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No. 278.

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

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## **BILL.**

An Act to incorporate a Company for  
the construction of a Ship Canal to  
connect the waters of Lake Cham-  
plain and the River St. Lawrence.

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Received and Read a first time, Monday, 7th  
May, 1849.

Second Reading, Thursday, 10th May, 1849.

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Mr. HOLMES.

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PRINTED BY LOVELL AND GIBSON.

## B I L L .

An Act to incorporate a Company for the Construction of a Ship Canal to connect the waters of Lake Champlain and the River St. Lawrence.

**W**HEREAS the construction of a Ship Canal to connect the River St. Lawrence with Lake Champlain, leaving the St. Lawrence at some point between Lake St. Louis and the Village of Longueuil, and coming out at some point on the River Richelieu or on Lake Champlain, would tend much to advance the general interests of the Province by greatly increasing the business which would be carried on through the St. Lawrence Canals, with Boston, New York, and other Eastern Cities in the United States, and would greatly contribute to promote the trade, and facilitate the communication between the eastern and western sections of the Province, and particularly the transportation of timber and deals from the Ottawa and Quebec Districts; And whereas the several persons hereinafter named are desirous to make and maintain the said Canal: Be it therefore enacted, &c.

Preamble.

And it is hereby enacted by the authority of the same, That John Young, Harrison Stephens, Benjamin Holmes, Luther H. Holton, Jason C. Pierce, John M. Davidson, William Bristow, William Dow, Robert Jones, Timothy Follett, Charles Seymour, Eli Chittenden, Le Grand Cannon, James Leslie, Alfred H. Pierce, James Rogers, Henry H. Ross, R. W. Sherman, S. S. Keyes, Jacob Crane, H. Hooker, George E. Kinsland, M. J. Meyers, Esquires, together with such other person or persons as shall, under the provisions of this Act, become subscribers to and proprietors of any share or shares in the Canal hereby authorized to be made, and other works and property hereinafter mentioned, and their several and respective heirs, executors, administrators, curators and assigns, being proprietors of such share or shares, are and shall be united into a Company for carrying on, making, completing and maintaining the said Canal and other works, according to the rules, orders and directions hereinafter expressed, and shall for that purpose be one body politic and corporate, by the name of the *St. Lawrence and Champlain Canal Company*, and by that name shall have perpetual succession, and shall have a common seal and other the usual powers and rights of bodies corporate, not inconsistent with the other provisions of this Act, and by that name shall and may sue and be sued, and may purchase and hold lands (which word

Certain persons and their successors incorporated for the purpose of making a canal from the St. Lawrence to Lake Champlain.

Corporate name and powers.

throughout this Act shall be understood to include the land and all that is upon or below the surface thereof, and all the real rights and appurtenances thereunto belonging) for them and their successors or assigns, for the use of said Canal and works; without Her Majesty's *lettres d'amortissement*, (saving, nevertheless, to the seignior or seigniors within whose *censive* the lands, tenements and hereditaments so purchased may be situate, his and their several and respective *droits d'indemnité*, and all other seigniorial rights whatever,) and also to alienate and convey any of the said lands purchased for the purposes aforesaid; and any person or persons, bodies politic or corporate or communities may give, grant, bargain, sell or convey to the said Company any lands for the purposes aforesaid, and the same may re-purchase of the said Company without *lettres d'amortissement*; and the said Company shall be and are hereby authorized and empowered from and after the passing of this Act, by themselves, their deputies, agents, officers, workmen and servants, to make and complete a Canal to be called the *St. Lawrence and Champlain Canal*, from a point on the River St. Lawrence between any part of Lake St. Louis and the Village of Longueuil, and such point on the River Richelieu or on Lake Champlain as may be found most desirable and convenient for the general interests of trade and of the public.

Limits within which the canal shall be made.

Plan of the canal, &c., to be approved by Commissioners of Public Works.

II. Provided always, and be it enacted, That before the said Company shall break ground, or commence the construction of the said Canal, the plan, location, dimensions and all necessary particulars of the said Canal, and the Locks, Bridges, and other works therewith connected, and the points at which it is to leave the River St. Lawrence, and to enter the Richelieu River or Lake Champlain, shall have been submitted to and received the sanction of the Commissioners of Public Works; and that the said Canal and the Locks and works thereon shall not be of a less size, depth or capacity than the Beauharnois Canal on the River St. Lawrence.

Power to the Company to set out and survey lands necessary for their works, &c.

III. And be it enacted, That for the purposes of this Act, the said Company, their deputies, servants, agents and workmen, are hereby authorized and empowered to enter into and upon any lands and grounds of the Queen's Most Excellent Majesty, not hereinafter excepted, or of any person or persons, bodies politic or corporate or collegiate, or communities or parties whatsoever, and to survey and take levels of the same, or any part thereof, and to set out and ascertain such parts thereof as they shall think necessary and proper for making the said intended Canal and other works hereby authorized, and all such works, matters and conveniencies as they shall think proper and necessary for making, effecting, preserving, improving, completing, maintaining and using the said in-

tended Canal and other works, and to dig, cut, trench, get, remove, take, carry away and lay earth, clay, stone, soil, rubbish, trees, roots of trees, beds of gravel or sand, or any other matters or things which may be dug or got in making the said intended Canal or other works, on or out of the lands or grounds of any person or persons adjoining or lying convenient thereto, and which may be proper, requisite or necessary for making or repairing the said intended Canal or the works incidental or relative thereto, or which may hinder, prevent or obstruct the making, using or completing, extending or maintaining the same, respectively, according to the intent and purpose of this Act; and to make, build, erect and set up, in or upon the said intended Canal or upon their lands adjoining or near the same respectively, such and so many houses, warehouses, toll-houses, watch-houses, telegraphs or other signals, weighing beams, cranes, steam-engines, or other engines, tow-paths, machines, and other works, as the said Company shall think requisite and convenient for the purposes of the said Canal; and also from time to time to alter, repair, divert, widen, enlarge and extend the same, and also to make, maintain, repair and alter any bridges, passages over, under or through the said intended Canal, and to construct, erect and keep in repair any bridges, arches and other works upon and across any rivers or brooks for the making, using, maintaining and repairing of the said intended Canal; and to turn any such brook, river or water-course, and to change its course; and to construct, erect, make and do all other matters and things which they shall think convenient and necessary for the making, effecting, extending, preserving, improving, completing of the said intended Canal and other works, and in pursuance of, and according to the true intent and meaning of this Act, they the said Company doing as little damage as may be in the execution of the several powers to them hereby granted, and making satisfaction in manner hereinafter mentioned to the owners or proprietors of, or the persons interested in the lands, tenements and hereditaments, -water, water-courses, brooks or rivers, respectively, which shall be taken, used, removed, prejudiced, or of which the course shall be altered, or for all damages to be by them sustained in or by the execution of all or any of the powers given by this Act; and this Act shall be sufficient to indemnify the said Company and their servants, agents or workmen, and all other persons whatsoever for what they or any of them shall do by virtue of the powers hereby granted, subject nevertheless to such provisions and restrictions as are hereinafter mentioned.

