

No. 186.

1st Session, 6th Parliament, 21 Victoria, 1858.

(PRIVATE BILL.)

BILL.

An Act to incorporate the North West
Transportation and Land Company.

Received and read, first time, Thursday, 20th
May, 1858.

Second reading, Wednesday, 26th May, 1858.

MR. DAWSON.

TORONTO.

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An Act to incorporate the North West Transportation and Land Company.

WHEREAS William H. Boulton, Thomas Clarkson, Allan Macdonell, John McMurrich, George Monro, Thomas Hutchinson, Esquires, and others, of the City of Toronto, have presented a Petition to the Legislature of this Province, praying that an Act might be passed to authorise them to open and construct communications within the Northern and the Western limits of Canada, whereby those regions of country may be brought within the circle of our commercial interests, and thus greatly contribute to develop and make available great resources of Provincial wealth: And whereas the construction of such communications would not only open out for emigration and population an extensive and fertile country, at present a wilderness, making it easy of access, and bringing into market lands now deemed too remote from civilization, but it will ultimately afford a vast new channel for the commerce of Europe and Asia, thereby creating new influences and new interests between Canada and the British Empire: Therefore Her Majesty, &c., enacts as follows:

I. William Henry Boulton, Thomas Clarkson, Allan Macdonell, John McMurrich, George Monro, John Hutchinson, Esquires, and others, together with such person or persons as shall, under the provisions of this Act, become shareholders of the Company hereinafter mentioned, shall be, and are hereby ordained, constituted, and declared to be a body corporate, in fact and by name, the "North West Transportation and Land Company," and by that name they and their successors shall and may have continued succession, and by such name shall be capable of contracting and being contracted with, of suing and being sued, pleading and being impleaded, answering and being answered unto in all Courts of Law and places whatsoever, on all manner of actions, suits, complaints, matters and causes whatsoever, and they and their successors shall and may have a common seal, and may change and alter the same at their will and pleasure; and also, they and their successors, by the same name of the North West Transportation and Land Company, shall be in law capable of purchasing and holding to them and their successors, any estate, real, personal, or mixed, to and for the use of the said Company, and of letting, selling, conveying, or otherwise departing therewith for the benefit and on the account of the said Company from time to time, as they shall deem expedient or necessary.

Preamble.

Company incorporated.

Corporate name.
General powers.

II. The said Company shall be and are hereby authorised and empowered, from and after the passing of this Act, by themselves, their deputies, agents, officers, workmen, and servants, to make and complete com-

Powers of Company to make roads, railways, tramways, canals.

Render navigable water-courses or channels of water communication. To be made from one or more points on the shore of Lake Superior to some point in the interior. To build wharves, warehouses, &c.

munications, and construct and establish facilities for the purposes of traffic and trade, and for such purposes are hereby authorized to build roads, tramways, railways, or canals, between navigable waters, and to improve and render navigable water courses, or channels of water communication, as the Company may deem expedient and necessary for the carriage and transport of merchandize and passengers from one or more points on the shores of Lake Superior to any point on the interior, whereby facilities for such traffic and trade shall be afforded; and the said Company shall have power and authority to build wharves, erect warehouses, stores and other buildings, or any other works, within the precincts or along the line of their roads, tramways, railways, canals, improvements on water courses, and at their termini as they may deem expedient.

Authority to enter upon lands. Being within the shores of Lake Superior and within the limits of Canada.

