

No. 189.

2nd Session, 5th Parliament, 19 Victoria, 1856.

(PRIVATE BILL.)

BILL.

An Act to incorporate certain persons under
the style and title of the "Toronto and
Georgian Bay Canal Company."

Received and read, first time, Wednesday, 9th
April, 1856

Second reading, Monday, 14th April, 1856.

MR. ANGUS MORRISON.

TORONTO :
PRINTED BY JOHN LOVELL,
YONGE STREET.

An Act to incorporate the Toronto and Georgian Bay Canal Company.

WHEREAS Thomas Clarkson and others have petitioned to be incorporated for the purposes of this Act; Therefore Her Majesty, &c., enacts as follows: Preamble.

I. That Thomas Clarkson and others,

Certain persons incorporated.

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or either of them, together with all such persons (subjects of Her Majesty or others,) as shall become Stockholders of the Company hereinafter mentioned, shall be and are hereby ordained, constituted and declared to be a body corporate and politic, in fact and by the name of "the Toronto and Georgian Bay Canal Company," and by that name they and their successors shall and may have continued succession; and by such name shall be capable of contracting and being contracted with, of suing and being sued, pleading and being impleaded, answering and being answered unto, in all Courts and places whatsoever, in all manner of actions, suits, complaints, matters and causes whatsoever; and they and their successors may and shall have a common seal, and may change and alter the same at their will and pleasure; and also they and their successors by the same name of the "*Toronto and Georgian Bay Canal Company*," shall be, in law, capable of purchasing and holding to them and their successors, any estate, real, personal or mixed, to and for the use of the said Company, and of letting, selling, conveying or otherwise departing therewith for the benefit and on the account of the said Company, from time to time, as they shall deem expedient or necessary.

Corporate name and powers.

May purchase real estate.

II. The Directors of the said Company shall have full power and authority to survey and explore the country lying between the Georgian Bay of Lake Huron and Lake Ontario, and to designate and establish, and for the said Company to take, appropriate, have and hold, to and for the use of them and their successors, the line and boundaries of an intended Canal, with the necessary locks, tow-paths, branches, feeders, basons and railways to connect the waters of Lake Huron with those of Lake Ontario, and also to select such sites for such and so many mills, manufactories, warehouses

Directors may survey and hold line for Canal.

And purchase mills, warehouses, &c., for

use of Com- and other erections, as may be considered expedient by the said Directors,
pany. and to purchase and dispose of the same to and for the use and profit of the
said Company (provided nothing hereinbefore contained shall be construed
to extend to compel the owners of any mill seat which shall be in existence
before the construction of the said Canal or any of its branches or feeders, 5
to sell or convey the same to the said Company unless the same shall be in
the line of the said Canal, or that the possession of the same shall be
necessary to the construction of the said Canal or any of its branches or
feeders;) Provided also, that the owner or owners of any mill seat or mill
Proviso seats, using any additional supply of water brought thereto by the said 10
Canal or its branches or feeders, shall pay a reasonable compensation
therefor to the said Company, to be determined as hereinafter provided, for
determining any damage done to property by the said Company.

Certain pow- III. It shall and may be lawful for the said Company, and they are
ers granted to hereby authorized and empowered, from and after the passing of this Act, 15
Company. to supply the said Canal, whilst making and when made, with water from
all such brooks, springs, streams, water-courses, lakes, hollows or repositories
of water, as shall be found in making the said Canal, or within the distance
of two thousand yards of the same or any part thereof, or any reservoir or
reservoirs to be made for the supplying of the said Canal with water; and 20
the said Company are hereby authorized and empowered to make all such
reservoirs, and such and so many feeders, branches, aqueducts, tunnels and
channels in connection with, and for the use of, the said Canal, as to them
shall seem necessary and proper: And for the purposes aforesaid, the said
Surveys. Company, their agents, servants and workmen, are hereby authorized and 25
empowered to enter upon and into the lands and grounds of, or belonging to,
the Queen's Majesty, her heirs or successors, or to any other person or
persons, bodies corporate or politic (except as hereinbefore mentioned,)
and to survey and take lands of the same or any part thereof, and to set
out and ascertain such parts as they shall think necessary and proper for the 30
making of the said Canal and its appurtenances, and for the completion of
the said water connection and navigation according to the true intent and mean-
ing of this Act, and all such other matters and conveniences as they shall
think proper and necessary for making, preserving, improving, completing
Works. and using the said intended navigation, and also to bore, dig, trench, cut, 35
remove, take, carry away, and lay with, soil, clay, stone, rubbish, trees,
roots and stumps of trees, beds of gravel or sand, or any other matter or
thing which may be dug or got in the making of the said Canal, or in deep-
ening or improving the navigation of any river or rivers, lake or lakes, in
connection with, and forming part of, the intended navigation, or out of 40
any land of any person or persons adjoining or contiguous thereto, and
which may be proper or convenient for carrying on the repairing of the
said Canal or other the said works, or which may hinder or obstruct the
making, completing and using the same, and the same to lay in or upon
the boundaries of the said Canal or the rivers and lakes forming portions of 45
the said navigation, or in and upon the land of any person or persons
adjoining thereto; And also to make, build, erect and set up in and upon
Wharves, &c. the said Canal, and at the points of entrance to the same or any part
thereof of the said intended navigation, or upon the land adjoining or
near the same, such and so many wharves, quays, piers, landing places, 50
bridges, tunnels, aqueducts, sluices, rivers, pens for water, tanks,
reservoirs, drains, bridges and other ways, roads and works, as the said
Company shall think requisite and convenient for the purposes of the said
navigation; and also, from time to time to alter, enlarge, amend and re-
pair the said works or any of them, for conveying all manner of material 55