To get and place materials.

To erect building, machinery, &c.

Bridges and other works for passing streams, &c.

Other works necessary for the canal.

As little damage as possible to be done, and compensation to be made.

IV. And be it enacted, That for the purposes of this Act, the said Company shall and may by some sworn Land Surveyor for Lower Canada, and by an engineer or engineers by them to be appointed, cause to be taken

Company to take surveys and levels of the lands through which the canal is

to be carried,  
and make a  
map and book  
of reference.

and made, surveys and levels of the lands through which the said intended Canal is to be carried, together with a map or plan of such canal, and of the course and direction thereof, as finally approved by the Commissioner of Public Works, and of the said lands through which the same is to pass, and the lands intended to be taken for the several purposes authorized by this Act, so far as then ascertained, and also a book of reference for the said Canal, in which shall be set forth a description of the said several lands, and the names of the owners, occupiers and proprietors thereof, so far as they can be ascertained by the said Company, and in which shall be contained everything necessary for the right understanding of such map or plan; which said map or plan and book of reference shall be examined and certified by the person performing the duties formerly assigned to the Surveyor General, or his Deputy, who shall deposit copies thereof in the office of the Prothonotary of the Court of Queen's Bench for the District of Montreal, and also in the office of the Secretary of the Province, and shall also deliver one copy thereof to the said Company, and all persons shall have liberty to resort to such copies so to be deposited as aforesaid, and to make extracts or copies thereof as occasion shall require, paying to the said Secretary of the Province, or to the said Prothonotary, at the rate of *sixpence* current money of this Province for every hundred words; and the said triplicates of the same plan or map and book of reference so certified, or a true copy thereof, certified by the Secretary of the Province, or by the Prothonotary for the Court of Queen's Bench for the said District, shall severally be and are hereby declared to be good evidence in the Courts of Law and elsewhere in this Province.

The same to  
be examined  
and deposited.

Copies may be  
taken.

Where the  
canal shall  
cross high-  
ways.

V. Provided always, and be it enacted, That the said Company shall, at each and every place where the said Canal shall cross any highway, erect and keep good and sufficient draw-bridges to the satisfaction of the Commissioners of Public Works, and which shall be kept shut except when vessels are passing, so that the public thoroughfare may be as little impeded as possible; and shall not in making the said canal cut through or interrupt the passage on any public road until they shall have made a convenient road past their works for the use of the public; and for every day on which they shall neglect to comply with the requirements of this section, the said Company shall incur a penalty of  
currency.

What quantity  
of land shall  
be taken.

VI. And be it enacted, That the lands or grounds to be taken or used without the consent of the proprietors, for the said Canal, and the ditches, drains and fences to separate the same from the adjoining lands, shall not exceed seventy yards in breadth, except in places

where basins or other works are required to be cut or made as a necessary part of the Canal, as shewn on the plan approved by the Commissioners of Public Works.

VII. And be it enacted, That the said Company may  
 5 make, carry or place their said intended Canal or works  
 into, and across or upon the lands of any person or party  
 whomsoever in the line shewn on the plan aforesaid, (or  
 within the distance of five hundred yards from such line,  
 except at points of entering the rivers aforesaid or Lake  
 10 Champlain or the Chambly Canal, where they shall be  
 confined to the line shown on the said plan), although the  
 name of such party be not entered in the said book of  
 reference, through error, want of sufficient information,  
 or any other cause, or although some other person or  
 15 party be erroneously mentioned as the owner of one party  
 entitled to convey, or interested in such lands.

Provision in  
 case of erro-  
 neous entry,  
 &c.

VIII. And be it enacted, That it shall be lawful for the  
 said Company to take, use, occupy and hold, but not to  
 alienate, so much of the Public Beach or Beach Road or of  
 20 the land covered with the waters of the rivers or lake which  
 the said Canal may cross, start from or terminate at, as  
 may be required for the wharves and other works of the  
 said Canal, for making easy entrances thereto and  
 other works which they are hereby authorized to con-  
 25 struct, doing no damage to nor causing any obstruction  
 in the navigation of the said rivers or lake, and con-  
 forming in all respects to the plan and mode of con-  
 struction sanctioned as aforesaid by the Commissioners of  
 Public Works, except in so far only as they may at any  
 30 time authorize a deviation from such plan and mode of  
 construction: And provided also, that it shall be lawful  
 for the said Company, with the sanction of the Governor  
 in Council, and upon such terms and conditions as may be  
 agreed upon between the said Company and the Provin-  
 35 cial Government, to cause their Canal to enter into the  
 Chambly Canal instead of taking it directly to the River  
 Richelieu or to Lake Champlain, and to widen, deepen,  
 alter and improve so much of the said Chambly Canal  
 as may be necessary in order to make it, from the point  
 40 where the Canal hereby authorized shall intersect it to  
 the River Richelieu, equal in size, depth and capacity to  
 the Beauharnois Canal aforesaid.

Company may  
 use Beaches,  
 &c. doing  
 no damage to  
 the navigation.

Proviso: as to  
 the Chambly  
 Canal.