III. For the purposes aforesaid the said Company, their deputies, servants, agents, and workmen, are hereby authorised and empowered to enter into and upon any of the lands of the Queen's most excellent Majesty, of any other person or persons, bodies politic or corporate, or communities whatsoever, lying to the northward or the westward, or within the shores of Lake Superior, and being within the limits of Canada, and to survey and take levels of the same or any part thereof, and to set out or ascertain such parts thereof as they shall think necessary and proper for the making roads, railways, tramways, canals, improving and rendering navigable water courses and channels of water communications, &c., and all such other works, matters and conveniences as they shall think proper and necessary for making, effecting, preserving, improving and maintaining all and every the works contemplated by this Act; and it shall and may be lawful for the said Company to construct, acquire, charter, navigate and maintain boats, vessels, and steam vessels, for carrying on trade and conveying goods and other traffic and passengers on Lakes Huron and Superior, and on the lakes and rivers lying to the northward and to the westward of Lake Superior, and being within the limits of Canada, and *vice versa*, and steam and other vessels for all business and purposes connected therewith, and the profitable prosecution thereof, and shall have power to buy and sell and trade, as may be deemed expedient, and to make contracts and agreements with any person or persons whatsoever, for the purposes aforesaid or otherwise, for the benefit of the Company: And after any land or ground, water-course, water-courses, or channels for water communication shall be set out and ascertained to be necessary for the purposes of opening a communication or communications as hereinafter mentioned, the Directors of said Company shall have full power and authority to take, appropriate, have and hold, to and for the use of the said Company and their successors, all such land, ground, water-course or water-courses, or channels for water communication as aforesaid.

Power to construct, acquire, charter and navigate steam vessels and other vessels within the limits of Canada, to the northward and the westward of Lake Superior.

Power to appropriate land to uses of the Company.

Capital stock, £100,000, with power to increase the same.

IV. The capital stock of the said Corporation shall be one hundred thousand pounds, and the same is hereby declared to be divided into twenty thousand shares of the value of five pounds each; and if the said sum of one hundred thousand pounds be found insufficient for the purposes of this Act, then and in such case it shall and may be lawful for the said Company by a vote representing two-thirds of the capital stock aforesaid, at any general meeting to be called for that purpose, to increase the capital stock of the Corporation, either by the addition of new subscribers to the said undertaking or otherwise, to a sum not ex-

ceeding in all the sum of two hundred thousand pounds, and the capital so to be raised by the creation of new shares shall be in all respects part of the capital stock of the said corporation, and every holder of the new stock shall be a member of said corporation; Provided always, that the said capital stock may be further increased, as hereinafter provided, for Railway purposes.

IV. No shareholder in the said corporation shall be in any manner liable to be charged with the payment of any debt or demand due by the said corporation beyond the amount of his, her, or their subscribed share or shares in the capital stock of said corporation.

Liability limited.

V. Any joint-stock company, community, or body corporate, may take shares in the said company.

Joint Stock Companies may take shares.

VI. For the management of the affairs of the said corporation there shall be elected by the shareholders of the said corporation at a general meeting of them to be holden annually, ten directors, each one being a proprietor of not less than twenty shares of the capital stock of the corporation, the majority of whom shall elect from among themselves, a president and a vice-president, one of whom shall preside at the general board meetings and otherwise discharge the duties pertaining to such offices; and whenever a vacancy shall happen in the board of directors by death or resignation, or declining or neglecting to act for a period of three months after his election, such vacancy may be filled up by the majority of directors for the time being, appointing some shareholder to supply the vacancy so accruing; nevertheless any acts done by the surviving directors or the majority of the acting directors without having the vacancy filled up shall not be deemed invalid: Any five directors shall form a quorum of the board and may exercise all the powers of the directors; And the directors shall have power to dispose of such part of the stock of the said corporation as may remain to be disposed of, or may from time to time be added to or fall to the general stock either by forfeiture or otherwise, on such terms and conditions and to such parties as they may think most likely to promote the interests of the said corporation: And they shall have full power to make such calls for money from the several shareholders for the time being as may be provided by any by-law, rule or regulation of the said corporation, and to sue for, recover and get in all calls whether already made or made by them, and to cause and declare the said shares to be forfeited to the company in case of non-payment, on such terms and in such way as shall be prescribed by any by-law of the company: And to maintain an action for the recovery of calls, it shall be sufficient to prove by any one witness that at the time of making such call the defendant was a shareholder in the number of shares alleged, and that the calls sued for were made and notice given in conformity with the by-laws of the said corporation, and it shall not be necessary to prove the appointment of directors nor any other matter whatsoever: The said directors shall and may use and affix or cause to be used and affixed the common seal of the said corporation to any document which in their judgment may require the same, and any act or deed bearing such seal and signed by the president or the vice-president, and counter-signed by the secretary, shall be held to be the act and deed of the corporation: The president and vice-president and directors shall have power to appoint or discharge all and every officer and servant of the

Ten Directors to be elected yearly.