necessary for making, erecting, altering or repairing, widening or enlarging the said works or any part thereof, and also to place, lay, work and manufacture the said materials, and erect such work-shops, forges or other erections as they may deem necessary, upon the lands near to the
 5 said works; and to make, maintain, and alter any places or passages over, under or through the said Canal or any of its branches or connections, or other part of the said intended navigation; And also to make, purchase, set up and appoint such towboats, barges, vessels or rafts, for the use of the said navigation, as they shall see fit; also to erect and keep in repair
 10 any piers, arches or other works, in upon and across any rivers, brooks or lakes, for making, using, maintaining and repairing the said Canal, and other the rivers and navigable waters forming part of the said intended navigation, and the towing-paths and other conveniences connected therewith; And also to construct, make and do all other works, matters
 15 and things whatsoever, which they shall think necessary and convenient for the making, effecting, preserving, improving, completing and using the said Canal and the said intended navigation in pursuance of and within the true meaning of this Act, they, the said Company, doing as little damage as may be in the execution of the powers hereby granted, and
 20 making satisfaction, in manner hereinafter mentioned, for all damages to be sustained by the owners or occupiers of such land heriditament and tenement.

Vessels.

Other things.

IV. After any land or ground shall be let out and ascertained to be necessary for the purposes of the said navigation or other purposes herein
 25 mentioned, it shall be lawful for all owners, whether individuals or bodies corporate or politic, or Trustees or lessees, or other party or parties holding any right, title, interest or claim to any of such lands, or grounds to contract for, sell and convey to the said Company, all or any part of such land or ground which shall from time to time be set out and ascertained as
 30 aforesaid; and all such contracts, agreements, sales and conveyances shall be valid and effectual in law, to all intents or purposes, notwithstanding any law, statute or usage to the contrary, and the amount of the purchase monies to be paid for such lands or grounds respectively, shall be ascertained by arbitration as hereinafter mentioned, unless in such cases as the
 35 owner or owners may agree thereupon, without the intervention of any third party.

Lands, &c., may be conveyed to Company.

Such contracts to be valid.

Conveyances, &c.

V. The Directors of the said Company may contract, compound, compromise, settle and agree with the owners or occupiers respectively, of any land through or upon which they may determine to cut and construct the
 40 said Canal or other works hereby authorized, either for the purchase of so much of the land as they shall require for the purposes, uses or profit of the said Company, or for damages which he, she or they shall or may be entitled to recover from the said Company, in consequence of any of the works hereby authorized being constructed in or upon his or their respective
 45 land; and in case of any disagreement between the said Directors and the owner or owners, occupier or occupiers aforesaid, the amount of the purchase monies for the land and tenements proposed to be purchased, or the amount of damages to be paid to them as aforesaid, shall be ascertained by arbitration in manner hereinafter mentioned.

Directors may contract for lands, &c.

VI. In each and every case where any dispute shall arise between the said Directors and any other person or persons whomsoever, touching any purchase, sale or damage, or the money to be paid in respect thereof, and in such and every case where, under the provisions of this Act any purchase,
 50 Arbitrators to be appointed in cases of dispute touching sale or

purchase of sale or damage, or the money to be paid in respect of the same are directed
lands. to be ascertained and determined by arbitration, the same shall be referred
to, ascertained and determined by three indifferent persons, one of whom
shall be chosen by the owner or occupier of the land, or other person or
persons interested who shall disagree with said Directors in respect to the
compensation or purchase money to be paid him, her or them respectively,
pursuant to the provisions of this Act, one other of the said arbitrators
shall be chosen by the said Directors, and the third shall be chosen by the
two persons to be so named as aforesaid, and such three persons shall be
the arbitrators to award, determine, adjudge and order the respective sums
of money which the said Company shall pay to the respective persons en-
titled to receive the same, and the award of such three persons or any two
of them shall be final; and the said arbitrators so appointed are hereby
required to attend at some convenient place on or near the line of the said
Canal, to be appointed by the said Directors, within eight days after notice
in writing shall be given them by the said Directors for that purpose, then
and there to arbitrate, award and determine such matters as shall be sub-
mitted to their consideration by the parties interested; and each of the
said arbitrators shall be sworn before one of Her Majesty's Justices of the
Peace for the said District, any of whom may be required to attend the
said meeting for that purpose, well and truly to assess the damages be-
tween the parties according to the best of his judgment; Provided that no
arbitrator shall be compellable to attend such meeting who ordinarily re-
sides more than fifty miles from the place of meeting: Provided also, that
if the owner or owners, or other person or persons interested in any of the
land required for carrying out the purposes of this Act, shall neglect or
refuse to appoint an arbitrator, upon being notified to do so by the Direc-
tors aforesaid, by writing a letter to that effect, addressed to him, her or
them, at his or their last, or then present residence, and by publication of
such notice for one month in one or more local newspaper of the District in
which such land is situated, then and in that case, after the expiration of
thirty days from the time of such notice being fully completed, the Direc-
tor shall name some resident landholder of the County in which such lands
are situate to act as arbitrator for such party or parties so refusing or
neglecting, and thereafter the arbitrator so appointed shall, with the other
two arbitrators, as hereinbefore provided, proceed to adjudge and determine
the damages or purchase money, or other matter or thing submitted to
their judgment, according to the provisions of this Act.