IX. And be it enacted, That the said Company shall  
 have the power to use, sell, lease, rent or otherwise dispose  
 45 of, for their sole use and benefit, any water brought by  
 the said Canal which may not be required for the pur-  
 poses thereof, but which may be used or found useful and  
 applicable to drive any machinery in mills, warehouses,  
 manufactories or otherwise, on such terms as they may  
 50 deem expedient and advisable.

Company may  
 lease water  
 power, &c.

After any lands have so been set out, all bodies corporate, &c. may sell their property therein to the Company.

X. And be it enacted, That after any lands or grounds shall be set out and ascertained in manner aforesaid, for making and completing the said Canal and other works, and other the purposes and conveniences hereinbefore mentioned, it shall and may be lawful for all bodies politic, 5  
 corporate or collegiate, corporations aggregate or sole, communities, *greves de substitution*, guardians, curators, executors, administrators, and all other trustees or persons whatsoever, not only for and on behalf of themselves, their heirs and successors, but also for and on behalf of 10  
 those whom they represent, whether infants, issue unborn, lunatics, idiots, *femes-covert*, or other persons or parties, who are or shall be seized, possessed of or interested in any lands or grounds which shall be so set out and ascertained as aforesaid, or any part thereof, to contract for, 15  
 sell and convey unto the said Company, all or any part of such lands or grounds which shall under this Act be set out and ascertained as aforesaid; and that all contracts, agreements, sales, conveyances and assurances so to be made, shall be valid and effectual in law to all intents and 20  
 purposes whatsoever; any law, statute, usage or custom to the contrary thereof in any wise notwithstanding; and that all bodies politic, corporate or collegiate, or communities, and all persons whatsoever, so conveying as aforesaid, are hereby indemnified for what he, she or they or 25  
 any of them shall respectively do by virtue of or in pursuance of this Act: Provided always, that before the map or plan and book of reference shall be deposited as aforesaid, and before the lands required for the said Canal and works shall be set out and ascertained, it shall be 30  
 lawful for any party who might under this Act convey any lands to the said Company, if the same were then so set out and ascertained, to agree with the Company for the price to be paid for such lands if they shall be thereafter so set out and ascertained; and such agreement shall be 35  
 binding, and the price agreed upon shall be the price to be paid by the Company for the same lands, if they shall be afterwards so set out and ascertained, within one year from the date of such agreement, and although such land may in the mean time have become the property of a 40  
 third party; and possession of the same may be taken and the agreement and price may be dealt with, as if such price had been fixed by an award of Arbitrators as hereinafter mentioned.

Proviso. Parties may, before any lands are so set out, agree with the Company as to the price if they be afterwards required.

Where no power is vested in any party to sell, a fixed annual rent to be established.

XI. Provided always, and be it enacted, That any 45  
 body politic, community, corporation or other like party, who cannot in common course of law sell or alienate any lands or grounds so set out and ascertained, shall agree upon a fixed annual rent as an equivalent, and not upon a principal sum, to be paid for the lands or grounds so 50  
 set out and ascertained as necessary for making the said Canal, and other the purposes and conveniences relative thereto and connected therewith; and in case the amount

of such rent shall not be fixed by voluntary agreement or compromise, it shall be fixed in the manner hereinafter prescribed; and all proceedings shall in that case be regulated as hereinafter prescribed; and for the payment

5 of the said annual rent, and every other annual rent agreed upon or ascertained, and to be paid by the said Company for the purchase of any lands, or for any part of the purchase money of any lands which the vendor shall agree to leave in the hands of the said Company,

10 the said Canal and works and the Tolls to be levied and collected thereon shall be, and are hereby made liable and chargeable, in preference to all other claims or demands thereon whatsoever, the deed creating such charge and liability being duly registered.

15 XII. Provided always and be it enacted, That whenever there shall be more than one party proprietor of any land or property *par indivis*, any agreement made in good faith between the said Company and any party or parties proprietor, or being together proprietors of one third or

20 more of such land or property, as to the amount of compensation for the same or any damages thereto, shall be binding as between the remaining proprietor or proprietors *par indivis* and the Company; and the proprietor or proprietors who have so agreed may deliver possession

25 of such land or property to the Company, or empower them to enter upon the same, as the case may be.

XIII. And be it enacted, That so soon as the said map or plan and book of reference shall have been deposited as aforesaid, and notice of its being so deposited

30 shall have been given during at least one calendar month, in the English and French languages, in at least one newspaper published in the City of Montreal, it shall be lawful for the said Company to apply to the several owners of or parties hereby empowered to convey the

35 lands through which such Canal is intended to be carried, or which may suffer damage from the taking of materials, or from the exercise of any of the powers granted to the said Company by this Act, and to agree with such owners or parties respectively, touching the compensation to be paid

40 to them by the said Company for the purchase thereof, and for their respective damages, and to make such agreements and contracts with the said parties touching the said lands, or the compensation to be paid for the same, or for the damages, or as to the mode in which the said com-

45 pensation shall be ascertained, as to such parties and the said Company shall seem expedient; and in case of disagreement between the said Company and the said owners or parties, or any of them, then all questions which shall arise between them and the said Company

50 shall be settled as follows, that is to say :

Privilege granted for securing such rent or any purchase money not paid.

Agreement with proprietors *par indivis* to a certain extent shall bind the rest.

The Company to apply to the owners of lands touching the compensation to be paid for the same, or for any right exercised upon them.

Or as to mode of establishing such compensation.

How the same shall be settled when the parties cannot agree.

Legal effect of map and book of reference.

The deposit of the map or plan and book of reference, and the notice of such deposit, given as aforesaid, shall be deemed a general notice to all such parties as aforesaid, of the lands which will be required for the said Canal and works.

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Notice to opposite party.

Offer.

Name of Arbitrator.

Certificate of a Surveyor that the offer is a fair one, &c.

Proviso: as to estimate of damages.

