

Technical and Bibliographic Notes / Notes techniques et bibliographiques

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

- Coloured covers / Couverture de couleur
- Covers damaged / Couverture endommagée
- Covers restored and/or laminated / Couverture restaurée et/ou pelliculée
- Cover title missing / Le titre de couverture manque
- Coloured maps / Cartes géographiques en couleur
- Coloured ink (i.e. other than blue or black) / Encre de couleur (i.e. autre que bleue ou noire)
- Coloured plates and/or illustrations / Planches et/ou illustrations en couleur
- Bound with other material / Relié avec d'autres documents
- Only edition available / Seule édition disponible
- Tight binding may cause shadows or distortion along interior margin / La reliure serrée peut causer de l'ombre ou de la distorsion le long de la marge intérieure.
- Blank leaves added during restorations may appear within the text. Whenever possible, these have been omitted from filming / Il se peut que certaines pages blanches ajoutées lors d'une restauration apparaissent dans le texte, mais, lorsque cela était possible, ces pages n'ont pas été filmées.
- Additional comments / Commentaires supplémentaires:

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

- Coloured pages / Pages de couleur
- Pages damaged / Pages endommagées
- Pages restored and/or laminated / Pages restaurées et/ou pelliculées
- Pages discoloured, stained or foxed / Pages décolorées, tachetées ou piquées
- Pages detached / Pages détachées
- Showthrough / Transparence
- Quality of print varies / Qualité inégale de l'impression
- Includes supplementary material / Comprend du matériel supplémentaire
- Pages wholly or partially obscured by errata slips, tissues, etc., have been refilmed to ensure the best possible image / Les pages totalement ou partiellement obscurcies par un feuillet d'errata, une pelure, etc., ont été filmées à nouveau de façon à obtenir la meilleure image possible.
- Opposing pages with varying colouration or discolourations are filmed twice to ensure the best possible image / Les pages s'opposant ayant des colorations variables ou des décolorations sont filmées deux fois afin d'obtenir la meilleure image possible.

This item is filmed at the reduction ratio checked below /
Ce document est filmé au taux de réduction indiqué ci-dessous.

10x		14x		18x		22x		26x		30x
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12x		16x		20x		24x		28x		32x

No. 370.

(PRIVATE BILL.)

1st Session, 4th Parliament, 16 Victoria, 1853.

BILL.

An Act to incorporate *The Canadian
Steam Navigation Company.*

Received and Read a first time, Friday, 22nd
April, 1853.

Second Reading, Monday, 25th April 1853.

MR. CARTIER.

QUEBEC:

An Act to incorporate *The Canadian Steam Navigation Company.* (See further, page 1035.)

WHEREAS an Act has been passed by the Parliament of this Province, in the present Session thereof, intituled, "*An Act for the establishment of a Line of Steam Vessels between this Province and the United Kingdom,*" and in pursuance of the said Act, a Contract for a Steam service previously entered into by Robert McKean, Donald McLarty and Robert Lamont, Merchants and Steamship Owners, of Liverpool, with Her Majesty's Chief Commissioner of Public Works for this Province, has been duly ratified; And whereas the said Robert McKean, Donald McLarty and Robert Lamont, of Liverpool, Thomas Ryan, of the City of Montreal, Esquire, J. P. Greenshields, of the same place, Esquire, Luther H. Holton, of the same place, Esquire, Robert Gillespie, junior, Thomas Holdsworth Brooking, Robert Carter, Matthew Hutton Chaytor, Merchants, of London, Patrick Henderson and Company, Merchants, Glasgow, John Carmichael, Merchant, Liverpool, John Laird, Iron Ship-builder, Liverpool and Birkenhead, John Holme, Timber Merchant, Liverpool and Birkenhead, and other persons have petitioned the Legislature of this Province, praying that an Association under the style of *The Canadian Steam Navigation Company*, may be incorporated for the purpose of carrying out the said Contract, and such extensions of it, and for such other services and such general purposes of Steam Navigation in this Province or elsewhere, as may hereafter be deemed beneficial to the said Association, and it is expedient to accede to their request; Be it therefore enacted, &c.,

Preamble.
16 V. c. 9,
cited.