Company to VII. For the purposes of this Act, the said Company shall and may by
take surveys some sworn Land Surveyor in the Province, and by an Engineer by them
and levels of to be appointed, cause to be taken and made, surveys and levels of the said
lands through lands through which the said intended Canal is to be carried, together with
which Canal a map or plan of such intended Canal and the course and direction thereof,
is to pass, and and of the said lands through which the same is to pass, and also a book of
to make map reference of the said Canal, in which shall be set forth a description of the
or plan there- said several lands, and the names of the owners, occupiers and proprietors
of. thereof, so far as the same can be mentioned, and in which shall be con-
tained everything that is necessary for the right understanding of such map
or plan, copies of which said map or plan and book of reference, shall on the
completion of such survey, map, and book of reference, be deposited by
Book of refer- the said Company in the offices of the respective Clerks of the Peace for
ence to be de- the several Districts through which the said Canal or any part thereof
posited with shall pass, and also in the office of the Secretary of the Province; and
plan. all persons shall have liberty to resort to such copies so to be deposited
Copies of plan as aforesaid, and to make extracts from or copies thereof as occasion shall

require, paying to the said Secretary of this Province or to the said respective Clerks of the Peace at the rate of six pence current money of this Province for every one hundred words, and the said copies of the said map or plan and book of reference so deposited, or a true copy or copies thereof, certified by the Secretary of the Province, or by one of the said Clerks of the Peace for the said respective Districts, shall severally be, and they are hereby declared to be good evidence in the Courts of Law and elsewhere.

dence in points
of law.

VIII. Whenever any highway or public road shall be cut through by the said Canal or any of its branches, the said Company shall within one month thereafter cause to be constructed a secure and sufficient bridge over the same, so as to establish the communication between the several parts of such highway, under a penalty of five pounds per day for every day after the expiring of the said time, which the Company shall neglect to construct the said bridge.

Bridges to be
constructed by
Company.

Penalty for
neglect.

IX. If any person or persons shall maliciously or wilfully break, injure, throw down or destroy any bank, lock, gate, sluice or any other work, machine or device belonging or pertaining to the said Company, or do any other wilful act, hurt or mischief, to disturb, hinder or prevent the carrying into execution the completing and supporting the said Canal and navigation or any of its branches, feeders or other connections or works belonging to the said Company, every such person or persons so offending shall forfeit and pay to the said Company the full value of the damage so done, including loss or inconvenience occasioned by such obstruction, proved by the oath of two or more credible witnesses to have been done; such damages, with costs of suits in that behalf incurred, to be recovered in any Court in this Province having competent jurisdiction, or in case of default of payment such offender or offenders shall and may be committed to the Common Jail for any time not exceeding twelve months, at the discretion of the Court before whom such offenders shall have been convicted.

Penalty for
wilfully in-
juring or de-
stroying
works, &c.

X. If any person shall obstruct or impede the navigation of the said canal or other portion of the said intended navigation by the introduction of any timber, or boats, or vessels, contrary to the rules and regulations laid down for the government of the same to be made by the said Directors, and shall not immediately, upon notice given to the owner or person in charge of such timber, boat or vessel so obstructing the navigation, remove the same, every such owner or person in charge of such timber, raft, boat or vessel so obstructing or impeding the navigation as aforesaid shall forfeit and pay the sum of one pound currency, for every hour during which the said obstruction shall continue, and it shall be lawful for the Company or their servants to cause such obstruction to be removed, and to cause every such boat, vessel, or raft as shall be so over laden as to cause obstruction, to be detained and unloaded, so as to prevent or remove such obstruction and to recover the cost of so doing from the owner or person in charge of the same, and to seize and detain such vessel, boat, or raft, and the cargo thereof, or any part of the cargo or furniture of such vessel, boat or raft, until the charges occasioned by such unloading or removal or both shall be paid or satisfied; And if any vessel, boat or raft shall be sunk in any part of the said intended navigation and the owners shall neglect or refuse to weigh and remove the same forthwith, the said Company may cause the same to be weighed and removed and retain the same until all charges necessarily incurred in so doing shall be paid or satisfied, and all such charges may be recovered in any court of competent jurisdiction from the owners or persons in charge of such vessel, boat, or raft.

Persons ob-
structing navi-
gation, &c., to
be fined.

In case of accident Company may immediately enter upon adjacent lands.

XI. In case of any accident requiring immediate repair on the said canal or any part of the said navigation the said Company their Agent or workmen may enter upon the adjoining land (not being an orchard or garden) without any previous treaty with the owners or occupiers thereof; and dig for, work, get and carry away and use, all such gravel, stone, earth, clay or other materials as may be necessary for the repair of the accident aforesaid, doing as little damage as may be to such land, and making compensation therefor within six months next after the same shall have been demanded, and in case of dispute or difference regarding the amount to be so paid, the same shall be decided by arbitration as hereinbefore provided. 5 10

Ponds and basins for the laying up &c. of vessels.

XII. The said Company may open, cut and erect such ponds and basins for the lying up and turning of vessels, boats or rafts, using the said canal or navigation, and at such portions of the navigation as they shall deem expedient, and they may also build and erect such dry docks, slips and machinery connected therewith for the hauling out and repairing of vessels as they shall think proper, and may let the same on such terms as they shall deem expedient, or carry on the business of the same by their servants or agents as the said Company or Directors thereof shall decide from time to time. 15

Rates of Toll.

XIII. The said Directors shall and may establish such rates of toll, and regulate the same from time to time as shall be paid by all boats, barges, rafts, timber, vessels and other craft using the said navigation, or any part thereof, and by all the cargoes or loading of the same, and shall annually, if required, exhibit an account to either branch of the Legislature of the tolls collected upon the said navigation, and of the sums expended in keeping the same in repair, and also, of the goods, wares and merchandize of every kind transported upon the same; Provided always, that if at any time after the expiration of five years from the time of the opening of the said navigation the Legislature shall deem the tolls levied thereon excessive, it shall be lawful for them to reduce the same to such standard as they may think just; Provided the same shall not be reduced so as to produce to the said Company less than twenty pounds per centum per annum on the capital actually expended upon the said navigation. 25 30

Proviso.

Proviso.

Works to be completed within 20 years.

