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No. 189.

4th Session, 8th Parliament, 29th Vic., 1865.

BILL.

An Act to incorporate the Longueuil Navigation Company.

[PRIVATE BILL.]

Received and read 1st time Monday, 28th August, 1865.

Second reading Tuesday, 29th August, 1865.

MR. DEBOUCHERVILLE.

QUEBEC:

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URSULE STREET.

An Act to incorporate the Longueuil Navigation Company.

- W**HEREAS, Edouard Lespérance and Isidore Hurteau have, by their humble petition, represented that an association was formed in the Parish of Longueuil in the month of August, one thousand eight hundred and sixty-five, under the name and style of the "Lespérance and Hurteau Steamboat Company," in which they are sole shareholders, with the view of promoting the public interest, by providing for the inhabitants of the District of Montreal and its environs, the advantages of a ferry by steam navigation across the River St. Lawrence from some point on one bank of the River St. Lawrence to some point on the other in order to reach the City of Montreal or other places, or to any other point which may be considered advisable, and by enabling them to profit by the advantages conferred, by the construction of the wharves and landing places already built, or which may be hereafter built by them upon the line on which their Steamboats run, upon a part of the population of this Province for the convenience of the agricultural and commercial travel of the inhabitants of the South Shore of the River St. Lawrence to the City of Montreal and other places; and whereas the object of the said Company is to facilitate and promote the inland navigation of the Province, and to enable them to avoid certain inconveniences the said Company have prayed to be incorporated; Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:
1. Edouard Lespérance, Isidore Hurteau and all others who shall hereafter become subscribers or shareholders in the said Company and all or any other person or persons, bodies politic or corporate who as executors, administrators, successors and assigns or by any other lawful title may hold any part, share or interest in the capital stock of the said Company, and their executors, administrators, successors and assigns, shall be and they are hereby constituted a body politic and corporate for the purposes mentioned in the preamble to this Act, under the name and style of the "Longueuil Navigation Company," and shall by that name have perpetual succession, and by the same name be capable of suing and being sued in all Courts of Justice in this Province. The said Company may make, establish and put into execution, alter or repeal all By-laws, rules, ordinances and regulations the same not being contrary to the Laws of this Province, nor to the provisions of this Act, as may appear to them necessary or expedient for the management of the business of the said Company; and may moreover regulate and fix the time of all calls of stocks to be made by the Directors, and may also fix the interest and dividends to be thereon paid; and if such calls so made by the Directors upon the shareholders in the manner prescribed by the By-laws of the said Company are not paid when they fall due, the Directors may, instead of suing for the recovery thereof, by a By-law to that effect, sell the shares upon which such calls are due and unpaid, and may transfer them to the purchaser in the same way as the owner might have done, and the balance of the
- Preamble.
- Certain persons incorporated.
- Corporate name and powers.
- Power to make by-law.
- Calls of stock:
- Directors may sell shares for unpaid calls.

- purchase-money, after deducting all calls due, together with interest and the costs of sale, shall be paid over to the owner of the shares sold: all the movable and immovable property, rights and actions belonging to the said "Lespérance and Hurteau Company," shall be and they are hereby transferred to the said Corporation, and from and after the passing of this Act, the said Corporation shall be the proprietor thereof, and of all other movable property and effects which the said Corporation may hereafter acquire, and all the debts and obligations of the said "Lespérance and Hurteau Company" shall be acquitted and performed by the said Corporation: Provided always, that no By-law, Ordinance, Rule or Regulation shall be in force until the same shall have been approved of by a majority of the Directors hereinafter mentioned or their successors, authorized to that effect at the annual general meeting of the stockholders of the said Company.
- Transfer of rights and liabilities of present company.** 2. The capital of the said Company is hereby limited to the sum of 15
Proviso. twenty-four thousand dollars in shares of ten dollars each; and such capital may be increased by the vote of a majority of the shareholders present at an annual or special meeting, notice of such intention having been given at least thirty days previous to such meeting in the manner prescribed by the By-laws of the Company, to an amount not exceeding 20
Capital of the company. in the whole the sum of one hundred thousand dollars in the like parts or shares.
- Capital may be increased.** 3. The said Corporation under the name of the "Longueuil Navigation Company," may also acquire and hold real estate for the construction of wharves and the erection of warehouses and offices, and for such other necessary purposes in connection therewith as the said Company may deem expedient, at the different ports and places at which the steamboats belonging to the said Company shall touch, and may at any time sell, exchange and dispose of the same and purchase other property for the same purposes: Provided always, that the said Company shall not at any time possess real estate, the total value of which shall exceed the sum of sixty thousand dollars.
- Corporation may hold real estate.** 4. The superintendence, control and management of the affairs of the said Company, shall be vested in five directors, which said directors shall be holders of at least twenty shares in the said Company, which said shares shall be inalienable during their continuance in office; and such directors shall be elected between the first and twentieth days of February in each year, upon the day and at the hour and place which shall be appointed by a majority of the directors, and notice whereof shall be given in one or more newspapers published in the City of Montreal at least ten days previous to the said election; and the said election shall be had and made by the shareholders of the said Company present at the said meeting, and all elections of directors shall be by ballot or by open vote as may be prescribed by the By-laws of the said Company: the directors elected shall meet every year within the fifteen days next after their election and shall choose out their number a President and a Vice-President and shall appoint a Secretary-Treasurer, and it shall be the duty of the said President to preside at all meetings of the stockholders or directors; the President may vote at all meetings of the directors, and in case of an equal division of votes, he shall also have a casting vote; any vacancy among the directors occasioned by death, resignation or absence from the Province, shall be filled by such person or persons as the remaining directors or a majority of them may appoint; three members of the Board of directors of the said Company shall form a quorum thereof for the transaction of
- Proviso:** 30
value limited. 30
- Election of Directors.** 35
Notice of election. 40
President how chosen. 45
How to vote. 50
Vacancies, how filled. 50
Quorum. 55

business, and the said Board may employ one or more directors as a paid director or directors.

