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No. 119.

1s. session, 5th Parliament, 18 Victoria, 1854

(PRIVATE BILL.)

BILL.

An Act to Incorporate the L'Assomption River and Railroad Company.

Received and Read, first time, Friday 13th
Oct. 1854.

Second Reading, Friday, 20th Octr. 1854.

MR. DUFRESNE.

QUEBEC :

(119)

[1854.]

BILL.

[No.

An Act to incorporate the L'Assomption River and Railroad Company.

WHEREAS it is expedient to incorporate a Company to make the L'Assomption River navigable for Steamboats, either by constructing a Dam and Canal at the mouth, near where it enters the Ottawa River, and, if necessary, another Dam at a convenient place above the Village of L'Assomption, or by dredging and deepening the Channel of the River to the first Rapids at St. Paul's, on the river Laquarreau, with the further privilege of constructing a Railroad from the head of the navigable waters on either the L'Assomption or the Laquarreau Rivers, to intersect the Industry Village and Rawdon Railway, in the Parish of St. Paul's: Be it therefore enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, and intituled, *An Act to re-unite the Provinces of Upper and Lower Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, that—

Preamble.

20

or any of them, together with all such persons as may now be or may hereafter become Shareholders of any share or shares in the undertaking herein-after mentioned and authorized to be carried on, shall be, and are hereby ordained, constituted and declared to be a body corporate and politic in fact, and by the name of "The L'Assomption River and Railroad 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, and in all manner of actions, suits, complaints, matters and causes whatsoever; and that 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 that they and their successors, by the name aforesaid, shall be in law capable of purchasing, having 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, conveying, or otherwise departing therewith for the benefit and on account of the said Company, from time to time, as they shall deem necessary and expedient.

Company incorporated.

Certain
Clauses of
Railway
Clauses Con-
solidation Act
incorporated
with this Act.

II. The several clauses of the Railway Clauses Consolidation Act, passed in the fourteenth and fifteenth years of Her Majesty's Reign, chapter fifty-one, and intituled, *An Act to consolidate and regulate the General Clauses relating to Railways*, with respect to "Interpretation," "Incorporation," "Powers," "Plans and Surveys," "Lands and their valuation," "Highways and Bridges," "Fences," "Tolls," "General Meetings," "Directors, their election and duties," "Shareholders," "Shares and their transfer," "Municipalities," "Actions for indemnity, and Fines and Penalties, and their prosecution," "Working of the Railway," shall be incorporated with this Act in so far as they are not inconsistent with the terms of this Act, and shall apply as well to the Canal and River navigation improvements and works to be made and performed by the said Company as to their Railway. 5 10

Power to
enter upon
lands, &c.

III. The said Company and their agents, servants and workmen are hereby authorized and empowered to enter into and upon the lands and grounds of and belonging to Her Majesty the Queen, Her Heirs and Successors, or to any other person or persons, bodies politic or corporate, and to survey and take levels of the same, or any part thereof, and to set out and ascertain such parts thereof as they shall deem necessary and proper for making the said Railway and River works, or any of them, and forthwith and immediately upon such surveys being made and levels taken, and such parts ascertained as shall be necessary for making the said Railway or constructing the said Canal or Canals, Locks, Dams, Basins, deepening the River, or other works, to take and appropriate, have and hold to and for the use of the said Company and their successors, lands sufficient for the construction of the said Railway and works, or any of them, for the improvement of the river in the said County of Leinster and Parish of St. Paul, with all necessary locks, tow-paths, basins, stations, warehouses and other erections as may be required by the said Company for the purpose aforesaid; and to purchase the same to and for the use of the said Company, and with full power under this Act to lay out and construct, make and finish a double or single iron or wooden Railway, to be worked by locomotive or stationary steam or other Engines, from some point on the line of the Industry Village and Rawdon Rail Road in the Parish of St. Paul's to the navigable waters on the Lac Rondeau or L'Assomption Rivers; Further, provided always, that the said Company shall be authorised to purchase or build Steam Vessels, Boats, Barges or other Vessels to ply on the waters of the Rivers L'Assomption and Laquarreau in the said County of Leinster and elsewhere. 15 20 25 30 35

Penalty for
damaging
works of
Company.

