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No. 170.

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3rd Session, 5th Parliament, 20 Victoria, 1857.

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(PRIVATE BILL.)

**BILL.**

An Act to define the powers and confirm certain proceedings of the Champlain and St. Lawrence, and Montreal and New York Railroad Companies.

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Received and read, first time, Friday, 27th  
March, 1857.

Second reading, Monday, 30th March, 1857.

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MR. HOLTON.

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**An Act to define the powers and confirm certain proceedings of the Champlain and St. Lawrence, and Montreal and New York Railroad Companies.**

**W**HEREAS, the Company of Proprietors of the Champlain and St. Lawrence Railroad, and the Montreal and New York Railroad Company have respectively, by their Petitions made known, that at general meetings of the Shareholders in the respective companies, they have agreed to an union of their several interests, property and rights, and prayed to have such union confirmed, and that the corporate names of the said two companies be changed and that they be one Corporation: Therefore Her Majesty, &c., enacts as follows :

I. The said two Corporations of the Company of Proprietors of the Champlain and St. Lawrence Railroad and the said Montreal and New York Railroad Company, and the respective Shareholders therein, shall hereafter continue and subsist as one corporation or body politic, under the name of "The Montreal and Champlain Railroad Company," and which name shall be and subsist in lieu and instead of those heretofore appertaining to the said Companies, and by which they were formerly known and distinguished; but the said change of name shall not be construed in any way to abrogate any of the rights which the said two Companies respectively had or have as separate Corporations, nor, in any way, to affect any right or liability of either, or any suit, action, or proceeding, pending at the time when this Act shall come into force, but the one name hereby assigned to the two corporations shall be substituted, as of course, for its former name, in any subsequent record, document, or writing, in such suit, action, or proceeding.

II. The said Corporation shall, by the name hereby assigned to it, continue to have all, each and every, the rights, powers and authority, of every nature, kind and description whatsoever, and without any exception or reserve, heretofore vested in, conferred on, or given to either of the said two Companies, or which they might, respectively, have lawfully exercised, under the corporate names they formerly possessed, respectively, by virtue of any Act either of the Legislature of Lower Canada or of this Province, subject always to the provisions of this Act, and shall continue to have perpetual succession and a common seal, with power to break, renew, change and alter the same at pleasure, and shall be capable of suing and being sued, pleading and being impleaded, in all Courts of law and equity, and other places, in all manner of actions, causes and matters whatsoever, and of exercising and enforcing in the said corporate name of the "Montreal and Champlain Railroad Company," each, all and every, the rights, powers and privileges, matters and things, which either of the said two

Companies could, at the time of passing of this Act, have exercised or enforced, in its own name, and their real and personal estate of every description shall belong and be transferred to and continued in the said Corporation, under the said name of the "Montreal and Champlain Railroad Company:" Provided always, that the rights and remedy of all creditors of every class and degree, of either of the said two Companies, shall continue to exist unimpaired, and be in no way affected, interfered with, or lessened, by this Act or anything herein contained, and all classes of bondholders bearing mortgage on any real estate of either Company shall continue to have, unimpaired, and be maintained in their several rights and privileges as much as if this Act had never been passed; but in respect of liability for any torts, wrongs, or other things incurred or done by either Company before this Act shall come into effect, as well as in respect of all other separate obligations or debts of either Company, contracted or otherwise, the property, assets and effects, whether real or personal, of such separate Company existing and belonging to it at the time this Act shall come into effect, shall alone be held bound, and shall be liable to be attached, seized and taken; and each Company shall within one month from the passing of this Act prepare an Inventory, shewing minutely and fully the property, assets and effects belonging to it, so that the same may be distinguishable and susceptible of identification for all legal purposes whatever.

Proviso:  
rights of mortgage, creditors of either Company saved.

Separate liability of each Company's property for debts, &c., contracted before this Act.

Election of Directors of the united Companies.

Votes.

Qualification of Directors.

Present Directors named. They shall continue until the next election.

Failure of election provided against.

Quorum.

Powers of the Directors.