The Company shall serve a notice upon the opposite party, containing a description of the lands to be taken, or of the powers intended to be exercised with regard to any lands (describing them,) a declaration that the Company are ready to pay some certain sum (or rent, as the case may be) as compensation for such lands or for the damages arising from the exercise of such power, and the name of a person whom they appoint as their Arbitrator if their offer be not accepted, and such notice shall be accompanied by the certificate of some sworn Surveyor for Lower Canada, disinterested in the matter, and not being the Arbitrator named in the notice, that the land (if the notice relate to the taking of land) is shewn on the map or plan deposited as aforesaid, as being required for the said Canal and works, or as being within the limits of deviation hereby allowed from the line of the said Canal, that he knows such land, or the amount of damages likely to arise from the exercise of such powers, and that the sum so offered is in his opinion a fair compensation for such land and for such damages as aforesaid; and in making the estimate for such compensation, the Surveyor shall, as shall also the Arbitrators hereinafter mentioned, take into consideration and allow for the benefit to accrue from the said Canal to the party to whom compensation is to be made; and in any case where the Company shall have given and served the notice aforesaid, it shall be lawful for them to desist from such notice, and afterwards to give new notice with regard to the same or other lands, to the same or to any other party, but the Company shall in such case be liable to the party first notified for all demands and costs by him incurred in consequence of such first notice and desistment;—and no change of ownership after the Company shall have given and served the notice aforesaid, shall affect the proceedings, but the party notified shall be still deemed the owner, except as to the payment of the sum awarded.

If the party be absent or unknown.

If the opposite party be absent from the District in which the land shall be situate; or be unknown to the said Company, then upon application to any Justice of the Court of Queen's Bench or Circuit Judge for the said District, accompanied by such certificate as aforesaid, and by an affidavit of some Officer of the Company, that such opposite party is so absent, or that after diligent inquiry the party on whom the notice ought to be served cannot be ascertained, such Justice or Judge shall order a notice as aforesaid (but without the certificate) to be inserted at least three times during one calendar month in some

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newspaper published in the City of Montreal, to be named by such Justice or Judge, in the English or French language, or both, in the discretion of such Justice or Judge.

If within ten days after the service of such notice, or 5 within one month after the first publication thereof as aforesaid, the opposite party shall not notify to the Company that he accepts the sum offered by the said Company, or notify to them the name of a person whom he appoints as Arbitrator, then any such Justice or Judge 10 may, on application of the said Company, appoint some sworn Surveyor for Lower Canada to be sole Arbitrator for determining the compensation to be paid by the Company.

Party not accepting the Company's offer, and not appointing an Arbitrator.

If the opposite party shall, within the time aforesaid, 15 notify to the said Company the name of the person such party shall appoint as Arbitrator, then the said two Arbitrators shall jointly appoint a third, or if they cannot agree upon a third, (of which fact the allegation of either of them shall be evidence,) then any such Justice or 20 Judge shall, on the application of the said party or of the Company, (previous notice of at least one clear day having been given to the Arbitrator of the other party), appoint a third Arbitrator.

Opposite party appointing an Arbitrator.

Third Arbitrator.

The said Arbitrators or sole Arbitrator, being sworn 25 before a Justice of the Peace faithfully and impartially to perform the duties of their office, shall proceed to ascertain the compensation to be paid by the Company, in such way as they or he or a majority of them shall deem best, and the award of such Arbitrators, or of any two of them, 30 or of the sole Arbitrator, shall be final and conclusive: Provided, that no such award shall be made or any official act done by such majority, except at a meeting held at a time and place of which the other Arbitrator shall have had at least one clear day's notice, or to which some 35 meeting at which the third Arbitrator was present, or of which he shall have had notice, shall have been adjourned; but no notice to the Company or opposite party shall be necessary; but they shall be held sufficiently notified through the Arbitrator they shall have appointed, or 40 whose appointment they shall have required.

Duties of Arbitrators after being sworn.

Proviso. Award not to be made except at proper meetings or times.

Provided always, that the award given by any sole Arbitrator shall never be for a less sum than that offered 45 by the Company as aforesaid; and if in any case where three Arbitrators shall have been appointed, the sum awarded be not greater than that offered by the Company, the costs of the arbitration shall be borne by the opposite party, and deducted from the compensation, otherwise they shall be borne by the Company, and in either case they may, if not agreed upon, be taxed by any such Justice 50 or Judge as aforesaid.

Costs how paid and taxed.

Arbitrators  
may examine  
witnesses on  
oath.

The Arbitrators, or a majority of them, or the sole Arbitrator, may, in their discretion, examine on oath or solemn affirmation, the parties or such witnesses as shall voluntarily appear before him or them, and may administer such oath or affirmation, but this shall not prevent the Arbitrators from acting and deciding upon their personal knowledge of the merits of the case, or from using such knowledge as they shall think just and right: and any wilfully false statement made by any witness, under such oath or affirmation, shall be deemed wilful and corrupt perjury, and punishable accordingly.

False statement to be perjury.

Time within which award must be made.

The Justice or Judge by whom any third Arbitrator or sole Arbitrator shall be appointed shall at the same time fix a day on or before which the award shall be made, and if the same be not made on or before such day, or some other day to which the time for making it shall have been prolonged, either by the consent of the parties or by the order of any such Justice or Judge, (as it may be for reasonable cause shewn, on the application of such sole Arbitrator, or one of the Arbitrators, after one clear day's notice to the others,) then the sum offered by the Company as aforesaid shall be the compensation to be paid by them.

Time may be prolonged in certain cases.

Arbitrators dying, &c.

If the party appointed by any Justice or Judge as third Arbitrator or sole Arbitrator shall die before the award be made, or shall refuse to act or fail to act within a reasonable time, then upon the application of either party, any such Justice or Judge being satisfied by affidavit or otherwise of such disqualification, refusal or failure, may, in his discretion, appoint another in his stead; and, if the Arbitrator appointed by the said Company or by the opposite party shall die before the award shall be made, or shall leave the Province, or become unable to act within a reasonable time, (such fact being ascertained to the satisfaction of some Justice or Judge as attested by his Certificate to that effect,) such Justice or Judge may authorize the said Company or the opposite party (as the case may be) to appoint another in his stead, notifying the other Arbitrators of such appointment, but no recommencement or repetition of any prior proceedings shall be necessary.

Arbitrators not disqualified by certain circumstances.