XIV. The said Company in order to entitle themselves to the benefit and privileges conferred upon them by this Act, shall and they are hereby required to complete the said navigation within twenty years from the passing hereof, that is to say, to open a channel of water communication from some point on the Georgian Bay of Lake Huron, to some point on Lake Ontario, so as to be navigable for vessels drawing ten feet water; otherwise this Act and everything herein contained shall be null and void to all intents and purposes. 35 40

Draught to be legibly marked on all vessels.

XV. Every vessel of whatsoever kind using the said canal shall have her draught of water legibly marked in figures not less than six inches long, from one foot to her greatest draught upon the stem and stern parts, and any wilful misstatements of such figures so as to mislead the officers of the canal as to any vessel's true draught, shall be punishable as a misdemeanor on the part of the owners and masters of such vessel, and the said Directors may retain any such vessel upon which incorrect figures of draught shall be found, until the same are corrected at the expense of her owners. 45

Vessels to be gauged and measured.

XVI. And for preventing disputes touching the tonnage of vessels navigating the said canal, every owner or master of every boat, barge, raft or 50

vessel, navigating the said canal or other part of the said navigation, shall permit the same to be gauged and measured, and refusing to permit the same, shall forfeit and pay the sum of *five pounds*, and it shall be lawful for the person appointed for that purpose by the said Directors to gauge and measure all vessels using the said navigation, and his decision shall be final in respect to the tolls to be paid thereon, and he may mark the tonnage or measurement on every vessel habitually using the said canal, and such measure so marked by him shall always be evidence respecting the tonnage in all questions respecting the tolls or dues to be paid to the said Company by virtue hereof.

XVII. In case of neglect or refusal to pay any toll or dues or the value of any damage done to any part of the said navigation, by any vessel or craft using the same the officer or officers appointed for the collection of the same by the said Company shall have power to sue for and recover the same in his or their own name, in any court of competent jurisdiction, and may seize and retain all such vessels and their cargoes or any portions thereof, and hold and retain the same until all lawful tolls, dues, rates and damages which ought to be paid in respect thereof have been fully paid and satisfied.

Proceedings in case of refusal to pay tolls.

XVIII. The said Company may hold all such lands, hereditaments and tenements as may at any time be granted to them by Her Majesty the Queen, Her Heirs or Successors, in furtherance of the objects contemplated by this Act, or by any person or persons, body or bodies corporate or politic, and may also purchase any lands within the Province, and hold and enjoy the same, and may sell and dispose of, alienate and convey the same in such manner and for such price and consideration as they shall think proper; Provided always, the number of acres which the said Company shall, at any time, hold by purchase shall not exceed five hundred thousand acres, exclusive of such survey as may be granted to them by Government; Provided also, that the proceeds of all such lands as may be granted to the said Company shall be used for the furtherance of the objects of this Act; And the Governor in Council may grant to the said Company any waste or marsh lands along the line of the said navigation as he may think fit to grant.

Company may hold certain real estate.

Proviso.

Proviso.

XIX. All parties whomsoever shall have free liberty to use the said Canal and the rivers and lakes forming portions of the said navigation, with any boats, schooners, rafts or vessels suitable for the navigation thereof; also to use the said towing-paths with horses for drawing and hauling such vessels or rafts, upon payment of such rates and dues as shall be established by the said Company as aforesaid.

All parties may use canal, &c., upon payment of tolls, &c.

XX. The said rates and dues shall be paid to such person or persons, and at such place or places near to the said Canal, in such manner and under such regulations as by the by-laws of the said Company shall be directed, and in case of neglect or refusal to pay the same on demand, or any part thereof, to the person or persons authorized to receive the same, the said Company may sue for and recover the same in any Court of competent jurisdiction: And may also seize and retain all such boats, vessels or rafts, or the cargoes thereof, or any part thereof, in respect of which the said rates and dues shall be imposed, and detain the same until payment thereof.

How and when such shall be paid.

XXI. The Capital Stock of the said Company, shall not exceed £6,000,000 currency or the equivalent in sterling [exclusive of any real

Capital stock and number of shares.

estate which the said Company may have or hold by virtue of this Act,] to be held in shares of £25 each: and the shares of the said Capital Stock shall, after the first instalment thereon shall have been paid, be transferable by the respective persons subscribing or holding the same to any other person or persons; and such transfer shall be registered in a book or books to be kept by the said Company for that purpose. 5

Books of subscription.

XXII. Books of subscription shall be opened in such places and at such time after the passing of this Act as the Provisional Directors hereinafter named shall direct and appoint. 10

Who may subscribe for shares.

XXIII. All persons, subjects of Her Majesty or others, may subscribe for any number of shares not exceeding, in the first instance, the amount whereof shall be payable to the said Company in the manner hereinafter mentioned, that is to say five per cent. on each share so subscribed shall be payable to the said Company immediately after the 15 Stockholders shall have elected the Directors as hereafter mentioned, and the remainder by instalments of not more than ten per centum, at such period as the President and Directors shall, from time to time, direct for the payment thereof, provided that no instalment shall be called in at a shorter period than thirty days from the next preceding instalment, nor until public 20 notice shall have been given as hereinafter mentioned with respect to notice of meetings to be holden under this Act, for at least thirty days previous to the day on which such instalment is made payable; Provided always, that if any Stockholder or Stockholders shall neglect or refuse to pay the said Company the instalment due upon any share or shares held by him, her, 25 or them, at the time required by law, such share or shares, with the amount previously paid thereon, shall be forfeited, and the said Directors shall sell such share or shares by public auction after having given thirty days notice of such intended sale to such Stockholder or respective Stockholders, and the proceeds thereof with the amount previously paid 30 thereon shall be accounted for and applied in the same manner as the other funds of the said Company; Provided always, that such purchaser or purchasers shall pay all instalments which shall be due upon such shares, over and above the purchase money thereof, immediately after the sale and before they shall be entitled to a certificate of the transfer of such share or 35 shares so to be purchased as aforesaid.