III. For the management of the affairs of the said Corporation and in lieu of the present two Boards of Direction, there shall be elected nine Directors by the Shareholders at the general meeting of the said Corporation, which shall hereafter be held on the second Wednesday of February, annually, unless the same be a holiday, and in that case on the next succeeding day, at which meeting the shareholders shall, notwithstanding any thing in any of the Acts heretofore affecting the said Companies and regulating their meetings or mode of voting, be entitled to give one vote for every share owned by him or her, and the Directors so chosen shall be capable of serving for the ensuing twelve months; and at their first meeting after such election the Directors shall choose out of their number, a President and Vice-President, who shall hold their offices respectively during the same period: Provided always, that each Director shall be holder and proprietor in his own name of not less than twenty shares of the capital stock wholly paid up; and the present Directors, namely: William Molson, the Honorable John Molson, Thomas Ryan, William Dow, Charles S. Pierce, John Ostell, William Macdonald, the Honorable James Ferrier, and A. M. Delisle, shall remain in office until the next general annual meeting, and in case of any vacancies the present as well as all future Directors, shall have power to fill up all such vacancies until the next annual meeting which shall follow such vacancy; And if it shall happen that an election shall not be made nor take effect on the day fixed, the Corporation shall not thereby be dissolved, but it shall be lawful at any subsequent time to make such election at a general meeting of the shareholders to be called for that purpose, and the Directors in office when such failure of election shall take place, shall remain in office until such election shall be made, and the number of five Directors shall be requisite to constitute a quorum for the management of business.

IV. The said Corporation shall appoint so many agents, officers, and servants of the said Corporation under them as to the said Directors may seem meet, and may fix the salaries and remuneration

of such officers, agents and servants, may make any payments and enter into any contracts for the execution of the purposes of the said Corporation, and for all other matters necessary for the transaction of its affairs; may generally deal with, treat, purchase, lease, sell, mortgage, let, release, and dispose of, and exercise all acts of administration and ownership over the lands, tenements, property and effects of the said Corporation; may institute and defend in the name of the said Corporation all such suits at Law as may from time to time be instituted; may remove the officers, agents, and servants of the said Corporation except as hereinafter provided; And they shall and may have power to do all things whatsoever, which may be necessary or requisite to carry out the objects of the Corporation, and to vest the property, and funds, real and personal of the said two companies in the Corporation hereby created; may appoint when special meetings of the Shareholders shall be held, and determine on the mode of giving notice thereof, and of the manner in which the Shareholders may call or require such special meetings to be called; and they shall have power to make By-laws for the government and control of the officers and servants of the said Corporation, respectively, and shall also have power to make and frame all other By-laws, Rules and Regulations for the management of the business of the said Corporation, in all its particulars and details, whether hereinafter specially enumerated or not, and the same also at any time to alter, change, modify, and repeal; which said By-laws, Rules and Regulations shall be submitted for approval, rejection or alteration, by the Stockholders at a general or special meeting to be called by the said Directors after at least one week's notice, and when and so ratified and confirmed shall be put into writing and duly recorded in the minutes of the said Corporation, and be binding upon, and observed, and taken notice of by all members, officers and servants of the said Corporation; and any copy of the said By-laws, or any of them, purporting to be under the hand of the Clerk, Secretary or other officer of the said Company, and having the seal of the Corporation affixed to it, shall be received as *prima facie* evidence of such By-laws in all Courts in this Province.

Power to make By-laws.

To be subject to approval by Shareholders.

Proof of By-laws.

V. And whereas doubts may exist in regard to the powers of the said two Companies heretofore assumed to be exercised by them, it is therefore declared and enacted, that the said two several Companies had and shall have power and authority to pass any resolution by and with the consent of a majority of the proprietors present at any general meeting, and to enter either heretofore or hereafter into any agreement for the purchase, sale or lease to and from each other of the entire stock and property, moveable and immoveable of either of them, or any part thereof, and to amalgamate and unite with each other; and the said Corporation into which the said two Companies are hereby merged, shall have and is declared to have power and authority through the Directors to carry into effect and operation any agreement therefor in inception or contemplation by the said Companies respectively, and all the rights, powers, and privileges of such separate Company shall be merged in and pass to the said Corporation so hereby created, and shall be held, used, and applied by them in their own name to all intents and purposes as if the same had been granted originally to the present Corporation; And it shall be lawful for the Directors to execute if they see fit, an instrument setting forth in detail all the terms and conditions under which the said two Companies united their interests, and defining and regulating the rights of the several shareholders in the said two Companies, and when approved of by a vote of two-thirds in amount of proprietors present at any general meeting, such instrument shall be bind-

The two Companies declared to have had a d to h e power to enter into agreements for their union.

And to carry into effect existing agreements.

Directors may execute an instrument setting forth any such agreement. Its effect.

ing to all intents and purposes whatsoever, and shall be recorded on the Company's books, and a copy of or extract therefrom certified as aforesaid shall be received as *prima facie* evidence in all Courts and places whatsoever.

Inconsistent  
enactments  
repealed.

VI. All Laws and Ordinances whether of the Legislature of this Province 5  
or of that part of it heretofore constituting the Province of Lower Canada,  
inconsistent with or repugnant to the provisions of this Act are hereby re-  
pealed.

Public Act.

VII. This Act shall be deemed a public Act.