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NO. 105

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2nd Session, 3rd Parliament, 12 Victoria, 1849.

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## BILL.

An Act to incorporate certain persons  
under the name of "*The Quebec  
Forwarding Company.*"

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Received and Read a first time, Thursday, 22nd  
February, 1849.

Second Reading, Thursday, 1st March, 1849.

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MR. MÉTHOT.

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PRINTED BY LOVELL AND GIBSON.

## BILL.

An Act to incorporate certain persons  
under the name of *The Quebec For-*  
*warding Company.*

**W**HEREAS Henry John Noad, James Preamble.  
Gibb, T. H. Dunn, Henry LeMes-  
rier, and William Stevenson, by their humble  
Petition in this behalf, have represented that  
5 an Association has been formed in the City  
of Quebec, in which they and others have  
become Subscribers and Stockholders for the  
purpose of transporting Goods, Merchandize  
and Passengers, from and to Quebec, Lake  
10 Champlain, the Upper Lakes, and other pla-  
ces, that the Capital Stock of the said Asso-  
ciation is limited to forty thousand pounds  
current money of this Province, divided into  
15 four hundred shares of one hundred pounds  
each, that one hundred and fifty-four shares  
have been subscribed, and that the full  
amount thereof, to wit, the sum of fifteen  
thousand four hundred pounds said current  
money, has been paid in, and is held by the  
20 said Association, and have prayed that for  
the better effecting the purposes of their As-  
sociation, they, their successors and assigns, be  
incorporated; And whereas the said Associa-  
has built and bought divers steam vessels and  
25 barges, and has successfully prosecuted the  
said undertaking for about six years, under  
the name of "The Québec Forwarding Com-  
pany"; And whereas divers debts are now  
due to them by divers parties who have con-  
30 tracted with them, in the enforcing payment  
of which debts technical difficulties have  
arisen, by reason of the multiplicity of the  
names of the parties interested in the said  
Association; And whereas also, divers indi-  
35 vidual members of the said Association have

been exposed to suits at law on account of the business of the Company, and other difficulties and embarrassments in the management of the affairs thereof have occurred from the same cause ; And whereas the said Company tends to facilitate and promote the inland navigation of the Province :—Be it therefore enacted, &c. 5

And it is hereby enacted by the authority of the same, That Henry John Noad, James 10  
 Certain persons incorporated as the Quebec Forwarding Company  
 Gibb, T. H. Dunn, Henry LeMesurier, and William Stevenson, and all other persons who are now, or may hereafter become subscribers and Stockholders in the said Association, and all or any other person or persons, bodies politic and corporate, who, as executors administrators, successors or assigns, or by any other lawful title may hold any part, share or interest of and in the Capital Stock of the same, so long as they shall hold such part, 15  
 share or interest therein, their several and respective heirs, executors, curators, administrators, successors and assigns, shall be and they are hereby ordained, constituted and declared to be a body politic and corporate 25  
 by the name and style of *The Quebec Forwarding Company*, and shall by that name  
 Common Seal. have perpetual succession and a common seal, and shall have power from time to time  
 Powers at pleasure, and shall and may by the same name be able and capable in law to sue and be sued, plead and be impleaded, answer and be answered, defend and be defended in all Courts of Law and places whatsoever, in all 35  
 and singular actions, suits, complaints, matters and causes whatsoever, as well as upon all causes of action which have arisen before as all such as may arise after the passing of this Act, and also of contracting and being 40  
 contracted with in all matters and things necessary and requisite in the prosecution of their business, and may make, establish, and put into execution, alter or repeal such By-laws, Rules, Ordinances and Regulations, the 45

