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No. 78.

4th Session, 1st Parliament, 34 Victoria, 1871.

BILL.

An Act to incorporate the Canada Pacific
Railway Company.

PRIVATE BILL.

Mr. GRANT.

OTTAWA:

Printed by I. B. TAYLOR, 29, 31 and 33, Rideau Street.

1871.

An Act to incorporate "The Canada Pacific Railway Company."

WHEREAS the construction of a line of railway through Preamble.
 British Territory across the continent of North America,
 which, in conjunction with existing railways, would afford unin-
 terrupted railway communication between the Atlantic and
 5 Pacific seaports of the Dominion of Canada, is a work of vast
 importance, not only to the political and commercial interests of
 Canada, as tending to the closer union of its several provinces, but
 also to the British Empire at large, as affording rapid and direct
 communication through British Territory with her Australian
 10 and Asiatic possessions, and opening up for colonization an almost
 unlimited extent of fertile country; and whereas the persons
 hereinafter named, have formed themselves into an association
 for the purpose of constructing the said line of Railway, and a line
 of Electric Telegraph in connection therewith, and have prayed,
 15 by petition, to be incorporated as a Company, and to be invested
 with the powers necessary for the purpose, and it is expedient to
 grant the prayer of their petition: Therefore, Her Majesty, by
 and with the advice of the Senate and House of Commons of
 Canada, enacts as follows:

20 **1.** Alfred Waddington, Esquire, William Kersteman, with all Certain
 such other persons and corporations as shall become shareholders persons in-
 in the Company hereby incorporated, shall be and they are hereby corporated.
 constituted a body corporate and politic by the name of the
 "Canada Pacific Railway Company," and the words "the Com-
 25 pany" when used in this Act, shall mean the Canada Pacific
 Railway Company hereby incorporated.

2. "The Railway Act, 1868," shall apply to the Corporation Railway Act
 hereby constituted, and the words "this Act," when used herein, to apply.
 shall be understood to include the clauses of the Railway Act,
 20 1868, as varied or modified by any of the provisions hereinafter
 contained.

3. The Company and their servants shall have full power and Power to
 authority to lay out, construct, make and finish at their own costs build Rail-
 and charges a double or single iron railway and telegraph line, way.
 35 with the appurtenances, namely: beginning at a point in the Pro-
 vince of Ontario, where the river Mattawan unites with the river
 Ottawa, and thence north and west within the territory of the
 Dominion of Canada, by the most eligible railroad route that shall
 be determined by the Company, to the summit of the Yellow or
 40 Leather Head Pass, in the Rocky Mountains, on the eastern
 boundary of British Columbia, with authority to continue the said
 railway to Bute Inlet, on the Gulf of Georgia, or any other suit-
 able seaport in British Columbia, whenever that colony shall be
 admitted to the Dominion of Canada, in pursuance of the British
 45 North America Act, 1867.

Sub-section
11 of section
8 of Railway
Act not to
apply.

4. Sub-section eleven of section eight of the Railway Act, 1868, shall not apply to any portion of the railway which may be constructed over any lands of the Crown, not surveyed at the time of the location of the line.

Capital Stock.

5. The Capital Stock of the Company shall not exceed, in the whole, the sum of one hundred millions of dollars, to be divided into shares of one hundred dollars each, which amount shall be raised by the persons hereinbefore named, and such other persons and corporations as may become shareholders in the said Stock; and the money so raised shall be applied, in the first place, to the payment of all fees, expenses and disbursements for procuring the passing of this Act, and for making the surveys, plans, and estimates connected with the railway and telegraph line, and all the rest and remainder of such money shall be applied towards making, completing, and maintaining the said railway and telegraph line, and other purposes of this Act.

Company may
receive, land,
&c.

6. It shall be lawful for the Company to receive, either by grant from the Government of Canada or from the Government of any of the Provinces of Canada, or from any private individuals or corporations, as aid in the construction of the said railway, any vacant lands in the vicinity thereof, or any other real or personal property, or any sums of money, either as gifts, or in payment of stock, and legally to dispose of the same and alienate the lands or other real or personal property for the purposes of the Company, in carrying out the provisions of this Act.

Provisional
Directors.