IV. If any person or persons shall wilfully, maliciously or to the prejudice of the said Company, break down, damage or destroy any bank, lock, gate, sluice or any works, machine or device to be erected or made by virtue of this Act, or do any other wilful act, hurt or mischief, to disturb or prevent the carrying into execution, or completing, supporting or maintaining the said works hereinbefore referred to, every such person or persons offending shall forfeit and pay to the said Company the value of the damages proved by the oath of one or more credible witness or witnesses, such damages, together with the costs of suit in that behalf incurred, to be recovered by action in any Court of Law in this Province, having jurisdiction competent to the same, and in case of default of payment, such offender or offenders may be committed to the Common Gaol for any time not exceeding three months, at the discretion of the Court before which such offenders shall be convicted. 40 45

For obstruct-
ing passage of
rafts, &c.

V. No person or persons shall in any manner obstruct the passage of any boat, vessel or raft passing on or through the said Canal, Locks, Basins or

other works; and if any person shall obstruct the same and shall not immediately, upon due notice given to such person or persons so obstructing the passage aforesaid, remove the same, such person or persons shall, on conviction thereof before a Justice of the Peace, be punished by imprisonment, not exceeding two months, in the Common Gaol of the District in which the offence shall have been committed; and it shall and may be lawful for the agents or servants of the Company to cause any boat, vessel or raft to be unloaded or removed in such manner as shall be proper for preventing such obstruction in the Navigation, and to detain and seize such boat, vessel or raft, and the loading thereof, until the charges occasioned by such obstruction, unloading or removal are paid.

VI. It shall and may be lawful for the President and Directors of the said Company, subject to the provisions of the Railway Clauses Consolidation Act incorporated with this Act, to regulate from time to time, and establish the Rates of Toll, payable for the transportation of goods, wares, merchandize and passengers on the said Railway and Navigation, and the said Company shall annually exhibit an account to either branch of the Legislature of the Tolls collected and the sums expended in keeping the said works in repair, and also of the goods, wares and merchandize transported on and along the same.

Directors to establish rates of toll.

VII. The said Directors of the said Company shall at their first General Meeting held after the Railway or River improvements or Canal shall be finished, ascertain and fix the rates and dues to be taken by virtue of this Act, and it shall and may be lawful for the Directors of the said Company to alter the said rates, at any subsequent meeting, after giving three months' public notice of the same, and that a Schedule of rates shall be affixed upon the most public place at such Railway and Canal, subject to the approval of the Governor in Council.

Schedule of rates to be fixed upon.

VIII. The several dues, tolls and rates, so appointed to be taken as aforesaid, shall be paid to such person or persons and at such place or places, in such manner and under such regulations as the said Directors shall direct or appoint, and in case of denial or neglect of payment of any such rates, dues of or any part thereof, on demand, to the said person or persons appointed to receive the same as aforesaid, the said Company may sue for and recover the same in any Court having jurisdiction thereof, or the person or persons to whom the said rates or dues ought to be paid, may and he is, and they are hereby empowered to seize and detain such boat, vessel, barge or raft for or in respect whereof such rates or dues ought to be paid, and detain the same until payment thereof.

Dues, &c., to whom paid.

IX. And be it enacted, That the whole amount of the stock, which the said Company shall be authorized to hold, including the Capital or Shares hereinafter mentioned, shall not exceed in value Fifty Thousand Pounds, currency.

Capital Stock.

X. Each share shall be Twelve Pounds Ten Shillings currency, and the number of shares shall not exceed four thousand, and books of subscription shall be opened by such person or persons, and under such regulations as the majority of the Directors hereinafter named, for the time being, assembled at a meeting to be called by them, shall direct: Provided, that any person who or whose attorney (specially qualified to this effect) shall sign his or her name in the said books, shall become a Member of the said Corporation.

Amount of Shares.

First Directors.