That the said Robert McKean, Donald McLarty, Robert Lamont, Thomas Ryan, J. P. Greenshields, Luther H. Holton, Robert Gillespie, Junior, Thomas Holdsworth Brooking, Robert Carter, Matthew Hutton Chaytor, Patrick Henderson and Company, John Carmichael, John Laird and John Holme, together with such person or persons as shall under the provisions of this Act become proprietors of any share or shares or stock in the Company hereby authorized to be formed, and their several and respective heirs, executors and administrators, curators and assigns, being proprietors of any share or shares or stock in the said Company, are and shall be a Company for the purposes aforesaid, according to the Rules,

Certain persons incorporated.

Corporate
name and
general pow-
ers.

Orders and Directions hereinafter expressed, and shall for that purpose be one Body Politic and Corporate, by the style and title of "*The Canadian Steam Navigation Company*," and by that name shall sue and be sued, implead and be impleaded in all Courts, whether of Law or Equity, and shall have perpetual succession, with a Common Seal which may be by them changed or varied at their pleasure. 5

Business to be
carried on by
the said Com-
pany.

II. And be it enacted, that the said Company shall and may, and they are hereby authorized and empowered, from and after the passing of this Act, by themselves, their directors, agents, officers, 10 workmen and servants, in this Province or elsewhere, to contract for, construct, purchase, acquire, have, keep, navigate, use, work, hire, or let on hire, charter, or let on charter, man, equip, repair or maintain Steam or other Ships or Vessels, and to do all things necessary or incident thereto, and to the carriage and conveyance 15 of passengers, goods and merchandize from any port or other place, whether in this Province or elsewhere, or to any other port or place, whether in this Province or elsewhere, and to carry on and transact all such business and to do all such matters as may be incidental to the carrying out of the objects of the Company, or neces- 20 sary or expedient in order to the more effectual or profitable prosecution thereof, and to sell, part with, mortgage, or dispose of the stock, or property of the Company, or any part thereof, when and as may be deemed expedient, and to enter into contracts and arrangements with other bodies politic and corporate, or any persons whomsoever, 25 for the joint or better execution of the purposes aforesaid, or otherwise, for the benefit of the said Company.

Company
may insure
goods entrusted
to them.

III. And be it enacted, That it shall be lawful for the said Company, if they shall think proper, and whenever they shall deem it for their interest so to do, to insure the owners of or parties interested 30 in goods, wares, merchandize and things carried in their vessels or entrusted to them, or in their care and custody, and belonging to other parties, against loss from all or any risks or perils of the sea or navigation, or from any or all risks and perils whatsoever happening while such goods, wares, merchandize or things shall be in 35 the possession, custody or charge of the said Company or their agents or servants, or of any party employed by them to convey, keep or take charge of the same for any purpose, and to issue policies of insurance accordingly, and to receive such premium or price for so doing as the said Company and the parties 40 insured shall agree upon, and to insert in such policies such terms and conditions as may be agreed upon between them and such parties, and every such policy shall have effect and may be enforced by or against the said Company according to the tenor thereof and to law : Provided always, that the said Company may, if they see 45 fit, cause themselves to be re-insured in whole or in part against any loss to be sustained by them under any such policy, by any other Company or party or parties whatever.

Proviso :
They may
cause them-
selves to be
re-insured.

IV. And be it enacted, That it shall be lawful for the said Company to purchase, rent, take, hold and enjoy to them and their successors, as well in this Province as in such other places where it shall be deemed expedient for the purposes of the said Company, 5 either in the name of the said Company or in the name of Trustees for the said Company, such wharves, docks, depôts, station-houses, offices, buildings, and hereditament: as they may find necessary, proper, profitable, or convenient for the purposes of the said Company, but not for any other purpose, and to sell, 10 mortgage, part with or dispose of the same when not wanted for the purposes of the said Company, and others to purchase and acquire in their stead: Provided always, that the yearly value of such wharves, docks, depôts, stations, houses, offices, buildings, lands, and other hereditaments within this Province at the time when the 15 said Company shall enter into possession thereof, shall not exceed in the whole the sum of £ currency.