It shall be no disqualification to the Surveyor or other person offered or appointed as Valuator or as Arbitrator, that he be employed by the Company or by the opposite party, or that he have previously expressed an opinion as to the amount of compensation, or that he be related or of kin to any member of the Company, provided he be not himself personally interested in the amount of such compensation; and no cause of disqualification shall be urged against any Arbitrator appointed by a Justice of the Court of Queen's Bench after his appointment, but

shall be made before the same, and its validity or invalidity summarily determined by such Justice; and no cause of disqualification shall be urged against any Arbitrator appointed by the Company, or by the opposite party, after the appointment of a third Arbitrator; and the validity or invalidity of any cause of disqualification urged against any such Arbitrator, before the appointment of a third Arbitrator, shall be summarily determined by any such Justice or Judge, on the application of either party, after one clear day's notice to the other, and if such cause be determined to be valid, the appointment shall be null, and the party offering the person so adjudged to be disqualified shall be held to have appointed no Arbitrator.

Cause of disqualification, when to be urged.

How tried and determined.

No award made as aforesaid shall be invalidated by any want of form or other technical objection, if the requirements of this Act shall have been substantially complied with, and if the award shall state clearly the sum awarded, and the lands or other property, right or thing for which such sum is to be the compensation; nor shall it be necessary that the party or parties to whom the sum is to be paid be named in the award.

Award not to be avoided by mere want of form.

Parties need not be named in it.

XIV. And be it enacted, That upon payment or legal tender of the compensation or annual rent so awarded, agreed upon or determined to the party entitled to receive the same, or upon the deposit of the amount of such compensation in the manner hereinafter mentioned, the award or agreement shall vest in the said Company the power forthwith to take possession of the lands, or to exercise the right, or to do the thing for which such compensation or annual rent shall have been awarded or agreed upon; and if any resistance or forcible opposition shall be made by any person or party to their so doing, any such Justice or Judge as aforesaid, may on proof to his satisfaction that the requirements of this Act have been complied with, issue his Warrant to the Sheriff of the District, or to any Bailiff of the Court of Queen's Bench, (as in his discretion may be most suitable,) to put the said Company in possession, and to put down such resistance or opposition, which such Sheriff or Bailiff, taking with him sufficient assistance, shall accordingly do; Provided always, that such warrant of possession may also be granted by any such Justice or Judge, upon proof by affidavit to his satisfaction, that immediate possession of the land or power to do the thing in question is necessary to the carrying on of the works of the said Company, the adverse party being summoned by one clear day's notice to appear before such Justice or Judge, and the Company giving such security as the said Justice or Judge shall direct, to pay or deposit the sum to be awarded, interest from the day on which the warrant shall be granted with, and all lawful costs, within thirty days after the award shall be made, such security not being for less

Possession may be taken on payment, tender or deposit of the sum awarded.

Warrant of possession in case of resistance.

Proviso: Warrant may be had before award on certain conditions

than twice the sum offered by the Company in the notice to such adverse party.

As to claims to or upon lands purchased or taken.

Compensation to stand in the place of the land.

Proviso. Proceedings if the Company have reason to fear incumbrances, or claims by other parties than the vendor.

Costs and interests, how paid.

XV. And be it enacted, That the compensation awarded as aforesaid or agreed upon by the said Company, and any party who might under this Act validly convey the lands, or then in lawful possession thereof as proprietor, for any lands which might be lawfully taken under this Act without the consent of the proprietor, shall stand in the stead of such land ; and any claim to or hypothec or incumbrance upon the said land, or any portion thereof, shall, as against the said Company, be converted into a claim to the said compensation or to a like proportion thereof, and if the amount of such compensation exceed twenty pounds, they shall be responsible accordingly whenever they shall have paid such compensation or any part thereof to a party not entitled to receive the same, saving always their recourse against such party : Provided always, that if the said Company shall have reason to fear any such claims, hypothecs or incumbrances, or if any party to whom the compensation or annual rent, or any part thereof, shall be payable, shall refuse to execute the proper conveyance and guarantee, or if the party entitled to claim the same cannot be found, or be unknown to the Company, or if for any other reason the Company shall deem it advisable, it shall be lawful for them to pay such compensation into the hands of the Prothonotary of the Court of Queen's Bench for the District of Montreal, with the interest thereon for six months, and to deliver to the said Prothonotary an authentic copy of the conveyance, or of the award or agreement if there be no conveyance, and such award or agreement shall thereafter be deemed to be the title of the said Company to the land therein mentioned, and proceedings shall thereupon be had for the confirmation of the title of the said Company, in like manner as in other cases of confirmation of title, except that in addition to the usual contents of the notice, the Prothonotary shall state, that the title of the Company (that is the conveyance, agreement or award) is under this Act, and shall call upon all persons entitled to, or to any part of the land, or representing or being the husbands of any parties so entitled, to file their oppositions for their claims to the compensation or any part thereof, and all such oppositions shall be received and adjudged upon by the Court, and the judgment of confirmation shall for ever bar all claims to the lands, or any part thereof, (including dower not yet open,) as well as all hypothecs or incumbrances upon the same ; and the Court shall make such order for the distribution, payment or investment of the compensation, and for the securing of the rights of all parties interested as to right and justice, according to the provisions of this Act, and to law shall appertain ; and the costs of the said proceedings, or any part thereof, shall be paid by the said Company,

or by any other party, as the Court shall deem it equitable to order; and if judgment of confirmation be obtained in less than six months from the payment of the compensation to the Prothonotary, the Court shall direct a proportionate part of the interest to be returned to the Company, and if from any error, fault or neglect of the Company it shall not be obtained until after the six months have expired, the Court shall order the Company to pay to the Prothonotary the interest for such further period as may be right; Provided always, that if the amount of the said compensation do not exceed twenty pounds, the same may be paid by the Company to the party in whose possession as proprietor the land was at the time the Company took possession thereof, or to any person who may lawfully receive money due to such party, and proof of such payment, and the award, conveyance or agreement, shall be a sufficient title to the said Company, and shall for ever discharge them from all claims of any other party to such compensation or any part thereof, saving always the recourse of such other party against the party who shall have received such compensation.

XVI. Provided always, and be it enacted, That with regard to any lands which could not be taken without the consent of some party entitled under this Act to convey the same, or in any case in which the requirements of this Act shall not have been complied with, and in all cases where land shall have been taken, or damage shall have been done by the Company, without previously complying with the requirements of this Act, the rights of the Company and of other parties shall be governed by the ordinary rules of law.