5. Each stockholder not in arrears in respect of any call, shall be entitled to as many votes as he holds shares in the capital stock of the Company and which said shares he shall have held at least one month previous to the time of voting; and no shareholder in arrears shall be entitled to vote at such election; and all questions brought before the stockholders at any general or special meeting, shall be decided by a majority of such votes of the shareholders then present, subject in case of an equality of votes to the casting vote of the President.

Votes.
Majority to decide questions.

6. The President, or in his absence, the Vice-President, or in their default or refusal to act, any two or more directors may at any time and from time to time, call a meeting or meetings of the stockholders either for general or special purposes; and every advertisement 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.

Meetings of stockholders how to be called, &c.

7. If at any time it shall 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 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.

In case of failure to elect Directors.

8. The stockholders shall not be liable as such beyond the amount of their subscribed stock or the sum unpaid thereon.

Limited liability of Shareholders.

9. The Board of Directors shall, for the management of the affairs of the Company, appoint such agents, captains or other officers as shall be necessary, and shall fix the salary and remuneration to be paid to them.

10. 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 seem fit; and an exact and detailed statement shall every year, between the first of January and on the first day of February, be made of their affairs, debts, credits, profits and losses,—which statement shall be entered on the books of the Company,—which books shall be open to the inspection of any shareholder, and before paying and discharging such yearly dividends of the profits of the said Company, and out of such dividends, the said Company shall be entitled to keep and retain a special and reserve fund to provide for the acquisition and construction of Steamboats and for the expenses and repairs of Steamboats belonging to the said Company, a clear statement whereof shall be given and kept by the Directors of the said Company to be entered upon the minutes of proceedings.

Division of profits and account.
Special and Reserve Fund

11. The shares of the capital stock of the said Company shall not be transferred to others by the persons to whom such shares shall belong, so long as any calls due and payable thereon shall not have been paid; shares may from time to time be transferred by the respective holders and owners thereof according to the form prescribed by Schedule A. hereunto annexed; provided always that the transferor and the transferee shall always be held personally liable to the said Company for all or any part of the shares by the transferor subscribed, and which shall be found to be due and owing by him at the time of such transfer; and

Transfer of shares.
Proviso.

- Proviso.** provided also that such transferor shall not be able to transfer, assign or alienate the whole or any part of any such shares by him subscribed until he shall have paid to the said Company all and every such sums of money as he may owe to the Company either for the whole or any part of the shares by him subscribed, and which he shall still owe at the time of such transfer, assignment or alienation, or for old accounts, promissory notes or otherwise. 5
- Provisional Directors.** **12.** The present proprietors of the said "Lespérance and Hurteau Company," or their legal representatives, shall continue in office as Directors of the said Company until the next annual general meeting of all the shareholders and the appointment of their successors as provided by this Act. 10
- Service of process.** **13.** Any service of process made at the office of the said Company in the said Parish of Longueuil, and in case the Company should have no office at Longueuil, then upon the President or Vice-President of the said Company, shall be held and deemed to be good and sufficient service by all Courts of Justice in this Province. 15
- Shareholders officers etc., to be competent witnesses in suits.** **14.** In any action or suit which may be brought by or against the said Company in respect of any contract or any matter or thing whatsoever, any shareholder, officer or servant of the Company shall be a competent witness, and his testimony shall not be declared inadmissible, in consequence of his being an interested party or an officer or servant of the Company. 20
- Time for bringing action or suit limited.** **15.** If any action or suit is brought against any person or persons for any matter or thing done under this Act, such action or suit shall be brought within the six calendar months next after the commission of the Act and no later; and the defendant or defendants in such action or suit may plead the general issue, and cite this Act and the special facts of the case as evidence in such suit. 25
- Directors may substitute an officer for the Company in certain legal proceedings.** **16.** In case of service upon the said Company of any writ of *saisie-arret*, or in case the said Company should be called upon to reply to *interrogatoires sur faits et articles*, or to take the *serment decisoire* or *supplétoire*, any officer of the Company, duly authorised to that effect by a vote or resolution of the Directors thereof, may appear and make a declaration in answer such writ or reply to such *interrogatoires*, or take such oath, as the case may be, for the said Company; and such declarations, replies and oaths, as the case may be, shall be deemed and held to be the declarations, replies or oaths of the said Company for all purposes whatsoever, and a copy of such vote or resolution, certified by the President, Vice-President or Secretary of the said Company, produced and filed in Court by one of the said officers shall be sufficient evidence of his authorization as set forth in and by such copy. 30 35 40
- Public Act.** **17.** This Act shall be deemed a Public Act. 45

SCHEDULE A.

Referred to in the foregoing Act.

For value received from _____ of _____
 I (or we) do hereby transfer and assign to _____ of (name of
 place) _____ shares, on each of which has been paid
 _____ in the capital stock of the "Longueuil Navigation Com-
 pany," subject to the rules and regulations of the said Company, here-
 by obliging myself to fulfil the obligations imposed by the Proviso
 contained in the eleventh section of the Act to incorporate the said
 Company.

In testimony whereof I (or we) have signed these present at the office
 of the said Company this _____ day of _____ one
 thousand eight hundred and _____.

(Signature of the Transferce or of his Attorney.)

} Witnesses

I (or we) do hereby accept the foregoing assignment of
 shares in the capital stock of the "Longueuil Navigation Company"
 assigned to (as above mentioned) this _____ day of _____ one
 thousand eight hundred and _____.

(Signature of the Transferor or of his Attorney.)

} Witnesses