7. Alfred Waddington, William Kersteman, of whom shall constitute a quorum for the transaction of business, shall be and are hereby constituted, a Board of Provisional Directors of the Company, and shall hold office as such until other directors shall be appointed under the provisions of this Act by the shareholders, and shall have power and authority to fill vacancies occurring therein, to open stock books and procure subscriptions for the undertaking, to make calls upon subscribers, to cause surveys and plans to be made and executed, to call a general meeting of shareholders for the election of other directors as hereinafter provided, and generally to do all such other acts as such Board, under the Railway Act, may lawfully do.

Stock books.

8. The said directors are hereby empowered to take all necessary steps for opening the stock-books for the subscriptions of parties desirous of becoming shareholders in the Company; and every person whose name shall be written in such books as a subscriber to the said undertaking, and who shall have paid, within ten days after the closing of the books, into any of the banks appointed by the directors, or into any of their branches or agencies, to the credit of the Company, ten per centum of the amount so subscribed for, shall thereby become a member of the Company, and shall have the same rights and privileges as such, as are hereby conferred on the several persons who are herein mentioned by name as members of the company.

Recital.

First general
meeting.

9. And whereas it is desirable to commence and proceed with the work as soon as possible, and to make the road in sections, it is enacted that when and so soon as one-fifth part of the capital stock shall have been subscribed and ten per centum paid thereon, and deposited in one of the Chartered Banks of Canada or Great

Britain appointed by the Directors, for the purposes of the Company, it shall be lawful for the said directors or a quorum of them, to call a meeting of the shareholders at such time and place as they may think proper, giving at least one month's notice in the 5 Canada Gazette, the Official Gazettes of the several Provinces of Canada, in the London Times, and in such other newspapers as the Directors may think proper, at which general meeting, and at the annual general meetings, in the following sections mentioned, the shareholders present, either in person or by proxy, shall elect 10 thirteen directors, in the manner and qualified as hereinafter provided, which said thirteen directors shall constitute a board of directors, and shall hold office until others are elected in their stead.

10 10. On the first Tuesday in May in each year thereafter, or on Annual such other day as may be appointed by by-law of the Company, at the principal office of the Company, there shall be held a general meeting. meeting. at the principal office of the Company, at which meeting they shall elect a like number of thirteen directors for the then ensuing year, in the manner and qualified as hereinafter provided; 20 and public notice of such annual meeting and election shall be given one month before the day of election in the manner hereinbefore provided: for the first meeting of shareholders for the election of directors. The election of directors shall be by ballot; and the persons so elected shall form the board of directors.

25 11. Not less than one-third of the whole number of directors may be English directors, of whom the Company, at any meeting of the shareholders called for that purpose in the usual manner, may form a Board in London, England, for such purposes as they may by by-law from time to time provide; but none of the powers 30 to be so given shall be inconsistent with the provisions of this Act.

Proportion of
Directors in
England.

35 12. Any director resident beyond the limits of Canada may appoint another director to be his proxy, and to vote for him at meetings of the Board, but no director shall act as proxy for more than two other directors; the appointment may be as follows, or to the like effect:

Directors may
appoint
proxies.

"I appoint one of the directors of the Canada Pacific Railway Company to be my proxy as a director of that company, and as such proxy to vote in my name and stead at 40 meetings of the directors of the Company and generally to do all that I could myself do as such director if personally present at such meetings.

Dated this day of 18

(Signed) A. B.

45 Witness,
C. D.

13. The Directors of the Company may, subject to regulations from time to time made by the Board, appoint an agent in the City of London, England, with power to pay dividends, to 50 open and keep books of transfer for the shares of the company, and for the issue of scrip and stock certificates, and thereupon shares may be transferred from the Canada office to the London office in the names of the transferees, in the same manner as shares may be transferred in the former office, and *vice versa*, and 55 shares originally taken and subscribed for in Great Britain may be entered in the Books at the London Office, and scrip certificates so

Agent in
England.

issued to the secretary or other officer of the company in Canada, who shall thereupon make the requisite entries respecting such transfer and scrip certificates in the register kept in Canada; and thereupon the same shall be binding on the Company as to all the rights and privileges of shareholders, as though the scrip certificates had been issued by the secretary of the Company in Canada. 5

Transfer of
shares in
England.