Company empowered to hold real property in this Province or elsewhere.

Proviso: value of such property in this Province, limited.

V. And be it enacted, That it shall be lawful for the said Company to raise and contribute among themselves at such times, and from time to time, and in such proportions as to them shall seem 20 meet and convenient, such a sum of money as they shall find necessary or expedient for the purposes of the Company; provided such sum do not exceed £1,250,000 sterling; and the sum so raised shall be the Capital Stock of the said Company, which shall be divided into shares of £20 sterling each, or of such other sum as shall by 25 the By-laws of the said Company be from time to time provided.

Capital Stock.

Proviso: amount limited.

Shares.

VI. And be it enacted, That the business and affairs of the said Company shall be conducted and managed, and its powers exercised by a Board of Directors to be appointed by the Shareholders, which Board shall consist of such a number of Shareholders as shall be 30 from time to time fixed by the By-laws of the said Company, and which Board in the first instance, and until the first General Annual Meeting of the Company as hereinafter provided, shall consist of the said Robert Lamont, Thomas Ryan, J. P. Greenshields, Thomas H. Brooking, Robert Gillespie, junior, Robert Carter, Matthew 35 Hutton Chaytor, Robert Henderson (of the firm of Patrick Henderson and Co.), and John Carmichael.

Board of Directors to be elected.

First Directors named.

VII. And be it enacted, That the Directors of the said Company shall have full power and authority to make, prescribe, alter, amend, repeal and re-enact all such By-laws, Rules, Regulations and Ordinances, and whether imposing penalties or otherwise, and whether 40 binding on the Company, its Directors, Managers, Agents, Officers, Clerks, and Servants or other persons or bodies, as shall appear to them proper and needful, touching the well ordering of the Company, the acquirement, management and disposition of its stock, property, 45 estate and effects and of its affairs and business, but that for such purposes a majority of the whole body of Directors shall be present

Directors empowered to make By-laws for regulating the business and affairs of the Company.

and assisting or be represented by proxy as hereinafter provided, and particularly that the said Directors shall have power in manner afore-said to make, prescribe, alter, amend, repeal or re-enact By-laws, Rules, Regulations and Ordinances touching the following matters:

Special purposes for which such By-laws may be made.

1. The calling up and payment and increase and decrease, from 5 time to time, of the Capital of the said Company, and of the instalments thereof, and of the amount of each of the respective shares therein and the conversion thereof into stock.
2. The issue of certificates to the respective Share or Stockholders of the said Company of their shares or stock therein, and the registration thereof, and of the addresses of the Shareholders for the purposes of the Company.
3. The forfeiture or sale of shares or stock for non-payment of calls or other liability of the Shareholders.
4. The set-off of all debts due to the said Company from the 15 Shareholders against such shares and stock, and dividends or payments to which they may be entitled.
5. The transfer of shares or stock and the approval and control by the Directors of such transfer and of the proposed transferees, and as to the remedy against transferees.
6. The declaration and payment of profits of the said Company, 20 and dividends in respect thereof.
7. The formation and maintenance of a Sinking or Reserve Fund.
8. The number and qualification of the Directors, and the appointment, term of office, removal and remuneration of the Directors, and of all such managers, agents, officers, clerks or servants of s id 25 Company as they shall deem necessary for carrying on the business of the said Company, and the security, if any, to be taken from such parties respectively for the due performance of their respective duties, and also of the indemnity of such parties.
9. General, Special, or other Meetings of the said Company and 30 Directors in this Province or elsewhere, and the *quorum* and business to be transacted thereat respectively, and the number of votes which Shareholders shall have in respect of shares held by them, and the mode of taking votes and regulating Proxies of Directors and Shareholders. 35
10. Making and entering into deeds, bills, notes, agreements contracts, charter parties, policies of insurance, and other documents and engagements to bind the Company, and whether under the seal

Company or not, and whether by the Directors or their agents, as may be deemed expedient.