XI. The before mentioned

Esquires, shall be, and they are hereby constituted and appointed the first Director of the said Company under this Act, which body of Directors shall, after the passing of this Act, elect one of their body to be the President, and appoint the officers, agents and servants necessary to such direction, and make such Rules, Regulations and By-laws as may be considered necessary : and should any one or more of the said Directors resign, or be removed by death, then the majority of the survivors may elect some other person or persons to supply such vacancy so made as aforesaid; Provided that the said Directors may appoint one of their number a paid managing Director; and three of their number shall be a *quorum*.

General Meeting.

XII. So soon as Ten Thousand Pounds shall have been subscribed, and a deposit made thereon, as may be required by the Rules, Regulations and By-laws made and adopted by the Directors as aforesaid, a General Meeting of the Subscribers shall take place, of which due notice of not less than thirty days shall be given in two newspapers in the City of Montreal, one of which shall be published in the English and the other in the French language, of the time and place of such meeting; and it shall and may be lawful for the Subscribers at such meeting, to proceed to the election of five Directors for the said Company, and such election shall then and there be made by a majority of shares voted upon, in manner hereinafter prescribed.

Affairs, &c., to be managed by Directors.

XIII. The affairs and concerns of the said Company shall be managed and conducted by the five Directors who shall be so elected, and who shall be Shareholders each to the amount of ten shares, one of whom shall be chosen President, and the said Directors chosen under the authority of this Act, shall have power from time to time to make such call or calls of money from the Shareholders to defray the expenses of or to carry on the work as they from time to time shall find necessary and wanting for these purposes; Provided that no call do exceed Two Pounds Ten Shillings per share of Twelve Pounds Ten Shillings, and, Provided also, that no calls be made but at the distance of at least one Calendar Month from each other.

Order of rotation for retiring.

XIV. Of the five Directors so to be elected, as prescribed by the second next preceding Section, (or those appointed in their stead in case of a vacancy,) two shall go out of office on the first Monday of the month of February, in the year one thousand eight hundred and fifty-five, and two more in each succeeding year, on the like day of the month of February in each said year, at which periods an Annual General Meeting of the Shareholders of the said Company shall be held to choose two other Directors in the place and stead of the two Directors so going out as aforesaid, and generally to transact the business of the Company; Provided, that the Directors shall retire in rotation, the order of retirement of the said first elected Directors being decided by lot amongst the Directors themselves, at the time of the first election; but the Directors then or at any subsequent period retiring, shall be eligible for re-election; Provided also, that no such retirement shall have effect, unless the Shareholders shall at such Annual Meeting proceed to fill up the vacancies caused in the Board of Directors by the retirement of the said two Directors as aforesaid.

XV. No General Annual Meeting of the Shareholders or any Special General Meeting of such Shareholders shall be held unless due notice of such General Annual Meeting or of any intended Special General Meeting shall be given 5 in the City of Montreal in two Newspapers, one of which shall be published in the English language and the other in the French language, for a period of at least fifteen days before such meeting; Provided, however, that no such General Special Meeting shall be held unless it be decided by a majority of the Directors at any of their meetings that 10 such General Special Meeting shall be held, or unless a requisition in writing for such General Special Meeting, shall be made to the Board of Directors, by not less than ten Shareholders who shall, among themselves, be Subscribers of not less than two hundred shares.

Notice to be given of Meetings.

XVI. The five Directors shall be elected at such time 15 of the day and at such place as a majority of the Directors for the time being shall appoint, and public notice shall be given in the usual manner of such time and place of meeting, and the said election shall be held and made by such of the Shareholders of the said Company as shall attend for that purpose, in their own proper person or by 20 proxy, and all Elections of Directors shall be by Ballot, and the five persons who shall have the greatest number of votes at the said Election shall be Directors, and the majority of Directors shall elect the President; each Shareholder shall be entitled to a number of votes proportioned to the number of shares he or she shall have held in his or her own names 25 at least one month prior to the time of voting: Provided always, that no one proprietor shall have more than one hundred and fifty votes.

Election of Directors.

XVII. In case it should 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 said Corporation shall not, for that cause, be deemed to be dis- 30 solved, 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 Laws and Ordinances of the said Corporation, and the former Directors shall legally retain office until replaced by their successors.

Failure to elect provided for.

