trustees annually, meetings, Vice-Principal, degrees.....	298
Meetings in convocation, constitution, letters patent continued, &c.....	299
Principal Vice-Chancellor, proceedings under 38 Vic., c. 76, of Ontario confirmed	300

	PAGE
RAILWAYS and Railway Bridges—See Great Western—Quebec, Montreal, Ottawa and Occidental—Canada Southern and Erie and Niagara—Pontiac Junction—River St. Clair Railway Bridge.—Great Eastern—Montreal and Central Canada—Great American and European—Ottawa and Arnprior—Calais and St. Stephen—Chignecto Marine Transport—Ottawa, Waddington and New York—Ontario Pacific—Souris and Rocky Mountain—Portage, Westbourne and North-Western.—Saskatchewan and Peace River—South Saskatchewan Valley—Lake Athabaska and Hudson Bay—Lake Superior and James' Bay—Rapid City Central.—And <i>see</i> Bridges.	
Rapid City Central Railway Company incorporated	110
Incorporation, name, line of railway, provisional directors.....	140
Capital and shares, increase, application, payments on.....	141
Allotment, paid up stock or bonds, and uses of.....	141
Power to purchase lands in N.W.T., first general meeting for elections.....	142
Closing and re-opening books, qualification and election of directors.....	142
Quorum, by-laws, yearly meetings, calls on stock limited.....	142
Borrowing powers, bonds, mortgage and mortgage deed.....	143
Preference stock and its uses, dividends, voting powers of bondholders in default of payment.....	144
Registration and transfer, lands vested in trust, and if sold released.....	145
Promissory notes, lines of telegraph and telephone, snow fences.....	146
Power to hold and navigate vessels, conveyances, time for construction.....	146
Richelieu Bridge Company incorporated	169
Incorporation, name, provisional directors, capital and shares.	170
Equal rights of shareholders, first meeting for elections, &c...	170
Annual election of directors, powers, special meetings.....	171
Powers of Company for construction of bridge, taking lands, &c.....	171
Obligations during construction, exclusive limits.....	172
Plans subject to approval, borrowing powers, tolls.....	173
Revisal of tolls, forcible passage or injury to bridge.....	174
Declaration of general advantage, time for construction.....	174
River St. Clair Railway Bridge and Tunnel Company, Act respecting	30
Charter revived with Act amending it, time for construction extended.....	31
Bridging powers repealed, tunnelling only allowed.....	31
New corporators substituted for former ones.....	31
Royal Canadian Academy of Arts incorporated	292
Incorporation and objects, National Gallery and exhibitions...	293
Schools of art and design, academicians and associates.....	293
Number and qualification of, annual general meetings.....	293
Election of academicians, council and officers.....	294

	PAGE
Constitution, by-laws and rules, and purposes thereof	294
When to be in force, real estate, present and future president, &c.....	295
ST. LAWRENCE Marine Insurance Company incorporated.....	233
Incorporation, business, capital, calls, real estate.....	233
Investments, meetings, directors, policies, &c.....	235
What Acts apply to Company.....	236
St. John's Bridge Company incorporated.....	165
Incorporation, name, power to build bridge over Red River ..	165
Capital and shares, provisional directors, first meeting, &c.....	166
Election of directors, number and qualification.....	166
Vacancies, by-laws, special meetings, liability limited.....	167
General powers for construction, taking lands, &c.....	168
Plans subject to approval, obligations of Company, tolls.....	168
Forcible passage or injury, drawbridge, time for construction.	169
Saskatchewan and Peace River Railway Company incorporated.....	111
Certain persons incorporated, railway and branches to be made.	111
Power to bridge navigable waters, with approval of Governor in Council	112
What lands may be taken, provisional directors and their powers	112
Bonuses and grants in aid, capital and shares, allotment thereof	113
First general meeting, election and qualification, &c., of directors.	114
Annual meetings, calls, paid-up stock for certain purposes....	115
Mortgage bonds, and mortgage deed and conditions thereof....	115
Preference stock or shares, amount and provisions respecting them.....	116
Voting power of bondholders in case of non-payment after registration.....	117
Transfer of bonds, conveyance to trustees for purposes of Act.	117
Release of lands sold, application of purchase money.....	118
Promissory notes, equal rights of shareholders, arrangements with other companies.....	118
Power to hold vessels, lines of telegraph and telephone.....	119
Time for construction, form of conveyance to Company.....	119
Saskatchewan , Synod of Diocese incorporated	306
Incorporation, constitution and regulations to be made.....	307
Representation of laity, first meeting, real estate, investments.	307
Short title and extent of Act.....	308
Sault Ste. Marie Bridge Company incorporated	157
Incorporation, name, object and powers, and description of bridge.....	157
Plans subject to approval, union with company in U. S.....	158
Capital and shares, Railway Act to apply as to lands required.	158
Provisional directors, stock books, allotment of stock.....	159
First general meeting, election of directors, qualification, powers.....	160