Proviso.

Proviso.

XXIV. If the whole number of shares shall not be subscribed within six months after the passing of this Act, it shall and may be lawful for any former subscriber to increase his, her, or their former subscription.

Meeting for election of Directors.

XXV. So soon as £10,000 of the Capital Stock shall have been sub- 40 scribed, it shall and may be lawful for the subscribers or any of them to call a meeting, pursuant to directions hereinafter contained, for the purpose of proceeding to elect Directors as hereinafter mentioned, and such election shall then and there be made by a majority of the subscribers present, in person or by proxy, and the persons then chosen shall remain in office as 45 Directors, and be capable of serving until the first Monday in May succeeding their election.

Duties of Directors.

XXVI. The chief duties of the Directors so chosen shall be, in the first place, to provide for and pay the preliminary expenses of the undertaking, procure and provide means for the payment for accurate and detailed 50 surveys, specifications, plans and estimates of the work to be done, in order

to complete the intended navigation as contemplated by this Act; also to ask, advertise for, and receive tenders for the whole or any part of the proposed work, and generally to do all things authorised by the said Company to be done by virtue of this Act; also to issue to the parties, persons or bodies who may have contributed towards the payment of the preliminary expenses, stock certificates of the Company for the amount of their respective contributions.

XXVII. The said Company may from time to time lawfully borrow, either in this Province or elsewhere, such sum or sums of money not exceeding at any time the subscribed capital of the Company, as they may find it expedient, and at such rate of interest, as they may think proper, and may make the bonds, debentures or other securities they shall grant for the sums as borrowed, payable either in currency or in sterling, and at such place or places within or without this Province as they may deem advisable, and may mortgage or pledge the lands, tolls, revenues or other property of the said Company for the due payment of the said sums and the interest thereon, and the said Company may issue debentures in sums of not less than five pounds currency, at not less than 12 months and not exceeding £100,000, and provided the whole debt including such debentures does not at any time exceed the subscribed capital.

Company may borrow money.

And grant mortgage.

XXVIII. The number of votes to which each proprietor of shares in the said undertaking shall be entitled on every occasion when, in conformity to the provisions of this Act, the votes of the members of the said Company are to be given, shall be in proportion to the number of shares held by him, that is to say: one vote for each share less than fifteen and one for every ten shares over that number; Provided always, that no proprietor as aforesaid shall have more than fifty votes, and all proprietors of shares, whether resident in this Province, may vote by proxy, if he, she or they shall see fit, provided that such proxy do produce from his constituent or constituents a notice in writing in the words or to the effect following, that is to say:

Votes according to number of shares.

Proviso.

Vote by proxy

" I, _____, of _____, one of the proprietors of the Toronto, and Georgian Bay Canal Company, do hereby nominate, constitute and appoint _____ of _____ to be my proxy in my name, and in my absence to vote or give my assent or dissent to any business, matter or thing relating to the said undertaking that shall be mentioned or proposed at any meeting of the Proprietors of the said undertaking, or any of them, in such manner as he, the said _____ shall think fit, according to his opinion and judgment for the benefit of the said undertaking or any thing appertaining thereto. In witness whereof, I have hereunto set my hand and seal, the _____ day of _____ in the year one thousand eight hundred _____

Form of appointment by proxy.

And such vote or votes, by proxy, shall be as valid as if such principals had voted in person; and whatever question, election of proper officers, matters or things shall be proposed, discussed or considered in any public meeting of the proprietors to be held by virtue of this Act, shall be determined by the majority of votes and proxies then present and so given aforesaid, and all decisions and acts of any such majority shall bind the said Company, and be deemed the decision and acts of the said Company;

None but British subjects to be President or Treasurer.

Provided always, that no proprietor who shall not be a natural born subject of Her Majesty, or a subject of Her Majesty naturalized under an Act of the British Parliament, Act of the Parliament of this Province, shall be elected President, Vice-President or Treasurer of the said Company.

Shareholders not liable for debts of Corporation.

XXIX. No Shareholders in the said Company shall be in any manner whatsoever liable or charged for any debt or demand due by the said Company beyond the payment or the extent of his, her or thir share in the capital of the said Company not paid up.

Board of Directors manage business, and elect President, &c. Proviso.

XXX. The affairs of said Company shall be managed by a Board of seven Directors, who shall elect from among themselves, a President and Vice-President; the said Directors may be subjects of Her Majesty or otherwise; Provided always, no person shall be eligible to the offices of President, Vice-President, Secretary or Treasurer of the said Company, except subjects of Her Majesty by birth or naturalization; the said Directors shall be elected on the first Monday in May in every year, at a meeting of Stockholders to be held in the City of Toronto, and the said election shall be made by such Stockholders as shall be present at such meeting in person or by proxy, and all elections for Directors shall be by ballot, and the seven persons who shall have the greatest number of votes at any election, shall be Directors (except as hereinbefore or after provided) and if two or more persons shall have an equal number of votes in such manner that more than seven shall by a plurality of votes appear to be chosen Directors, a second ballot shall be held to determine which of the said persons having an equal number of votes, shall be Director or Directors.

Meeting of Directors to be held in Toronto. Vote by ballot.

Board of Directors to be elected.