XVIII. The Directors for the time being, or the majority of them, shall 35 have power to make such By-laws and Regulations as to them shall appear proper, touching the management of the stock, estate and effects of the said Corporation, and touching the duty and conduct of the officers, clerks and servants employed by the said Company, and all such matters as appertain to the business of the said Company, and shall 40 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.

Directors may make By-laws.

XIX. The Mayor of any Municipal Corporation subscribing for and holding shares in the stock of the said Company, to the amount of 45 Five Thousand Pounds or upwards, shall be *ex officio* one of the Directors of the said Company in addition to the Directors elected by the Shareholders pursuant to this Act, and shall have the same rights, powers and duties as any of the other Directors of the said Company: Provided always, that any such Municipal Corporation whose Mayor shall 50 be *ex officio* such Director as aforesaid, shall not vote or be entitled to vote in or for the Election of the other Directors aforesaid, elected by the Shareholders.

Mayor of Municipal Corporations subscribing to be Director *ex officio*.

Provision as
to service of
Saisie-Arrêt.

XX. If any Writ of *Saisie-Arrêt* or Attachment shall be served upon the said Company, it shall be lawful for any duly authorized officer of the Company in any such case, to appear in obedience to the said Writ to make the declaration in such case by Law required, according to the exigency of each case, which said declaration shall be taken and received in all Courts of Justice in Lower Canada, as the declaration of the Company; and in causes where interrogatories *sur Faits et Articles*, or *Serment Décisive*, may have been or may hereafter be served upon the Company, the Directors shall have the power, by a Vote or Resolution entered among the Minutes of the proceedings of any meeting, to authorize any officer of the Company to appear in any cause to answer such interrogatories, and the answers of such officer, so authorized, shall be filed and taken to be the answers of the Company to all intents and purposes, as if all the formalities by Law required had been complied with; and the production of a copy of such Resolution certified by the Secretary, with the said answers, shall be sufficient evidence of such authorization.

Appointment
of Auditors.

XXI. Every Annual General Meeting shall have power to appoint not exceeding two Auditors, to audit all accounts of money laid out and disbursed on account of the said undertaking, by the Treasurer, Receiver and Receivers, and other officer and officers to be by the said Directors appointed, or by any other person or persons whatsoever, employed by or concerned for or under them, in and about the said undertaking, and to that purpose shall have power to adjourn themselves over from time to time, and from place to place, as shall be thought convenient by them.

Rules of Evidence to be followed.

XXII. In all suits at Law brought by or against the said Company, recourse shall be had as to evidence, to the Law of England, as recognized by the Courts of Lower Canada in commercial cases; and that no witness shall be held to be incompetent to give evidence by reason of his being a Shareholder in the said Company.

Company may
become parties to notes,
&c.

XXIII. The said Company shall have power to become parties to Promissory Notes and Bills of Exchange, for sums not less than twenty-five pounds, and any such Promissory Note made or endorsed, and any 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 upon the Company, and every such Promissory Note or Bill of Exchange, made, drawn, accepted or endorsed by the President or Vice President of the said Company and countersigned by the Secretary and Treasurer, as such, shall be presumed to have been properly made, drawn, accepted and endorsed, as the case may be, for the Company, until the contrary be shewn; 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 the Secretary and Treasurer of the Company so making, drawing, accepting or endorsing any such Promissory Note or Bill of Exchange, be thereby subjected individually to any liability whatever: Provided always, that nothing in this Clause shall be construed to authorize the said Company to issue any Note payable to bearer, or any Promissory Note, intended to be circulated as money, or as the Notes of a Bank.

Proviso.

Form of
Conveyances.

XXIV. All deeds and conveyances of lands to the said Company for the purposes of this Act, in so far as circumstances will admit, may be in the form given in Schedule B to this Act subjoined, or in any

other form to the like effect, and for the purposes of due enregistration of the same, all Registrars in their respective Counties, are required to be furnished by and at the expense of the said Company with a Book with a copy of the form given in the said Schedule B, one to be printed
 5 on each page, leaving the necessary blanks to suit the circumstances of each separate conveyance, and shall, upon the production and proof of due execution of any such conveyance, enter the same without any memorial, and shall minute the enregistration or entry on the Deed, and the Registrar shall charge and receive from the said Company for all fees on every such
 10 enregistration, two shillings and six-pence, and no more, and such enregistration shall be deemed to be valid in Law; any Statute or Provision of law to the contrary notwithstanding.