Proviso as to cases where this Act shall not have been complied with.

XVII. And be it enacted, That if any land belonging to or in the possession of any Tribe or Body of Indians, be taken or any power shall be exercised with regard to such lands by the said Company, compensation shall be made to them therefor, in the same manner as is provided with respect to other parties; and that whenever it shall be necessary that arbitrators be chosen for settling the amount of such compensation the chief officer of the Indian Department shall name an arbitrator on behalf of the said Indians, and the amount awarded shall be paid to the said Chief Officer for the use of said Tribe or Body of Indians.

Lands belonging to Indian Tribes.

XVIII. And be it enacted, That all suits for indemnity for any damage or injury sustained by reason of the powers and authority given by this Act shall be made within six calendar months next after the time of such supposed damage sustained, or in case there shall be a continuation of damage, then within six calendar months next after the doing or committing such damage shall cease, and not afterwards.

Applications for indemnity to be made within a certain time.

Penalty on persons obstructing the free use of the Canal.

How recoverable and applicable.

Punishment of persons breaking down, or obstructing or damaging the Canal or works.

Company to contribute among themselves the necessary sums for carrying on their undertaking.

Proviso. Books of subscription to be opened.

XIX. And be it enacted, That if any person shall by any means or in any manner or way whatsoever, obstruct or interrupt the free use of the said Canal or the works incidental or relative thereto or connected therewith, such person shall for every such offence incur a forfeiture or penalty of not less than *one pound five shillings* nor exceeding *ten pounds* currency; one half of which penalty and forfeiture, to be recovered before one or more Justices of the Peace for the District, shall go to the prosecutor or informer, and the other half to Her Majesty, Her Heirs and Successors, and shall be paid into the hands of the Receiver General, and be applied for the public uses of this Province and the support of the Government thereof.

XX. And be it enacted, That if any person or persons shall wilfully or maliciously, and to the prejudice of the said Canal or other works authorized to be made by this Act, break, damage or destroy the same, or any part thereof, or any of the houses, warehouses, toll-houses, watch-houses, weigh-beams, cranes, vessels, engines, machines or other works or devices, incidental and relative thereto or connected therewith, or do any other wilful hurt or mischief, or wilfully or maliciously obstruct the free use of the said Canal or works, or shall obstruct, hinder or prevent the carrying on, completing, supporting and maintaining the said intended Canal or works, such person or persons shall be adjudged guilty of felony, and the Court by and before whom such person or persons shall be tried and convicted shall have power and authority to cause such person or persons to be punished in like manner as felons are directed to be punished by the laws in force in this Province, or in mitigation thereof to award such sentence as the law directs in cases of simple larcency, as to such Court shall seem fitting.

XXI. And to the end that the said Company may be enabled to carry on so useful an undertaking; Be it enacted, That it shall and may be lawful for the said Company and their successors, to raise and contribute among themselves, in such proportions as to them shall seem meet and convenient, a competent sum of money for the making and completing the said Canal, and all such other works, matters and conveniences as may be found necessary for making, effecting, preserving, improving, completing, maintaining and using the said Canal, and other works: Provided always, that the before mentioned John Young, Harrison Stephens, Benjamin Holmes, Luther H. Holton, Jason C. Pierce, John M. Davidson, William Bristow, William Dow, Robert Jones, Timothy Follette, Charles Seymour, Eli Chittenden, Le Grand Cannon, James Leslie, Alfred H. Pierce, James Rogers, Henry H. Ross, R. W. Sherman, S. S. Keyes, Jacob Cram, H. Hooker, George E. Kinsland, M. J. Myers,

Esquires, or any majority of them, shall cause books of subscription to be opened at such places as they shall appoint, for receiving the signatures of persons willing to become subscribers to the said undertaking, and for this purpose they shall give public notice in some newspapers in the English and French languages, of the time and places at which such books will be opened and ready for receiving signatures as aforesaid, and of the Banks by them authorized to receive such subscriptions; and every person who or whose Attorney shall write her or his signature in such book as a subscriber to the said undertaking, and pay such deposit as may be required by the said persons or the majority of them on the sum subscribed for, shall thereby become a Member of the said Corporation, 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 said Corporation: Provided always, that the sum so raised shall not exceed the sum of Five hundred thousand pounds of this Province, in the whole, except as hereinafter mentioned, and that the money so raised shall be laid out and applied in the first place for and towards the payment and discharge and satisfaction of all fees and disbursements for obtaining and passing this Act, and for making the surveys, plans and estimates incident thereto, and all other expenses relating thereunto, and all the rest, residue and remainder of such money for and towards making, completing and maintaining the said Canal, and other the purposes of this Act, and to no other use, intent or purpose whatever.

Proviso.  
Capital limited  
and divided  
into shares of  
£20 Sterling  
each.

Order of  
charges on the  
capital.

XXII. And be it enacted, That the said sum of Five hundred thousand pounds, currency, or such part thereof as shall be raised by the several persons hereinbefore named, and by such other person or persons as shall or may at any time become a subscriber or subscribers to the said Canal shall be divided into twenty thousand equal parts or shares of Twenty five pounds, currency, per share; and that the shares be deemed personal estate, and shall be transferable as such; and that the said twenty thousand shares shall be and are hereby vested in the said several subscribers and their several and respective heirs, executors, curators, administrators and assigns, proportionally to the sum they and each of them shall severally subscribe and pay thereunto; and all and every the bodies politic, corporate or collegiate, or communities, and all and every person or persons, their several and respective successors, executors, curators, administrators and assigns, who shall severally subscribe and pay the sum of twenty-five pounds, or such sums as shall be demanded in lieu thereof, towards carrying on and completing the said Canal shall be entitled to and receive, after the said Canal shall be completed, the entire and net distribution of the profits and advantages that shall and may arise

Capital to be  
divided into  
shares.

To be personal  
property  
and trans-  
ferable.

Rights of  
Shareholders  
to profits, &c.