XXXI. The Directors so chosen or those appointed in their stead in case of vacancy shall remain in office until the first Monday in the month of May next following their election, and on the said first Monday in May, and on the first Monday in May in each year thereafter, or on such other day as shall be appointed by any By-law, an annual general meeting of the said Proprietors shall be held at the office of the Company, for the time being, to choose Directors in the room of those whose office may at that time become vacant, and generally to transact the business of the Company; but if at any time it shall appear to any ten or more of such Proprietors holding together two hundred shares at least, that for more effectually putting this Act in execution, a special general meeting of Proprietors is necessary to be held, it shall be lawful for such ten or more of them to cause fifteen days notice at least to be given thereof, in two public newspapers as aforesaid, or in such manner as the Company shall by any By-law direct or appoint, specifying in the said notice the time and place and the reason and intention of such special meeting respectively; and the proprietors are hereby authorized to meet pursuant to such notices, and proceed to the execution of the powers by this Act given them with respect to the matters so specified only; and all such acts of the proprietors or the majority of them at such special meetings assembled, such majority not having either as principal or proxies less than two hundred shares, shall be as valid to all intents and purposes as if the same were done at annual meetings; Provided always, that it shall and may be lawful for the said Directors, in case of the death or absence, resignation or removal of any person elected a Director, to manage the affairs of the said Company, in manner aforesaid to appoint another or others in the room or stead of those of the Directors who may die or be absent, resign or be removed as aforesaid; any thing

Special meeting of Proprietors may be called.

Proviso.

Vacancies, how to be filled.

in this Act to the contrary notwithstanding; but if such appointment be not made, such death, absence or resignation shall not invalidate the acts of the remaining Directors.

XXXII. At each of the said annual meetings of the stock holders, three
5 of the said seven Directors shall retire in rotation, the order of retirement
of the said first elected seven Directors being decided by lot; but the
Directors then or at any subsequent time retiring, shall be eligible for re-
election; Provided always, that no such retirement shall have effect, unless
10 the Proprietors shall at such annual meeting proceed to fill up the vacations
thus occurring in the direction.

Three Direct-
ors shall an-
nually retire,
but may be
re elected.
Proviso.

XXXIII. The Directors shall at their first (or at some other) meeting
after the day appointed for the Annual General Meeting in each year,
elect one of their members by ballot to be the President of the said Com-
pany, who shall always (when present) be the Chairman of and preside at
15 all meetings of the Directors, and shall hold his office until he shall cease
to be a Director, or until another President shall be elected in his stead,
and the said Directors may in like manner elect a Vice-President who
shall act as Chairman in the absence of the President.

Directors to
elect a Presi-
dent and Vice-
President.

XXXIV. Any meeting of the said Directors, at which not less than five
20 Directors shall be present, shall be a *quorum*, and shall be competent to
use and exercise all and any of the powers hereby vested in the said
Directors: Provided always, that no one Director, though he may be a pro-
prietary of many shares, shall have more than one vote at any meeting of
the Directors, except the President and Vice-President when acting as
35 Chairman, or any temporary Chairman who in case of the absence of the
President and Vice-President, may be chosen by the Directors present,
either of whom when presiding at a meeting of the Directors shall, in
case of a division of equal numbers, have the casting vote, although
he may have given one vote before; And provided also, that such
40 Directors shall from time to time be subject to the examination and
control of the said annual and special meetings of the said Proprietors
as aforesaid, and shall pay due obedience to all By-laws of the said Com-
pany and to such orders and directions in and about the premises as they
shall from time to time receive from the said Proprietors at such annual
50 or special meetings; such orders and directions not being contrary to the
special directions or provisions in this Act contained; And provided also,
that the act of any majority of a *quorum* of the Directors present at any
meetings regularly held, shall be deemed the act of the Directors.

Five Directors
to be a quo-
rum.
Proviso.

Casting vote.
Proviso.
Directors sub-
ject to control
of meeting.

Proviso-

XXXV. Provided always, That no person holding any office, place or
40 employment, or being concerned or interested in any contract or contracts
under the said Company, shall be capable of being chosen a Director or of
holding the office of Director.

No officer of
Company or
Contractor to
be Director.

XXXVI. Every such annual meeting shall have power to appoint, not
exceeding three Auditors, to audit all accounts of money laid out and
45 disbursed on account of the said undertaking, by the Treasurer, Receiver
or Receivers and other officer or officers to be by the said Directors
appointed, or by any other person or persons whatsoever, and employed
by or concerned for or under them in and about the said undertaking,
and to that end the said Auditors shall have power to adjourn
50 themselves over from time to time, and from place to place as shall be
thought convenient by them; and the said Directors chosen under the

Annual Meet-
ing to appoint
Auditors.

Power of
Directors to

make calls. authority of this Act, shall have power from time to time to make such call or calls of money from the stockholders of the said Canal and other works, to defray the expense of or to carry on the same as they from time to time find wanting and necessary for these purposes, except as before provided; and such Directors shall have full power and authority to direct
Powers of Directors. and manage all and every the affairs of the said Company, as well in contracting for and purchasing lands, rights and materials for the use of the said Company, as in employing, ordering and directing the work and workmen, and in placing and removing under officers, clerks, servants and agents, and in making all contracts and bargains touching the said undertaking, and to affix or authorize any person to affix the common seal of the Company to any act, deed, by-laws, notice or other document whatsoever, and any such act, deed, by-laws, notice or other document, bearing the common seal of the Company and signed by the President, Vice-President or any Director or Directors shall be deemed the act of the Directors of the said Company, nor shall the authority of the signer of any document purporting to be signed and sealed to sign and affix the said seal thereto be liable to be called in question by any party except the Company, and the Directors shall have such other and further powers as, being vested in the Company by this Act, shall be conferred upon the said Directors by the by-laws of the Company.