14. Whenever any transfer shall be made in England of any share of stock of the Company, the delivery of the transfer duly executed to the agent of the Company for the time being in London, or to the secretary of the London Board, if formed, shall be sufficient to constitute the transferee a shareholder in the Company in respect of the share so transferred, and such agent shall transmit an accurate list of all such transfers to the secretary of the Company in Canada, who shall thereupon make the requisite entries in the register; and the directors may, from time to time, make such regulations as they shall think fit for facilitating the transfer and registration of shares of stock, as well in Canada as elsewhere, and as to the closing of the register of transfer for the purpose of dividends as they may find expedient; and all such regulations, not being inconsistent with the provisions of this Act, shall be valid and binding. 15 20

Stock and
Debenture
Registers.

15. The Company shall, from time to time, cause the names of the several parties interested in the stock or debentures of the Company, and the amount of interest therein of such parties respectively, to be entered in books to be called "The Stock Register," and "The Debenture Register," respectively; and duplicates of all registers of shares, debentures, and stock of the Company, and of the shareholders thereof, which shall at any time be kept at the principal office of the Company in Canada (such duplicates being authenticated by the signature of the secretary of the Company) may be transmitted to and kept by the agent for the time being of the Company in London, or, in case of the formation of a London Board, by the secretary to such board. 25 30

Special
general meet-
ing.

16. Whenever it shall be deemed expedient by the Board of Directors that a special general meeting of the shareholders shall be convened, either for the purpose of increasing the capital or forming a London board, as aforesaid, or for any other purpose, the directors may convene such meeting by advertisement, in manner hereinbefore mentioned, in which advertisement the business to be transacted at such meeting shall be expressly stated; and such meeting may be held at the Company's chief office in Canada, or such other place in Canada as the directors shall appoint. 35 40

Votes.

17. In the election of directors under this Act, and in the transaction of all business at general shareholder's meetings, each shareholder shall be entitled to as many votes as he holds shares upon which the calls have been paid up, and which he shall have held in his own name two weeks prior to the time of voting, and he shall be entitled to vote either in person or by proxy. 45 50

Calls.

18. The Directors may, at any time, call upon the shareholders for such instalments upon each share which they, or any of them, may hold in the Capital Stock of the Company, and in such proportion as they may see fit, except that no such instalment shall exceed ten per cent. on the subscribed capital, and that sixty days 55

notice of each call shall be given in such manner as the Directors shall think fit.

19. All deeds and conveyances of lands to the Company for the purposes of this Act, in so far as circumstances will admit, 5 may be in the form of Schedule A, to this Act subjoined, or in any other form to the like effect; and for the purposes of due enreg-
 10 istration of the same, all registrars in their respective counties are required to register in their registry books such deeds and conveyances, upon the production and proof of the due execution
 15 thereof, without any memorial, and shall minute the enregistration or entry on such deed; and the Registrar shall receive from the Company, for all fees on every such enregistration, and for a certificate of the same, fifty cents and no more, and such enregistra-
 15 tion shall be deemed to be valid in law, any statute or provision of law to the contrary notwithstanding.

Form of deed.

20. The said Company shall have power and authority to become parties to promissory notes and bills of exchange for sums not less than one hundred dollars, and any such promissory note. 5 made or endorsed, or any such bill of exchange drawn, accepted or
 20 endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer of the Company, and under the authority of a quorum of the Directors shall be binding on the Company, and every such promissory note or bill
 25 of exchange so made shall be presumed to have been made with proper authority, until the contrary be shewn, and in no case shall it be necessary to have the seal of the Company affixed to such
 30 promissory note or bills of exchange, nor shall the President or Vice-President or the Secretary and Treasurer, be individually responsible for the same, unless the said promissory notes or bills of
 35 exchange have been issued without the sanction and authority of the Board of Directors, as herein provided and enacted; provided, however, that nothing in this section shall be construed to authorize the Company to issue any notes or bills of exchange payable to bearer, or intended to be circulated as money or as the notes or
 35 bills of a bank.

Company may become party to Promissory notes.

Proviso.