11. As to borrowing or lending money, or securities for money, and the securities to be given by or to the said Company for the same.

12. Keeping minutes of the proceedings and the accounts of the said Company, and making the same conclusive and binding on the Shareholders, and rectifying any errors which may be made therein.

13. The audit of accounts and appointment of Auditors.

10 14. For giving notices by or to the Company.

15. For recovery of damages and penalties.

16. The dissolution and winding up of the Company.

VIII. And be it enacted, That all such By-laws, Rules, Regulations and Ordinances shall be valid and have effect in the same way as if the same had been contained and enacted in this Act, until the same are altered or repealed or amended as hereinbefore mentioned, or are altered or repealed by the majority in value of Shareholders voting at an Annual or other Special or General Meeting, to whom power is hereby given so to alter or repeal the same.

Authority of such By-laws, &c.

IX. And be it enacted, That a copy of such By-laws as aforesaid or of any one or more of them, sealed with the seal of the Company, shall be evidence in all Courts of Law or Equity of such By-law or By-law, and that the same were or was duly made, and are or is in force; and in any action or proceeding at Law or in Equity between the Company and any Shareholder, it shall not be necessary to give any evidence to prove the seal of the Company; and all documents purporting to be sealed with the seal of the Company, shall be taken to have been duly sealed with the seal of the Company.

Proof of such By-laws.

X. And be it enacted, That the Directors of the said Company shall from time to time issue to each of the Shareholders respectively, certificates under the common seal of the Company, of the number of shares to which he is entitled, and he shall then be the legal owner of such shares and invested with all the rights and subject to all the liabilities of a Shareholder in respect of such shares, and each person to whom any share or shares shall be assigned, shall sign an acknowledgment of his having taken such share or shares, which acknowledgment shall be kept by the Directors, and shall be conclusive evidence of such acceptance, and that the persons signing it has taken upon himself the liability aforesaid.

Directors to issue certificates of Stock, and take acknowledgement.

Instalments may be sued for and recovered with interest.

What it shall suffice to allege and prove in any such suit.

Proviso.

Application of Capital.

Company not bound to see execution of trusts.

As to Shares of Shareholders becoming bankrupt; or Shares transmitted otherwise than by regular transfer.

XI. And be it enacted, That in case the said Directors shall deem it more expedient in any case to enforce the payment of any unpaid instalment than to forfeit or sell the said shares therefor, it shall and may be lawful for the Company to sue for and recover the same from such Shareholder with interest thereon in any action in any Court having civil jurisdiction to the amount claimed; and in any such action it shall be sufficient to allege that the Defendant is the holder of one or more shares (stating the number of shares) and is indebted to the Company in the sum to which the calls in arrear may amount, and to maintain such action it shall be sufficient that the signature of the Defendant to such acknowledgment as hereinbefore mentioned shall be proved, and that the calls in arrear have been made, and a certificate under the seal of the Company, or signed by any one or more of the Directors, shall be sufficient evidence of the calls having been duly made and being in arrear, and the amount due in respect thereof: Provided that nothing herein contained shall in any way affect the right of the said Company to forfeit the shares of any Shareholder for non-payment of Calls or Subscriptions, whether after or before such a Judgment for recovery thereof.

XII. And be it enacted, That the Capital Stock of the said Company is hereby directed and appointed to be laid out and applied in the first place for and towards the payment, discharge and satisfaction of all fees and disbursements for obtaining and passing this Act, and the preliminary expenses attending the establishment of the said Company, and all the rest, residue and remainder of such money for and towards carrying out the objects of this undertaking and the other purposes of the Company, and to no other use, intent or purpose whatsoever.

XIII. And be it enacted, That the Company shall not be bound to see to the execution of any trust whether express, implied or constructive to which any of the said shares may be subject, and the receipt of the party in whose name any such share shall stand in books of the Company, shall from time to time, be a discharge to the Company for any dividend or other sum of money payable in respect of such share, notwithstanding any trusts to which such share may then be subject, and whether or not the Company have had notice of such trusts, and the Company shall not be bound to see the application of the money paid upon such receipt.