Their liabilities.

and accrue by virtue of the money to be raised, recovered or received by the authority of this Act, in proportion to the number of shares so held; and every body politic, corporate or collegiate, or community, person or persons, having such property or share in the said undertaking, and so in proportion as aforesaid, shall bear and pay an adequate and proportional sum of money towards carrying on the said undertaking in manner by this Act directed and appointed 5

If this sum should not be sufficient, the Company may raise a further sum.

XXIII. And be it enacted, That in case the said sum of Five hundred thousand pounds, currency, hereinbefore authorized to be raised, shall be found insufficient for the purposes of this Act, then and in such case it shall be lawful for the said Company to raise and contribute amongst themselves in manner and form aforesaid, and in such shares and proportions as to them shall seem meet, or by the admission of new subscribers, a further or other sum of money for completing and perfecting the said intended Canal and other works or conveniences incidental or relative thereto, or hereby authorized, not exceeding the sum of Five hundred thousand pounds, currency aforesaid; and every subscriber, towards raising such further or other sum of money, shall be proprietor in the said undertaking, and have a like right of voting in respect of his, her or their shares in the said additional sum so to be raised, and shall also be liable to such obligations, and stand interested in all the profits and powers of the said undertaking, in proportion to the sum he, she or they shall or may subscribe thereto, as generally and extensively as if such other or further sum had been originally raised as a part of the said first sum of Five hundred thousand pounds, currency; anything herein contained to the contrary notwithstanding. 10 15 20 25 30

Company may borrow a limited sum of money;

And hypothecate their property.

XXIV. And be enacted, That the said Company may from time to time lawfully borrow either in this Province or elsewhere, such sum or sums of money not exceeding at any time one fourth part of the amount paid up, as they may find expedient, and at such rate of interest per annum as they may think proper; and may make the bonds, debentures or other securities they shall grant for the sums so borrowed payable either in currency or in sterling, and at such place or places as the Shareholders may deem advisable, and may give security on the tolls, revenues and other property of the said Company for the due payment of the said sums and the interest thereon, but no such debenture if payable to bearer shall be for a less sum than one hundred pounds currency. 35 40 45

Votes of Proprietors according to the number of their shares.

XXV. And be it enacted, That the number of vote which each proprietor of shares in the said undertaking shall be entitled on every occasion when in conformity to the provisions of this Act the votes of the Members of 50

the said Company are to be given, shall be in the proportion to the number of shares held by him, that is to say : one vote for any less number than five shares; and each holder or proprietor of every five shares and upwards, shall have two votes for every five shares; and all Proprietors of shares may vote by proxy, if they shall see fit, provided that such proxy do produce from his constituent or constituents, an appointment in writing, in the words or to the effect following, that is to say :

Proprietors may vote by proxy.

10 " I . . . . . of  
 " one of the Members of the *St. Lawrence and Champlain*  
 " *Canal Company*, do hereby nominate, constitute, and ap-  
 " point . . . . . to be my proxy, in my  
 " name, and in my absence to vote or give my assent or  
 15 " dissent to any business, matter or thing relating to the  
 " said undertaking, that shall be mentioned or proposed  
 " at any meeting of the Members of the said Company,  
 " or any of them, in such manner as he the said  
 " . . . . . shall think proper, according to his  
 20 " opinion and judgment, for the benefit of the said under-  
 " taking, or any thing appertaining thereto. In witness  
 " whereof, I have hereunto set my hand and seal, the  
 " . . . . . day of  
 " in the year . . . . . ."

Form of appointment of proxy.

25 And such vote or votes by proxy shall be as valid as if the principal or principals had voted in person; and whatever question, election of proper Officers, or matters or things shall be proposed, discussed or considered in any public meeting of the Proprietors to be held by  
 30 virtue of this Act, shall be determined by the majority of votes and proxies then present and so given as aforesaid, and all decisions and acts of any such majority shall bind the said Company, and be deemed the decision and acts of the said Company.

Questions to be decided by majority of votes.

35 XXVI. And be it enacted, That no Member of the said Company shall be in any manner whatsoever liable for or charged with the payment of any debt or demand due by the said company beyond the extent of his, her or their share in the Capital of the said Company not  
 40 paid up.

Liabilities of Shareholders limited.

XXVII. And be it enacted, That the First General Meeting of the Members of the Company for putting this Act in execution, may be held at Montreal whenever sufficient shares have been subscribed for, provided  
 45 that public notice thereof be given during one week in at least one newspaper published in the English and at least one published in the French language, and signed by at least three of the subscribers to the said undertaking holding among them at least one hundred shares;  
 50 and at such said General Meeting, the Members as-

The first General Meeting of the proprietors to be held at Montreal.

To elect a board of twelve Directors.  
Qualification.

sembled, with such proxies as shall be present, shall choose eight Directors, being each a Proprietor of not less than ten shares in the said undertaking, in such manner as is hereinafter directed, and may also proceed to pass such Rules and Regulations and By-Laws as shall seem to them fit, provided they be not inconsistent with this Act, or with the Laws of Lower Canada.

In the month of January, and of each year thereafter, a Board of Directors to be elected.

Special Meetings of Proprietors may be called.

Quorum at Special Meetings.

Proviso : Vacancies among the Directors may be filled by those remaining.

Two Directors shall annually retire by lot, but may be re-elected.

XXVIII. And be it enacted, That the Directors first appointed (or those appointed in their stead in case of vacancy) shall remain in office until the election of Directors in the month of January, of the then next year, and that in the month of January in the said year and each year thereafter, and on such day of the month as shall be appointed by any By-law, an Annual General Meeting of the Members of the Company shall be held to choose Directors in the room of those whose office may at that time become vacant and generally to transact the business of the Company; but if at any time it shall appear to any five or more of such Members holding together one hundred shares at least, that for more effectually putting this Act in execution, a Special General Meeting of the Members is necessary to be held, it shall be lawful for such five or more of them to cause fifteen days' notice at least to be given thereof in two public newspapers as aforesaid, or in such manner as the Company shall by any By-law direct or appoint, specifying in such notice the time and place, and the reason and intention of such Special Meetings, respectively; and the Members are hereby authorized to meet pursuant to such notices, and proceed to the execution of the powers by this Act given them, with respect to the matters so specified only; and all such acts of the Members or the majority of them, at such Special Meetings assembled, such majority not having either as principals or proxies less than one hundred shares, shall be as valid to all intents and purposes as if the same were done at Annual Meetings: Provided always, that it shall and may be lawful for the said Members at such Special Meetings, (in like manner as at Annual Meetings,) in case of the death, absence, resignation or removal of any person elected a Director to manage the affairs of the said Company in manner aforesaid, to appoint another or others in the room or stead of those of the Directors who may die, resign, or be removed as aforesaid, any thing in this Act to the contrary notwithstanding; but if such appointment be not made, such death, absence or resignation shall not invalidate the acts of the remaining Directors.