21. The Directors of the Company are hereby authorized and empowered to issue bonds or debentures which shall be and form a first charge on the undertaking, lands, buildings, tolls and income of the Company, or any, either, or all of them, as may be 5 expressed by the said bonds or debentures, without the necessity for any enregistration thereof; and such bonds or debentures shall be in such form, and for such amount, and payable at such time and places as the Directors, from time to time, may appoint and direct, and the payment to the treasurer to the Company, or to 45 any other person appointed for the purpose, by any *bona fide* purchaser of any of the lands in the sixth section of this Act mentioned, of the purchase money thereof, and the acquittance by such Treasurer, or other person so appointed, of such purchase money, shall operate as a discharge of such charge
 50 in respect of the lands so paid for; and until other provisions be made therefor, the Treasurer of the Company, or other person so authorized shall keep all moneys so received separate and apart from the ordinary funds of the Company, and the moneys so received shall be used in buying or purchasing all or any out-
 55 standing bonds or debentures of the Company; provided that the same can be obtained at a rate not exceeding 10 per cent. premium, but in case the same cannot be obtained at such rate, the said

May issue bonds.

Application of funds.

Proviso.

moneys so received shall be invested, from time to time, in Government securities, or in the stock of some solvent and well-established Chartered Bank in Canada, for the formation of a fund for the redemption of the bonds at maturity. The said bonds or debentures shall be signed by the President, Vice-President, and shall have the corporate seal of the Company affixed thereto, provided that the amount of such bonds or debentures shall not exceed *forty thousand* dollars per mile, to be issued in proportion to the length of railway under contract or to be constructed under and by virtue of this Charter. 5 10

Arrangements with other railways.

22. The Directors of the Company, elected by the Shareholders, in accordance with the provisions of this Act, shall have power and authority to enter into and conclude any arrangements with any other Chartered Railway Company, for the purpose of making any branch or branches to facilitate a connection between this Company and such other Chartered Railway Company. 15

Amalgamation.

23. The Company are also hereby authorized and empowered to contract and agree with any incorporated Railway Company for the purchase, transfer, or amalgamation of their line of railway or undertaking, with the appurtenances and privileges thereto belonging, or in any manner appertaining: upon such terms and conditions, and with such restrictions as the Directors may deem expedient, subject to the approval of the Shareholders at a special general meeting, to be called for that purpose. 20

Aliens may hold stock, &c.

24. Any Shareholder in the Company, whether a British subject or alien, or a resident of Canada or elsewhere, shall have a right to hold stock in the Company, and to vote on the same and to be eligible to office in the Company. 25

Recital.

25. And, whereas, it may be necessary for the Company to possess gravel pits and quarries and lands containing deposits of gravel, stone or brick clay as well as lands for stations and other purposes at convenient places along their line of railway, for constructing and keeping in repair, and for carrying on the business of the said railway, and as such gravel pits, quarries or deposits cannot at all times be procured without buying the whole lot of land whereon such deposits may be found; it is, therefore, enacted that it shall be lawful for the said Company, and they are hereby authorized, from time to time, to purchase, have, hold, take, receive use and enjoy, along the line of the said railway, or separated therefrom, and if separated therefrom, then, with the necessary right of way thereto, any lands, tenements and hereditaments which it shall please Her Majesty, or any person or persons or bodies politic, to give, grant, sell or convey unto, and to the use of, or in trust for the said Company, their successors and assigns, and it shall and may be lawful for the said Company to establish stations or workshops on any of such lots or blocks of land, and, from time to time, by deed of bargain and sale or otherwise, to grant, bargain, sell or convey any portions of such lands, not necessary to be retained for gravel pits, quarries, sidings, branches, wood-yards, station grounds or work-shops, or for effectually repairing, maintaining and using, to the greatest advantage, the said railway and other works connected therewith. 30 35 40 45 50

Company may acquire lands for certain purposes.

Subscription of Stock to be within two years.

26. Unless the Company shall obtain *bona fide* subscriptions to their stock, to the amount of twenty millions of dollars, with ten

per centum paid within two years after the passage of this Act, this Act shall be null and void.

27. All the franchises, grants and stipulations of this Act, in relation to the main line described in the 3rd section shall be extended to branch lines connecting the main line through the Province of Ontario with Neepigon Bay or Thunder Bay, on Lake Superior, or with the Lake of the Woods, and through the North West Territory with some point of junction with the railroads of the United States in Minnesota or Dakota, on routes to be determined by the Company, and the Company is hereby authorized to construct and maintain such branches on the terms and with the benefits in this Act contained.