XIV. And be it enacted, That when any shares shall have become transmitted in consequence of the bankruptcy or insolvency of any Shareholder, the assignee of such Shareholder shall not be entitled, and in case of such transmission in consequence of the death or marriage of a Shareholder, the executors or administrators or husband, as the case may be, of such Shareholder shall not, except so far as may be otherwise provided by By-laws, be entitled to receive

any of the profits of the Company, or to vote in respect of such shares as the holders thereof : but, nevertheless, after the production of such declaration or other evidence of such transmission as may be required in that behalf of any By-law of the Company, such assignees, executors or administrators or husband, as the case may be, shall have power to transfer the share or shares so transmitted in the same manner and subject to the same regulations as any other transfer is to be made.

10 XV. And be it enacted, That on the first Monday in the month of September in each year, or on such other day in each year as may be appointed for the purpose by the By-laws of the Company, an Annual Meeting of the Shareholders of the said Company shall be held at Quebec, or such other place as may from time to time be appointed in that behalf by the said By-laws, for the election of 15 Directors, in the room of those whose office may at that time become or be vacant, and generally for the transaction of the business of the Company, and it shall be lawful for such meeting to be adjourned to any other time and to any other place, whether within this Province or elsewhere.

Annual Meeting of Shareholders.

20 XVI. And be it enacted, That the Directors of the said Company may vote by proxy, as Directors, at any meeting of the Directors, such proxies being themselves Directors, and appointed in the following form or to the like effect :—

Directors may vote by proxy

25 "I hereby appoint _____ of _____ one of the Directors of the *Canadian Steam Navigation Company* to be my proxy as a Director of the said Company, and as such proxy to vote for me at all meetings of the Directors of the said Company, and generally to do all that I could myself do as such Director, if personally present at any such 30 "meeting. A. B. signature." But no Director shall act as proxy for more than three other Directors.

Form of appointment.

Limitation.

35 XVII. And be it enacted, That except in so far as it is herein otherwise provided all transactions, questions and matters to be determined at any General Meeting of the Company or at any meeting of the Directors, shall be determined by the majority of the votes of the Shareholders or Directors, as the case may be, present, and assisting as such meeting, either in person or by proxy, and in case of an equality of votes at any such meeting, the Chairman of such meeting shall have a casting vote.

Majority of votes to decide questions

40 XVIII. And be it enacted, That the Directors of the said Company may act as Directors, either in this Province or elsewhere, and may appoint such and so many agents in this Province or elsewhere, and for such time and on such terms as to them shall seem expedient, and the Directors may by any By-law to be made

Directors empowered to appoint agents and invest them with certain powers.

for such purpose, empower and authorize any such agent or agents to do and perform any act or thing, or to exercise any powers which the Directors themselves or any of them may lawfully do, perform and exercise, except the power of making By-laws, and all things done by any such agent by virtue of the powers in him vested by such By-law, shall be valid and effectual to all intents and purposes as if done by such Directors themselves, anything in this Act to the contrary notwithstanding. 5

Defects in election, &c., of Director not to affect his acts as such.

XIX. And be it enacted, That all acts done by any person or persons acting as Directors or Director, shall, notwithstanding there was some defect in the appointment of any such persons or person, or that they or any of them were disqualified, be as valid as if every such persons or person had been duly appointed and was qualified to be a Director. 10

English Rules of Evidence to apply in Lower Canada.

XX. And be it enacted, That in all actions or suits at law by or against the Company, or to which the said Company may be a party instituted in Lower Canada, recourse shall be had to the Rules of Evidence laid down by the laws of England as recognized by the Courts in Lower Canada in Commercial cases, and no Shareholder shall be deemed an incompetent witness either for or against the Company unless he be incompetent otherwise than as a Shareholder. 15 20

As to writs of *Saisie Arrêt*, &c., upon the Company.

