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4th Session, 3d Parliament, 14 & 15 Victoria, 1851.

BILL.

An Act to amend the Act incorporating
*The Bytown and Prescott Railway
Company.*

Received and read a first time, Thursday, 3rd
July, 1851.

Second reading Monday, 7th July, 1851.

Mr. BURRITT.

B I L L .

An Act to amend the Act incorporating *The Bytown and Prescott Railway Company.*

WHEREAS it is necessary to amend the Act passed in the Session held in the thirteenth and fourteenth years of Her Majesty's Reign, and intituled, "*An Act for the incorporation of a Company to construct a Railroad between Bytown and Prescott.*" Be it therefore enacted, &c.,

Preamble.
17 & 14 Vict.
c. 132.

That it shall be lawful for any *fifteen* persons owning stock in the Bytown and Prescott Railway Company to an amount not less than *two hundred shares*, at any time to call a special meeting of the shareholders of the said Company, and that *thirty days'* notice of such special meeting shall be given in one newspaper in Bytown, and in one newspaper in Montreal, and in one newspaper in Prescott, if a newspaper be published there, or in such manner as the Directors may have appointed by by-law; and such special meeting of shareholders may be held in Bytown, Kemptville or Prescott, according as those who call the meeting may think proper, and the notice calling such special meeting shall state the time and place at which the same shall be held, and the purpose for which it is required, and no business other than that named in such notice shall be transacted at any such special meeting of shareholders.

Special meetings of shareholders how called.

II. And be it declared and enacted, That the Directors for the time being, or a majority of them, have, and shall have, power to make by-laws and such rules and regulations as to them shall appear needful and proper touching the management and disposition of the stock, property, estate and effects of the said Company, and touching the duty of officers, clerks and servants, giving such salaries and allowances as to them shall seem fit, and touching all such other matters and things as appertain to the business of the Company; and in all cases the acts of the Board of Directors or a majority of them, shall be taken to be the acts of the Company.

Majority of Directors to make by-laws, &c. for certain purposes.

Acts of such majority to bind the Company.

III. And be it enacted, That the annual general meeting of shareholders, held at the office of the Company in the Town of Bytown, on Wednesday, the twenty-first day of May, one thousand eight hundred and fifty-one, under a by-law passed by the Board of Directors, is hereby declared to be, and to have been legal and valid to all

General meeting held on 21st May, 1851, confirmed.

intents and purposes, as if the same had been held under by-law passed by the shareholders at their first general meeting, and all the proceedings at the said annual general meeting, as well the election of Directors as all other proceedings, are hereby declared legal and valid. 5

Directors to fix periods for annual general meetings.

IV. And be it enacted, That hereafter the Directors of the said Company shall have full power to appoint by-law, the time and place, of holding annual general meetings of shareholders; and that so much of section thirty-seven of the Act first above cited, as relates to the holding of annual general meetings, is hereby repealed. 10

Directors to fix tolls, &c.

V. And be it enacted, That it is and shall be lawful for the President and Directors of the said Company, from time to time, to fix, regulate and receive the tolls and charges to be received for the transmission of property or persons on the Bytown and Prescott Railroad, subject always, to the provision in the said Act made, as to the confirmation by the Governor of any by-law imposing or regulating such Tolls. 15 20

Aliens may vote and be Directors, &c.

VI. And be it declared and enacted, That any shareholder in the said Company, whether a British subject or alien, or a resident in Canada or elsewhere, has and 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. 25

Failure to hold meetings or elections not to operate dissolution of Company.

VII. And be it enacted, That if in case of accident, negligence of officers or any other cause, no annual general meeting of shareholders should be held, nor election of Directors made, as required by the Act incorporating the said Company, then in such case the Corporation of the said Company shall not for that cause be deemed to be dissolved, but it shall and may be lawful on any day to hold a general meeting of shareholders, notice being given in the manner as for special meetings of shareholders, and to make an election of Directors, in such manner as shall have been regulated by the by-laws and regulations of the said Company. 30 35

Corporation of Bytown and other Municipalities may lend money, &c. to the Company.

VIII. And be it enacted, That it is and shall be lawful for the Mayor and Town Council of the Town of Bytown or for any other Municipal Corporation in this Province, to lend any sum of money, or to guarantee and become security for the payment of, any sum of money borrowed by the said Bytown and Prescott Railway Company after the first day of July, one thousand eight hundred and fifty-one, from any other Corporation or Company, or party, or to endorse or guarantee the payment of any debentures to be issued by the said Company, for money borrowed by them after the said day; Provided always, 40 45

Provido.

that nothing herein contained shall be construed to increase the total amount of the capital stock which the said Company is now authorized by law to raise, or the total amount of money which it is now authorized to borrow.