Vacancies.

Quorum. Powers of Directors.

Powers as to calls.

President and Director to

make By-laws, and to regulate the rules of voting.

By-laws to be sanctioned by general meeting of shareholders, or, by a meeting called specially for that purpose.

company, and to make by-laws for the government and control of the officers and servants of the company, and appointing the salary or allowance to be made them respectively, and shall have power to make and frame all other by-laws, rules and regulations for the management of the affairs of the company in all its details and particulars, also for establishing the rule of voting for directors of the company, and the same also to change at any time, modify or repeal; which by-laws, rules and regulations shall be submitted for approval, rejection or alteration by the shareholders at the next general meeting, or at a special meeting to be called by the said directors for such special purpose, and in conformity with any by-law providing for such special meeting; and any copy of the by-laws of the said corporation, or of any of them purporting to be under the hand of the clerk, secretary or other officer of the said company, and having the seal of the said corporation affixed to it, shall be received as *prima facie* evidence of such by-law in all Courts in this Province.

The first general meeting of shareholders.

VII. The first general meeting of shareholders for the election of directors shall be holden at the office of said corporation, in the city of Toronto, on the first Monday in May, in the year of our Lord one thousand eight hundred and fifty-nine, and the principal place of business of the corporation shall be in the city of Toronto, and unless otherwise provided for by some by-law to be made and sanctioned by the corporation, the general meeting for the election of directors shall take place in each succeeding year thereafter, on the like day of the year and at the like place: The directors so elected at such general meetings shall be elected to serve for the year then ensuing, and at the expiration thereof, each and every director may be re-elected by the shareholders.

Directors of corporation are declared to be — To elect a President and a Vice-President.

VIII. Until such first general meeting as aforesaid, and election of directors, the directors of the said corporation are hereby declared to be Thomas Clarkson, Allan Macdonell, John McMurrich, George Monro, — McMaster, — Richardson, Angus D. Macdonell, Thomas Dick, Wm. McD. Dawson, J. Brown,

with power to add to their numbers until the first general meeting: And they or the survivors of them shall be and are hereby constituted, to be Directors of the said Corporation, and shall have and exercise all and every the powers, and shall be subject to all and every the clauses and conditions imposed on Directors to be chosen under this Act: Provided that at the first meeting of the Directors to be holden after the passing of this Act, the said Directors shall choose and elect from among themselves a President, and a Vice-President. The said President, Vice-President, and Directors shall have power and authority to establish for certain purposes, and have a place of business or office or offices, and appoint agents and offices in England, and in the United States of America; and to open books of subscription in all and every place of business so established, and to receive subscriptions for the stock of the said Corporation, transferable there respectively; and to make all such instalments called thereon, and dividends declared thereon, payable there respectively.

May have officers in the United States, &c.

Election of President, &c.

IX. Any one of the Directors aforesaid may call a meeting for the election of President and Vice-President.

X. The shares of the said company shall and may be assignable by the delivery of the certificate to be issued to the holder of such share or shares respectively, and by assignment in some convenient form, and on conditions to be prescribed by any By-law of the said Corporation. Shares to be transferable.

5 XI. The company may, if it be found necessary for the construction of roads, tramways, railways, canals, or other works, and purposes connected with such works as are contemplated by this Act, cut timber, procure stone, fuel and other materials, from any unsold lands lying beyond the limits of lands appropriated for roads, tramways, railways, 10 canals or water communications as aforesaid. If found necessary, may cut timber and procure stone, &c.

XII. The President and Directors of the said Company shall have power and authority to bargain for or purchase from, or otherwise treat with any and all of the Indian bands or Indian tribes occupying or claiming any of the lands and property through which the roads, railways, 15 tramways, canals, or works aforesaid, shall pass, or through lands which may be set apart for the uses of the Company, and obtain from the band or bands, tribe or tribes aforesaid, a surrender to the Crown for such tract or tracts of land which may be required as aforesaid; and the same shall be patented to the company by the Government, at and for 20 the same terms or price agreed to be paid to the said Indian band or bands, tribe or tribes, for the cession thereof; and any consideration or payment to such band or bands, tribe or tribes, with the approval of the Government, for such cession shall be taken and deemed as a payment to Government, whereupon patents shall issue for such lands as under 25 the provisions of this Act the said company may be entitled to. Directors may treat with Indian timber. Obtain a surrender to the Crown. Lands to be patented to Company, for prices agreed upon with Indiana.