XXV. The said Company may, from time to time, lawfully borrow
 15 either in this Province or elsewhere, such sum or sums of money not exceeding, at any one time, the sum of Fifty Thousand Pounds currency, as they may find expedient, and at such rate of interest, not exceeding eight per cent per annum, as they may think proper, and may make the Bonds, Debentures or other Securities they shall grant for the sums so borrowed, payable either in currency or in sterling, and at such
 20 places or places within or without this Province as they may deem advisable, and may hypothecate or pledge the lands, tolls, revenues and other property of the said Company for the due payment of the said sums and the interest thereon.

25 XXVI. In the borrowing of moneys, by way of loan, the Debentures of the said Company shall and may be in the form contained in the Schedule A annexed to this Act or in any other convenient form similar thereto, and need not be before Notaries, and shall have the effect of creating a mortgage or hypothecque upon the said Railway and the lands and property thereof; and to facilitate the registration of the
 30 Debentures of the said Company creating mortgages or hypothecques and the cancellation thereof: Be it enacted, That the said Company, shall, at their own expense, deposit in the Registry Office of the County of Leinster wherein such their Debentures may require to be registered, any number of their printed or engraved blank Debentures in the form of the said
 35 Schedule annexed to this Act, without its being necessary to add the Coupons thereto, bound together in a book, and having the pages thereof numbered and signed by the Secretary of the Company, and thereupon the Register or his Deputy shall be bound to receive and retain the same as one of the Registry Books of his Office, and to register therein the said
 40 Debentures of the Company, instead of registering them in the ordinary Registry Books of the Office; any ordinance or Law to the contrary notwithstanding: and for each such registration the said Registrar shall receive One Shilling and Threepence fee; which said registration for the purposes of this Act, and of the loan to be
 45 made in virtue thereof, shall be held and deemed to be a special registration of the said Railway and of all the lands and property thereof, in each county or locality through which such Railway may pass or lie, shall perfect the mortgage and hypothecque created by such Debenture as regards all parties whatsoever, and the Debenture and mortgage and hypothecque
 50 thereby created shall be to all intents and purposes binding upon the said Company in favor of the holder of the debenture, and have the effect of mortgaging and charging all the lands and property of the said Company without any other more formal or particular description; but the description in the said Schedule A shall be held to comprehend all the lands and
 55 tenements of the said Company, all wharves and buildings of every nature

Company may borrow money.

Form of Debentures.

thereon, canals, dams, locks, and in short all the immovable estate belonging to the said Company, including the rails and iron thereto affixed; any law or usage to the contrary notwithstanding.

Quorum of
Directors.

XXVII. Any Meeting of the said Directors, at which not less than three Directors shall be present, shall be competent to use and exercise all and any of the powers hereby vested in the said Directors of the said Company.

Aliens may
hold office.

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

SCHEDULE A.

Referred to in this Act.

L'ASSOMPTION RIVER AND RAILROAD COMPANY.

Number (or currency.)	£	sterling.
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This Debenture witnesseth that the L'Assomption River and Railroad Company, under the authority of the Provincial Statute passed in the

have received from _____ of _____ the sum of _____ currency, (or sterling) as a Loan, to bear interest from the date hereof, at the rate of _____ per centum per annum, payable half yearly, on the _____ day of _____ and on the _____ day of _____ which sum of _____ currency, (or sterling) the said company bind and oblige themselves to pay on the _____ to the said _____, or to the bearer hereof; and to pay the interest thereon half yearly as aforesaid, on the production of the coupon therefor, which now forms part of their Debentures.

And for the due payment of the said sum of money and interest, the said Company, under the power given to them by the said Statute and Acts, do hereby mortgage and hypothecate the real estate and appurtenances hereinafter described, that is to say: The whole of the Railroad, Steamboats, Canals, Locks, Dams, Piers, Wharves, and other property of the Company.

In testimony whereof _____, President of the said Company, hath hereto set and affixed his signature, and the common seal