SCHEDULE A.

Schedule.

Form of Deed of Sale.

15 Know all men by these presents, that I, A.B., in consideration of _____ paid to me by the Canada Pacific Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said Canada Pacific Railway Company, their successors and assigns, all that tract or parcel of land (*describe the*
20 *land*) to have and to hold the said land and premises unto the said Company, their successors and assigns for ever.

Witness my hand and seal this _____ day of
one thousand eight hundred and _____

Signed, Sealed and Delivered }
25 in presence of _____ A. B. LS.
C. D.
E. F.

[The following clauses are to be submitted to the Privy Council, with whom any proposition to Parliament for grants of land,
30 guarantee or other aid from the Crown to the Company must originate.]

28. For the purpose of aiding the construction of the said Railway and Telegraph Line, and to promote the speedy completion of continuous Railway communication between British seaports
35 on the Atlantic and Pacific Oceans, it is enacted, that for each and every mile of the said railway which passes through any of the public lands of Canada, which are the property of or under the jurisdiction of the Government of Canada, there shall be granted to the said Company twenty-four thousand acres of the
40 ungranted lands of the Crown, to be selected in alternate blocks or sections, adjacent to the line of the said Railway, under the direction of the Governor in Council.

29. The grants of land above mentioned shall take effect
soon as the line of the Railway or of sections thereof of at least
45 one hundred miles each shall have been definitely located, and triplicate maps and profiles thereof shall have been deposited in the office of the Minister of Public Works, as prescribed by the Railway Act, 1868, and approved by the Governor in Council.

30. In case the Governments of Ontario, Manitoba and British
50 Columbia, or either of them, shall refuse or omit within one year
If local Government refuse lands, other lands to be granted.

after the final location of the Railway or section thereof, as above mentioned, to make similar grants of land in respect of those portions of the Railway passing through public lands under their jurisdiction respectively, then the Company shall be entitled to have and receive from the Government of Canada a grant of lands within the limits of Rupert's Land; as defined by the "Rupert's Land Act, 1868," and as nearly as possible contiguous to the railroad, in the proportion of twenty-four thousand acres, for each mile of their Railway located within the limits of the said Provinces of Ontario, Manitoba and British Columbia, or either of them, so refusing or omitting to make such grant.

Grants to be made on completion of sections.

31. So soon as the Railway Committee shall report to the Governor in Council that twenty-five miles of the Railway and Telegraph line have been completed in a good and substantial manner, and in accordance with the provisions of the Railway Act, 1868, in that respect, then patents of the lands so granted as aforesaid shall be issued to the Company in the ratio above provided, confirming the Company in their right and title to the said lands adjacent to and co-terminus with the said completed section of twenty-five miles, and so, from time to time, upon the completion of additional sections of twenty-five miles, and upon the report of the Railway Committee as aforesaid, patents shall be issued to the Company, confirming them in their right and title to grants of lands adjacent to such sections, and in the ratio above mentioned.

Sale to actual settlers.

32. Provided that all lands so conveyed and remaining unsold after the expiration of five years from the completion of the entire line of railway, shall be sold to actual settlers, at rates not exceeding three dollars per acre.

Indian claims.

33. The Government making to the Company any of the grants of land above mentioned, shall, previous to the issue of the patents in that behalf, extinguish any Indian claim or title affecting the same.

Subsidy of \$10,000 per mile.

34. In view of the great facility of said Railroad the Dominion of Canada will, moreover, grant to the Company a subsidy of ten thousand dollars per mile, to be paid on the completion of each section of twenty-five miles, and so, from time to time, on the completion of additional sections of twenty-five miles, as soon as so reported by the Railway Committee.

Gauge.

35. The gauge of the Railway shall be five feet eight and one-half inches.

Time for commencement and completion of road limited.

36. Unless the Company shall commence the work on their Railway within one year from the passage of this Act, and shall complete not less than fifty miles per year after the second year, and shall complete, furnish and equip the whole of their Railway by the first day of July, one thousand eight hundred and eighty-one, then this Act and all the rights, powers and privileges therein contained, shall lapse, cease and determine, and all grants of land thereunder shall be inoperative, null and void, but such forfeiture shall only relate to and affect such portions of the Railway as remain unfinished at the periods above mentioned.