XXI. And be it enacted, That if any writ of *Saisie Arrêt* or attachment shall be served upon the said Company, it shall be lawful for the President, or for the Secretary or the Treasurer thereof, or any agent to be appointed as hereinbefore provided, in any such case to appear in obedience to the said writ, to make the declaration by law required according to the exigency of such case, which said declaration or the declaration of the said President, shall be taken and received in all Courts of Justice in Lower Canada as the declaration of the Company, and in causes in which Interrogatories, *sur faits et articles*, or the *serment décisoire* may be served upon or required of 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 the President, Secretary or Treasurer, or such agent as aforesaid, to appear and answer such Interrogatories, or take or refer such *serment décisoire*, and the answers on oath of the President, Secretary or Treasurer, or such agent as aforesaid so authorized, shall be held and taken to be the answers on oath of the Company to all intents and purposes, as if the formalities by law required had been complied with, and the production of a copy of any such resolution, certified by the Secretary, with the said answers, shall be sufficient evidence of such authorization. 25 30 35 40

Faits et articles.

Answers.

Execution of contracts, policies, &c., on behalf of the Company.

XXII. And be it enacted, That every contract, policy, agreement, engagement or bargain by the Company, or by any one or more of the Directors on behalf of the Company, or by any agent 49

or agents of the Company, and every Promissory Note made or indorsed and every Bill of Exchange drawn, accepted or indorsed by such Director or Directors on behalf of the Company, or by any such agent or agents in general accordance with the powers to be devolved to and conferred on them respectively under the said By-laws, shall be binding upon the said Company; and in no case shall it be necessary to have the seal of the Company affixed to any such contract, policy, agreement, engagement, bargain, promissory note, or Bill of Exchange, or to prove that the same was entered into, made or done in strict pursuance of the By-laws, nor shall the party entering into, making or doing the same as Director or agent, be thereby subjected individually to any liability whatsoever: Provided always, that nothing in this section shall be construed to authorize the said Company to issue any note payable to the bearer thereof, or any Promissory Note intended to be circulated as money or as the notes of a Bank.

Seal not required thereto &c.

Proviso.

XXIII. And be it enacted, That if at any time any Municipal or other Corporation, civil or ecclesiastical, body politic, corporate or collegiate, or community in this Province or elsewhere, shall be desirous of taking shares of the Capital Stock of the said Company, or otherwise promoting the success of their undertaking by loans of money or securities for money at interest on *à constitution de rente*, it shall be lawful for them respectively so to do in like manner, and with the same rights and privileges in respect thereof as private individuals may do under or by virtue of this Act, anything in any Ordinance or Act or Instrument of Incorporation of any such body, or in any law or usage to the contrary notwithstanding.

Municipal and other Corporations may take Stock in or lend money to the Company.

XXIV. And be it enacted, That the Shareholders shall not, as such, be held liable for any claim, engagement, loss or payment, or for any injury, transaction, matter or thing relating to or connected with the said Company, or the liabilities, acts or defaults of the said Company, beyond their past contributions to the said Company, and the sums, if any remaining due, to complete the amount of their subscriptions to the Company.

Non-liability of Shareholders.

XXV. And be it enacted, That the shares in the Capital Stock of the said Company shall be deemed personal estate, and shall be transferrable as such.

Shares to be personalty.

XXVI. And be it enacted, That it shall be lawful for the Directors, from time to time, with the consent of three-fifths in value of the Shareholders present in person or by proxy, at any General Meeting of the Company, when notice for that purpose shall have been given, to convert or consolidate all or any part of the shares then existing in the Capital of the Company, and in respect whereof the whole money subscribed shall have been paid up into a general Capital Stock to be divided amongst the Shareholders, according to their respective interests therein.

Power to convert the paid up Shares into Stock, and divide it.

XXVII. And be it enacted, That suits at law and in equity may be prosecuted and maintained between the said Company and any Shareholders thereof, and no Shareholder of the Company not being in his private capacity a party to such suit, shall be incompetent as a witness in such suit. 5

XXVIII. And be it enacted, That this Act shall be a Public Act, and shall be subject to the provisions contained in the Interpretation Act, which shall be held to form part thereof so far as the same shall apply.