XIII. If the said company shall not within five years from the passing of this Act construct and complete one hundred miles of railway between Lake Superior and the Red River settlement, it shall and may be lawful for the Legislature and such right is hereby 30 reserved, to repeal the provisions of this Act authorising such railway, and all rights and privileges conferred upon the company for such purpose shall be forfeited and cease; but in such case said company shall possess and hold such lands as they may have acquired title to, and such roads, tramways, railways, canals and improvements, along water 35 courses, as under the provisions of this Act they may have become entitled to, and may continue to make charges and exact tolls thereon for all passengers and freight passing along the same. Company to build 100 miles of Railroad within five years from passing of Act.

XIV. The said roads, railways, tramways, canals, and all improvements so made by the said Company, shall be of free access to all 40 passengers, traffic and trade upon payment of such tolls or charges thereon as shall be made in accordance with such regulations as may be made by the Company, and with the concurrence of the Government, provided such tolls or charges exceed the rate of twelve and a half per cent. of profit upon the cost of construction thereof; And provided 45 nevertheless, that should the Company fail to complete the one hundred miles of railroad as aforesaid, the Government may take possession of all roads, railways, canals, bridges, and works so constructed by the Company, upon repaying to the Company the sums of money expended thereon with interest at the rate of per cent. Company authorized to exact tolls, &c. Proviso.

Lands appropriated for Railroad. Directors may pledge interests on land.

XV. And in order to encourage the undertaking of the Company aforesaid, be it enacted, That out of the ungranted lands of the Crown lying to the westward of Lake Superior and within the limits of Canada, a tract of land shall be and is hereby set aside for the purposes of this Act, along and as near the projected line of railway as possible; and whenever twenty-five miles of railway shall be actually completed in a good and permanent manner with appurtenances sufficient for the working thereof, then upon the report of some skilled engineer, who shall be appointed by the Governor for the purpose, and the approval of such report by the Governor in Council, there shall be granted to the said Company by the Governor in Council ten miles of land in depth along the line of said railway, viz., five mile in depth on each side of the line of railway for said distance of twenty-five miles, and thus as each section of twenty-five miles is so completed throughout the country to the western limits of Canada; And after the first fifty miles of the said railway shall have been constructed, the said Company shall have power to increase their capital stock at the rate of one hundred and fifty thousand pounds for every additional twenty-five miles of railway constructed: And the Directors of the said Company may, subject to the aforesaid conditions, pledge its interests in such lands as security for any sum necessary to construct the said railway and works; and any and every grant of land as aforesaid shall be a free grant, and the Company shall have full power to alienate the lands so granted and to deal with the same in such manner as the said Company may think proper, with the consent of the Governor in Council.

Recital.

Provision in case lands adjoining the works are valueless.

XVI. And inasmuch as portions of the said railway will pass over and along unavailable or unsaleable lands, or inadequate to the purpose, or which shall be found of not sufficient value to reimburse a portion of the outlay for its construction through such lands; Therefore, whenever it shall be certified to the Government that the whole tract or five miles on each or either side of said line of railway is of such character, it shall and may be lawful and the said Company are hereby authorised to receive instead of such lands such quantity of lands of a saleable character as shall be equivalent to the quantity of lands which the said completed line of railway would have entitled them to, such lands to be granted from such good and saleable lands as may be found lying in the nearest vicinity of said line of road or of such part of the line as may be necessary to supply the deficiency.

Failure of election not to dissolve corporation, &c.

XVII. If at any time it shall happen that an election of Directors shall not be made or take effect on the day fixed by this Act, the Corporation hereby constituted shall not be deemed or taken to be thereby dissolved, but it shall be lawful at any subsequent time to make such election at a general meeting of the shareholders to be duly called by the President or Secretary for that purpose.

Public Act.

XVIII. This Act shall be deemed a public Act.