	PAGE
Annual meetings, head office, amalgamation with another company	161
Effect of amalgamation when approved by general meeting...	161
Borrowing powers, bonds and mortgages for securing loans...	162
Bridge for general purposes, by-laws, tolls, equal rights of shareholders	162
Equal rights of all companies using the bridge.....	163
Forcible passage or injury, promissory notes, &c	164
Site of bridge, time for commencement and completion.....	164
Sisters of Charity of North-West Territories incorporated.....	308
Incorporation, real estate, revenues, president, by-laws.....	309
Committees, officers, deeds of corporation.....	310
Recovery of debts, rights saved, returns to Government.....	310
Souris and Rocky Mountain Railway Company, charter amended...	102
Alteration in line with approval of Governor in Council.....	103
Power to bridge navigable waters on plan so approved.....	103
South Saskatchewan Valley Railway Company, charter amended.....	120
New line of railway, to be fixed by Governor in Council.....	120
Power to bridge navigable waters, with such approval.....	121
Time for construction extended, bonuses and grants in aid.....	121
Mortgage bonds and mortgage deeds, and conditions thereof..	122
Lands may be held in trust, application of proceeds if sold...	123
Telegraph powers to include telephones, Act how construed..	123
Stadacona Fire and Life Insurance Company, winding up Act amended	222
Sun Mutual Life Insurance Company of Montreal, Act respecting...	221
Name changed, saving suits, &c., further powers of investment.....	221
Synod. See Saskatchewan.....	306
TECUMSEH Insurance Company of Canada incorporated.	237
Incorporation, provisional directors, capital and shares, &c...	237
Aliens, elections, calls, general Acts to apply, forfeiture for non-payment.....	238
Recovery by suit, calls, proof, transfer, transmission.....	239
Directors, election, ballot, ties, president and vice-president, vacancies, &c.....	240
Provision in case of failure of election, votes.....	240
Meetings, dividends and business of the Company	241
Amalgamation with another company.....	242
Real estate, investments, by-laws.....	243
Head office and agencies, provisions as to trusts	244
Certificate of Minister of Finance to be obtained.....	244
Temporalities Fund of Presbyterian Church in Canada, Act respecting	300
Case recited, Act of Quebec, 38 Vic., c. 64 confirmed, and present board.....	301
Vested rights of ministers in the fund, and rights of ministers dissenting.....	301
Vacancies in the board, regulation of elections and nominations	302
Yearly report, audit and auditors, duration of powers of beneficiaries.....	303

	PAGE
Thomson and Houston Electric Light Company of Canada incorporated	204
Incorporation and business of the Company, real estate and taking lands.....	205
Arbitration and award as to compensation, capital and shares, provisional directors.....	206
First general meeting, directors, rights of aliens, &c., subscriptions and calls.....	207
Enforcing payment of calls, votes and proxies, annual general meetings.....	208
Provision in case of failure of election, vacancies among directors, by-laws.....	209
Transfer of shares, domicile, branch offices, borrowing powers, bonds, &c.....	210
Penalties for frauds on the Company, or injuring its property. Or extinguishing public lights, enforcement of payment of rates.....	211
Recovery of penalties and forfeitures.....	212
Trust and Loan Company of Canada, Acts amended	218
Powers extended to all Canada, loans to Governments and public bodies.....	257
Rate of interest, issue of debenture stock, and incidents thereto.....	258
Power to dissolve the Company and redeem the said stock ...	259
WESTERN Bank of Canada incorporated, corporate powers	261
Capital and shares, provisional directors and election of directors.....	15
Chief place of business, General Bank Act and amendments to apply	16
When the Treasury Board certificate must be obtained, duration of Act.....	16
Williams' Manufacturing Company. See C. W. Williams.....	17
Winnipeg and Springfield Bridge Company incorporated	274
Incorporation, name, site of bridge, capital and shares.....	174
Provisional directors, allotment of stock, equal rights of shareholders	175
First general meeting, election and qualification of directors...	176
Number, annual elections, vacancies, powers, by-laws.....	176
Special meetings of shareholders, liability limited.....	177
General powers for construction, compensation for land taken	177
Plans of bridge subject to approval, light on piers at night ...	178
Maximum of tolls, provisions for approval, forcible passage or injury.....	178
Draw or swing in bridge, time for construction.....	179