5 IX. And be it enacted, That the Municipal Corporation of any County, Town, Township or Village, who shall lend or guarantee the payment of any sum of money under this Act, have and shall have, full power and authority to cause to be assessed and levied, from time to time, 10 upon the whole rateable property of such County, City, Town, Township or Village, sufficient sums to enable them to discharge the obligations and engagements which they shall have contracted as aforesaid, and also for the like purpose to issue debentures payable at such times 15 and for such sums respectively, not less than *twenty-five pounds*, as they may think proper: Provided always, that it is not, and shall not be, lawful for any Municipal Corporation to incur any such debt or liability as aforesaid, unless and until a by-law to that effect shall have been 20 duly made and adopted with the consent first had and obtained of a majority of the assessed inhabitants of the Municipality present at a meeting called for that purpose by the Mayor, Warden or Town Reeve, at the request of any *ten* such inhabitants by public advertisement, 25 containing a copy of such proposed by-law, published at least eight days previous to such meeting in each newspaper printed within the limits of the Municipality, or if no newspaper be printed therein, then in some one or more newspapers printed in the immediate vicinity thereof, and circulated therein. 30

Such Corporation may lay money to meet engagements so contracted.

And issue debentures.

Proviso: in what manner and by what majority the by-law authorizing the loan, &c. must be passed.

X. And be it enacted, That any debenture which any Corporation may have issued, or may hereafter issue, under the Act first above cited incorporating the said Bytown and Prescott Railway Company, or under this 35 Act, in payment of stock subscribed by such Corporation in the Bytown and Prescott Railroad, or which any such Corporation shall endorse or guarantee for the said Company, shall be valid and binding upon such Corporation if signed or endorsed or counter- 40 signed by such officer or person, and in such manner and form as shall be or has been directed by any by-law of the Corporation; and it shall not be necessary that it be under the seal of the Corporation, or that any further form be observed with regard to it, than such as shall be 45 or has been directed in such by-law as aforesaid.

Form of debentures issued by any Corporation.

XI. And be it enacted, That the Warden, Mayor, or Town Reeve, being the head of any Municipal Corporation subscribing for and holding shares in stock of the 50 said Company, to the amount of *five thousand pounds* or upwards, shall be, *ex officio*, one of the Directors of the said Company, and shall have the same rights, powers

Warden, &c. of Corporations subscribing £5,000 to be a Director.

and duties as any of the other Directors of the said Company, the number of Directors remaining the same as heretofore.

Liability of parties subscribing for stock

XII. And be it enacted, That any party or parties who shall subscribe for stock, or who have subscribed 5 for stock in the said Bytown and Prescott Railroad shall be liable, each respectively, for the payment of the whole amount which he or she has or shall have subscribed for, and shall remain so liable whether the said Stock be transferred to another party or not, before being fully paid up. 10

Parties not having paid up not to vote.

XIII. And be it enacted, That no party or parties shall be entitled to vote at the meetings of shareholders who shall not have paid up all the calls due upon his, her, or their stock, or the stock upon which such party claims to vote, at least eighteen hours before the hour 15 appointed for any such meeting.

Scale of votes.

XIV. And be it enacted, That any party or parties holding stock in the said Company to the amount of *one* hundred shares, or any amount less than *one hundred* shares, shall at the meetings of shareholders, have *one* 20 vote for each share; and for any amount over *one hundred* shares, and not over *six hundred* shares, *one* vote to *two* shares; and for any amount over *six hundred*, and not over fifteen hundred shares, *one* vote to *three* shares, and for any amount exceeding *fifteen hundred* shares, *one* 25 vote to *four* shares; and this scale shall apply as well to the proxies for Municipalities as to all others.

Effect of certain copies of minutes, &c. as evidence.

XV. And be it enacted, That copies of the minutes of proceedings and resolves of the proprietors of shares of the capital stock of the said Company, at any general 30 or special meeting of shareholders, and of minutes of proceedings and resolves of the Directors at their meetings, extracted from the Book of Proceedings, or books kept by the Secretary of the Company, and by him certified to be true Copies, extracted from such book or 35 books, shall be *prima facie* evidence of such proceedings and resolves in all Courts of civil jurisdiction, and all notices given by the Secretary of the Company, by order of the Directors, shall be deemed notices by the said Directors and Company. 40

Notices by Secretary.

Inconsistent enactments repealed.

XVI. And be it enacted, That so much of the Act first above cited incorporating the said Company, as may be inconsistent with this Act shall be and is hereby repealed.

Public Act.

XVII. And be it enacted, That this Act shall be a 45 public Act.