same not being contrary to the laws of this  
 Province, and to the constitution thereof, or  
 to the provisions of this Act, as may appear  
 to them necessary or expedient for the ma-  
 5 nagement of the business of the said Com-  
 pany: <sup>PROVISO</sup> Provided always, that no By-law, Or-  
 dinance, Rule, or Regulation, shall be in  
 force till the same shall have been approved  
 of at a General Meeting of the Stockholders;  
 10 and by the same name of The Quebec For-  
 warding Company they shall hold the sever-  
 al steamers, barges, boats, and all and sin-  
 gular the goods, chattels, debts and credits,  
 which at the time of the commencement of  
 15 this Act, belonged and appertained to the  
 said Association, and the said steamers, bar-  
 ges, boats, goods, chattels, debts and credits,  
 are hereby vested in the said Quebec For-  
 warding Company; and by the same name  
 20 of the Quebec Forwarding Company, they  
 and their successors and assigns, shall be in  
 law capable of holding any personal estate,  
 goods, chattels or effects, and also any real  
 estate not exceeding in value five thousand  
 25 pounds current money of this Province at  
 any one time, for the use of the Company,  
 and of letting to hire, leasing, selling, convey-  
 ing, or otherwise disposing thereof for the  
 benefit, and on account of the said Company,  
 30 from time to time as they shall deem neces-  
 sary; Provided always, that they, the said  
 Henry John Noad, James Gibb, T. H. Dunn,  
 Henry Le Mesurier, and William Stevenson,  
 and all other persons who are now or may  
 35 hereafter become Subscribers and Stockhold-  
 ers in the said Association, their several and  
 respective heirs, executors, curators, admin-  
 istrators, successors and assigns, shall truly  
 pay and satisfy all claims, debts, dues and  
 40 demands, which shall at the commencement  
 of this Act, lawfully and of right be and re-  
 main against the said Association, and which  
 but for the passing of this Act might have  
 been proved against the said Association.

Seven Direc-  
tors to be ap-  
pointed where-  
of one to be  
President.

Duty of Pre-  
sident.

II. And be it enacted, That the superin-  
tendence, control and management of the af-  
fairs of the said Company shall be vested in  
seven Directors, four of whom shall be a *quo-*  
*rum*, which said Directors shall be Stock- 5  
holders in the said Company, and shall be  
elected on the second Monday of January  
in each and every year, at such time of the  
day and at such place as a majority of the  
Directors for the time being shall appoint, 10  
and notice shall be given by the said Direc-  
tors in some one or more newspapers pub-  
lished in the City of Quebec of such time  
and place, at least ten days previous to the  
said election, and such election shall be had 15  
and made by such of the Stockholders of the  
said Company as shall attend for that purpose  
in their own proper person or by proxy, and  
all elections for Directors shall be by ballot,  
and the seven persons who shall have the 20  
greatest number of votes at any election shall  
be Directors till the next ensuing annual  
election, or the appointment of their succes-  
sors as hereinafter provided for ; and at the  
first meeting of such Directors after their 25  
election they shall choose out of their num-  
ber a President who shall hold his office  
during the same period for which the said  
Directors have been elected and till the  
appointment of his successor, and it shall be 30  
the duty of the said President to preside at  
all meetings of the Stockholders or Direc-  
tors, and in case of an equality of votes to  
give a double or casting vote, and it shall be  
lawful for the said Directors from time to 35  
time, in case of the death, resignation or  
absence from the Province for six months  
consecutively of the person so chosen to be  
President, to choose from among them, the  
said Directors, another person to be Presi- 40  
dent, in his stead, and in the event of any  
temporary absence of the said President, whe-  
ther occasioned by sickness or otherwise, the  
remaining Directors may by a vote duly re-  
corded in the Register of their proceedings 45  
when assembled for the transaction of busi-

ness, appoint one of themselves to supply the place of such President, and if any vacancy or vacancies shall at any time happen among the Directors by death, resignation  
 5 or absence from the Province, the same shall be filled for the remainder of the year by such person or persons as the remaining Directors or a majority of them may appoint, and it shall be lawful for the Stockholders at  
 10 any meeting specially called for that purpose, to remove all or any of the said Directors or the said President, and to appoint others in their or his stead in the same manner as the annual election of Directors is hereby provided for.