Shareholders to pay calls. XXXVII. The owner or owners of one or more shares in the said undertaking, shall pay his her or their shares and proportion of the moneys to be called for as aforesaid to such person or persons, and at such time and place as the said Directors shall, from time to time appoint and direct, of which thirty days' notice at least shall be given in two newspapers as aforesaid, or in such other manner as the said proprietors or their successors shall by any By-law direct or appoint; and in case such person or persons shall neglect to pay his, her or their rateable calls as aforesaid for the space of two calendar months after the time appointed for the payment thereof as aforesaid, then he, she or they shall forfeit his, her or their respective share or shares in the said undertaking, and all the profit and benefit thereof, all which forfeiture shall go to the rest of the Proprietors of the said undertaking, their successors and assigns, for the benefit of the said proprietors, in proportion to their respective interests, and in every case such calls shall be payable with interest from the time the same shall be so appointed to be paid until the payment thereof.

Company may remove any person chosen by Board of Directors, and may elect others in case of death, etc. XXXVIII. The said Company shall always have power and authority at any general meeting assembled as aforesaid, to remove any person or persons chosen upon such Board of Directors as aforesaid, and to elect others to be Directors in the room of those who shall die, resign or be removed, and to remove any other officer or officers under them, to revoke, alter, amend or change any of the By-laws or Orders prescribed with regard to their proceedings amongst themselves (the method of calling general meetings, and their time and place of assembling, and manner of voting and appointing Directors only excepted,) and shall have power to make such new Rules, By-laws and Orders for the good government of the said Company, and their servants, agents or workmen, for the good and orderly making and using the said Canal, and all other works connected therewith or belonging thereto, as hereby authorized, and for the well-governing of all persons whatever travelling upon or using the said Canal and other works or transporting any goods, wares, merchandize or other commodities thereon, and by such By-laws to impose and inflict such fines or forfeitures upon the persons guilty of a breach of such By-laws

And make By-laws.

Penalties under By-laws limited.

or Orders, as to such general meeting shall seem meet, not exceeding the sum of five pounds, current money of this Province, for every offence, such fines or forfeitures to be levied and recovered by such ways and means as are hereinafter or before mentioned, which said By-laws and Orders shall be put into writing under the common seal of the said Company, and shall be kept in the office of the Company and a printed or written copy of so much of them as relate to or affect any party other than the members or servants of the Company, shall be affixed openly in all and every of the places where tolls are to be gathered, and in like manner as often as any change or alteration shall be made to the same, and the said By-laws and Orders so made and published as aforesaid shall be binding upon and observed by all parties, and shall be sufficient in any Court of Law or Equity to justify all persons who shall act under the same, and any copy of the said By-laws, or any of them, certified as correct by the President or some person authorized by the Directors to give such certificate, and bearing the common seal of the said Company, shall be deemed authentic, and shall be received as evidence of such By-laws in any Court without further proof.

By-laws to be in writing and published.

Certified copies to be evidence.

XXXIX. All sales of the shares in the said undertaking shall be in the form following, varying the names and descriptions of the contracting parties as the case may require :

" I, A. B., in consideration of the sum of _____ paid by
 25 " C. D. of _____ do hereby bargain, sell, and transfer to the Form of trans-
 " said C. D. _____ share (or shares) of the stock of the Toronto and fer of shares.
 " Georgian Bay Canal Company ; to hold to him the said C. D. his executors,
 " administrators and assigns, subject to the same rules and orders, on the same
 " conditions that I held the same immediately before the execution hereof ;
 30 " and I, the said C. D., do hereby agree to accept of the said
 " share (or shares) subject to the same rules, orders and conditions.
 " Witness our hands and seals, this _____ day of _____ in the
 " year one thousand eight _____ "

35 Provided always, that no such transfer of any share shall be valid until all calls or instalments then due thereon shall have been paid up.

XL. It shall and may be lawful to and for the said Directors and they are hereby authorized from time to time, to nominate and appoint a
 40 Treasurer or Treasurers, and a Clerk or Clerks to the said Company, taking such security for the due execution of their respective offices as the Directors shall think proper, and such Clerk shall, in a proper book or books, enter and keep a true and perfect account of the names and places of abode of the several Stockholders of the said Company and of the
 45 several persons who shall, from time to time, become owners and proprietors of or entitled to any share or shares therein, and of the other acts, proceedings and transactions of the said Company and of the Directors for the time being, by virtue of and under the authority of this Act.

Directors to appoint Treasurer and Clerks.

Duties of Clerks.

50 XLI. The said Company or the Directors of the said Company shall, and they are hereby required to cause a true, exact and particular account to be kept and annually made up and balanced on the thirty-first day of December in each year, of the money collected and received by the said Company or by the Directors or Treasurer of the said
 55 Company, or otherwise, for the use of the said Company by virtue of this

Accounts of profit to be annually made up and balanced.

Dividends to be made from time to time at a general meeting.

Act, and of the charges and expenses attending the erecting, making, supporting, maintaining and carrying on their works, and of all other receipts and expenditures of the said Company or the said Directors: And at the General Meetings of the proprietors of the said undertaking to be from time to time holden as aforesaid, a dividend shall be made out of the clear profits of the said undertaking, unless such meetings shall declare otherwise, and such dividend shall be at and after the rate of so much per share upon the several shares held by the proprietors in the Joint Stock of the said Company as such meeting or meetings shall think fit to appoint or determine; Provided always, that no dividend shall be made, whereby the Capital of the said Company shall be in any degree reduced or impaired, nor shall any dividend be paid in respect of any shares after a day appointed for payment of any call for money in respect thereof until such call shall have been paid.

Proviso: Capital not to be impaired.

Fractions in miles in weights of goods in ascertaining rates how regulated.

XLII. In all cases where there shall be a fraction in the distance which vessels, rafts, goods, wares, merchandize or other commodities or passengers shall be conveyed or transported on the said navigation, such fraction shall, in ascertaining the said rates, be deemed and considered as a whole mile, and in all cases where there shall be the fraction of a ton, in the weight of any such goods, wares, merchandize, and other commodities, a proportion of the said rates shall be demanded and taken by the said Company of Proprietors to the number of quarters of a ton, contained therein, and in all cases where there shall be a fraction of a quarter of a ton, such fraction shall be deemed and considered as a whole quarter of a ton.

Interpretation clause.

XLIII. Every matter or thing which the said Company are hereby authorized or empowered to do or suffer, shall be interpreted to mean that the said Company shall be empowered to do and suffer all such acts, matters, and things by their duly appointed agents, servants, and workmen whether the same be specifically mentioned or not and in all cases wherein the said Canal is mentioned in this Act the same shall apply to all branches, feeders, reservoirs, and rivers or parts of rivers which shall be made part or parcel of the navigation thereof or of the supplying of the same with water, and the said Company shall, from time to time, print and stick up, or cause to be printed and stuck up in their 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 under this Act.

Table of Tolls to be publicly affixed.

XLIV. The said Company shall at all times, when thereunto required by the Post Master General of this Province, the Commander of the Forces, or any person having the Superintendencé or command of any Police Force, carry Her Majesty's Mails, Her Majesty's Naval or Military Forces or Militia, and all artillery, ammunition, provisions or other stores for their use, and all policemen, constables and others, travelling on Her Majesty's service, on the said Canal on such terms and conditions, and under such regulations as the Governor or Person administering the Government shall, in Council, appoint and declare.

Provisions as to the carriage of Her Majesty's Mail, etc.

Treasurer, Receiver and Collector to give security.

XLV. The said Company shall and are hereby required and directed to take sufficient security by one or more bond or bonds, in a sufficient penalty or penalties from their Treasurer, Receiver and Collector for the time being, of the moneys to be raised by virtue of this Act, for the faithful execution by such Treasurer, Receiver and Collector of his and their office and offices respectively.

XLVI. All fines and forfeitures imposed by this Act, which shall be lawfully imposed by any By-law to be made in pursuance thereof, (of which By-law when produced, all Justices are hereby required to take notice,) the levying and recovering of which fines and forfeitures are not particularly herein directed, shall upon proof of the offence before any one or more Justice or Justices of the Peace, for any of the Districts through which the said Canal shall pass, either by the confession of the party or parties, or by the oath or affirmation of any one credible witness, (which oath or affirmation such Justice or Justices are hereby empowered and required to administer without fee or reward,) be levied by distress and sale of the offender's goods and chattels by warrant under the hand and seal or hands and seals of such Justice or Justices, and all such fines, forfeitures or penalties by this Act imposed or authorized to be imposed, the application whereof is not hereinbefore particularly directed, shall be paid into the hands of the Treasurer or receiver of the moneys to be raised by virtue of this Act, and shall be applied and disposed of for the use of the said Canal or undertaking, and the overplus of the money raised by such distress and sale, after deducting the penalty and the expenses of levying and recovering thereof shall be rendered to the owner of the goods so distrained and sold; for want of sufficient goods and chattels whereof to levy, the said offender shall be sent to the common gaol for any of such Districts, there to remain without bail or mainprize for such term not exceeding one month as such Justice or Justices shall think proper, unless such penalty and forfeiture and all expenses attending the same shall be sooner paid and satisfied.

Fines under this Act how to be recovered.

Levy by distress and sale of goods and chattels.

Imprisonment for want of sufficient chattels.

XLVII. If any person or persons shall think himself or herself or themselves aggrieved by any thing done by any Justice or Justices of the Peace in pursuance of this Act, such person or persons may, within four calendar months after the doing thereof, appeal to the Justices of the Peace at the General Quarter or General Sessions to be holden in and for the District.

Persons aggrieved may appeal to general sessions.

XLVIII. If any action or suit shall be brought or commenced against any person or persons for any thing done or to be done in pursuance of this Act, or in the execution of the powers and authorities of the orders and directions hereinbefore given or granted, every such action or suit shall be brought or commenced within six calendar months next after the fact committed, or in the case there shall be a continuation of damage, then within six calendar months next after the doing or committing such damage shall cease, and not afterwards; and the Defendant or Defendants in such action or suit, shall and may plead the general issue, and give this Act and the special matter in evidence at any trial to be held thereupon, and that the same was done in pursuance and by the authority of this Act; and if it shall appear to have been so done, or if any action or suit shall be brought after the time so limited for bringing the same, or if the Plaintiff or Plaintiffs shall be non-suited, or discontinue his, her or their action or suit, after the Defendant or Defendants shall have appeared, or if judgment shall be given against the Plaintiff or Plaintiffs, the Defendant or Defendants shall have full costs, and shall have such remedy for the same as any Defendant or Defendants hath or have for costs of suit in other cases by law.

Limitation of actions for things done in pursuance of this Act.

General issue

Costs to defendant if plaintiff fail.

XLIX. Any contravention of this Act by the said Company or any other party, for which no punishment or penalty is herein provided, shall be a misdemeanor, and shall be punished accordingly, but such punishment

Any contravention of this Act not other-

wise punishable to be a misdemeanor.

shall not exempt the said Company (if they be the offending party) from the forfeiture of this Act, and the privileges hereby conferred on them, if, by the provisions thereof, or by law, the same be forfeited by such contravention.

Saving of Her Majesty's rights and those of other persons.

L. Nothing herein contained shall affect or be construed to affect in any manner or way whatsoever, the rights of Her Majesty, Her Heirs and Successors, or of any person or persons, or of any bodies politic, corporate or collegiate, such only excepted as are herein mentioned.

Public Act.

LI. This Act shall be deemed and taken to be a public Act, and as such shall be judicially taken notice of by all Judges, Justices of the Peace and others, without being specially pleaded.