III. And be it enacted, That each Stockholder shall be entitled to a number of votes proportionate to the number of shares which he, she or they shall have held in his, her  
 20 or their name at least one month previous to the time of voting, being one vote for each share, and all questions brought before the Stockholders at any general or special meeting, shall be decided by a majority of  
 25 such votes, subject in case of an equality of votes to the casting or double vote of the President.

Stockholders to have number of votes proportioned to number of shares

IV. And be it enacted, That the President or any two or more Directors may at any  
 30 time and from time to time call a meeting or meetings of the Stockholders, either for general or special purposes, and that any twelve or more Stockholders may from time to time call special meetings of the Company, upon  
 35 giving at least ten days notice by advertisement in one or more newspapers published in the City of Quebec, or by sending a written or printed notice to each Stockholder by post or otherwise, and every advertisement  
 40 or notice calling a special meeting shall specify distinctly the purpose or purposes for which such meeting is called, and no other matter or business shall be discussed, concluded upon or settled at such meeting.

President or any two or more Directors may call meetings of Stockholders

Default to  
elect not to  
operate disso-  
lution of Cor-  
poration

V. And be it enacted, That if at any time it happen that an election of Directors shall not be made when on any day pursuant to this Act it ought to have been made, the said Corporation shall not for that cause be deemed to be dissolved, but that it shall and may be lawful on any other day to hold and make an election in the same manner as the annual election of Directors is herein provided for. 5 10

Directors to  
make yearly  
dividends of  
profits

VI. And be it enacted, That it shall be the duty of the Directors to make such yearly dividends of the profits of the said Company as to them or a majority of them shall appear advisable; and that once in each year an exact and particular statement shall be made of their affairs, debts, credits, profits and losses, such statement to appear on the books of the Company, and to be open to the perusal of any stockholder at his or her reasonable request, and a copy thereof, certified by the oath of the President and one of the Directors shall be transmitted annually to the three branches of the Provincial Legislature, which oath any Justice of the Peace is hereby authorized to administer. 15 20 25

Shares to be  
transferable

VII. And be it enacted, That the shares of the said Capital Stock shall be transferable, and may from time to time be transferred by the respective persons holding and owning the same; Provided always, that such transfer be made in the manner prescribed by the By-laws to be made in that behalf by the said Company. 30

Proviso

Persons herein  
mentioned to  
be Directors  
and President

VIII. And be it enacted, That Henry J. Noad, James Gibb, T. H. Dunn, Henry Le-Mesurier and William Stevenson, shall be Directors, and the said shall be President of the said Company till the second Monday of January next, and till the appointment of their successors as provided for in this Act, and shall have like power in the management of the Company's affairs 35 40



as are hereby given to the President and Directors appointed to be in future annually elected.

IX And be it enacted, That for the enforcement of all claims, debts, dues and demands, which at the time of the commencement of this Act may exist, or which thereafter may exist against the said Association, or against the said Quebec Forwarding Company, service of process at the Company's Office in the Town of Kingston, in the Midland District, shall be held and deemed to be good and sufficient service in all suits and proceedings at law, the causes of action in which have arisen or may arise in Upper Canada, and service of process at the Office of the said Company in the City of Quebec shall be held and deemed to be good and sufficient service in all causes of action, suit and proceedings at law which have arisen or may arise in Lower Canada

Service of process at Kingston sufficient for enforcement of claims &c against Company arising in Upper Canada

And at City of Quebec when actions have arisen in Lower Canada

X. And be it enacted, That this Act shall be and the same is hereby declared to be a Public Act, and shall be construed as such in all Her Majesty's Courts in this Province, and that judicial notice shall be taken of the same by all Courts, Judges and Justices. and a copy thereof printed by the Queen's Printer, or Printer approved by Royal authority for the printing of the Laws of this Province, be held and taken in all Her Majesty's Courts of Justice in this Province as sufficient proof and evidence thereof.

Public Act