XXIX. And be it enacted, That at each of the said Annual Meetings of Proprietors, two of the said Directors shall retire in rotation, the order of retirement of the said first elected Directors being decided by lot, but the Directors then or at any subsequent time retiring shall

be eligible for re-election: Provided always, that no such retirement shall have effect, unless the Members shall at any such Annual Meeting proceed to fill up the vacancies thus occurring in the Direction. Proviso.

5 XXX. And be it enacted, That the Directors shall, at their first (or at some other) Meeting after the day appointed for the Annual General Meeting in each year, elect one of their members to be the President of the said Company, who shall always (when present) be the Chairman of, and preside at all meetings of the Directors, and shall hold his office until he shall cease to be a Director, or until another President shall be elected in his stead; and the said Directors may in like manner elect a Vice President who shall act as Chairman in the absence of the President. Directors to elect a President; And Vice-President.

XXXI. And be it enacted, That any meeting of the said Directors, at which not less than five Directors shall be present, shall be competent to use and exercise all and any of the powers hereby vested in the said Directors of the said Company: Provided always, that no one Director, though he may be a Proprietor of many shares, shall have more than one vote at any meeting of the Directors, except the President or the Vice-President when acting as Chairman, or any temporary Chairman, who in case of the absence of the President and Vice-President may be chosen by the Directors present, either of whom when presiding at a meeting of the Directors shall, in case of a division of equal numbers, have the casting vote although he may have given one vote before: And provided also, that the Directors shall from time to time be subject to the examination and control of the said Annual and Special Meetings of the said Members as aforesaid, and shall pay due obedience to all By-laws of the Company and to such orders and directions, in and about the premises, as they shall from time to time receive from the said Members at such Annual or Special Meetings; such orders and directions not being contrary to any express directions or provisions in this Act contained: And provided also, that the act of any majority of a *quorum* of the Directors present at any meeting regularly held shall be deemed the act of the Directors. Five Directors to be a Quorum for business. Proviso. Casting vote of Chairman. Proviso: Directors subjected to the control of Meetings.

XXXII. Provided always, and be it enacted, That no person holding any office, place or employment or being concerned or interested in any contract or contracts, under the said Company, shall be capable of being chosen a Director or of holding the office of Director. No officer or contractor to be a Director.

XXXIII. And be it enacted, that every such Annual Meeting shall have power to appoint not exceeding three Auditors to audit all accounts of money laid out and dis- Annual Meeting may appoint three Auditors to

audit all accounts. bursed on account of the said undertaking, by the Directors and Managers and other officer and officers to be by the said Directors appointed, or by any other person or persons whatsoever, employed by or concerned for or under them, in and about the said undertaking; and to that end, the said Auditors shall have power to adjourn themselves over from time to time and from place to place, as shall be thought convenient by them: and the said Directors chosen under the authority of this Act, shall have power from time to time to make such call or calls of money from the Proprietors of the said Canal and other works, to defray the expense of, or to carry on the same, as they from time to time shall find wanting and necessary for those purposes: Provided, however, that no call do exceed the sum of five pounds current money of this Province, for every share of twenty-five pounds currency; and provided also, that no calls be made but at the distance of at least three calendar months from each other: And the said Directors shall have full power and authority to direct and manage all and every the affairs of the said Company as well in contracting for and purchasing lands, rights and materials for the use of the said Company, as in employing, ordering and directing the work and workmen, and in placing and removing managers, officers, clerks, servants and agents, and in making all contracts and bargains touching the said undertaking; and to affix or authorize the Secretary or his Deputy to affix the Common Seal of the Company to any act, deed, by-laws, notice or other document whatsoever; and any such act, deed, by-laws, notice or other document bearing the common seal of the Company, and signed by the President, Vice-President, or any Director, or by any officer by order of the Directors, shall be deemed the act of the Directors and of the Company, nor shall the authority of the signer of any document purporting to be so signed and sealed, to sign the same and affix the said seal thereto, be liable to be called in question by any party except the Company: and the Directors shall have such other and further powers as, being vested in the Company by this Act, shall be conferred upon the said Directors by the By-laws of the Company, except such as are hereby expressly directed to be exercised by the Members at Annual or Special Meetings.

Shareholders bound to pay calls.

XXXIV. And be it enacted, That each owner or owners of one or more shares in the said undertaking shall pay his, her or their shares and proportion of the money to be called for as aforesaid, to such Bankers, and at such time and place as the said Directors shall appoint and direct, of which notice shall be given by at least four insertions thereof in the course of three months, in two newspapers as aforesaid, or in such other manner as the said Members of the said Company shall by any By-law direct or appoint; and if any person or per-

sons shall neglect or refuse to pay his, her or their ratable or proportional part or share of the said money to be called for as aforesaid, at the time and place so appointed, he, she or they, neglecting or refusing shall forfeit a sum not exceeding the rate of five pounds for every one hundred pounds of his, her or their respective share or shares in the said undertaking: and in case such person or persons shall neglect to pay his, her or their ratable calls as aforesaid, for the space of six calendar months after the time appointed for the payment thereof as aforesaid, then he, she or they shall forfeit his, her and their respective share and shares in the said undertaking and all the profit and benefit thereof and all money paid therein; all which forfeitures shall go to the rest of the Proprietors of the said undertaking, their successors and assigns, for the benefit of the said Proprietors, in proportion to their respective interests; and in every case such calls shall be payable with interest from the time the same shall be so appointed to be paid until the payment thereof: Provided always, that in case any person or persons shall neglect or refuse to pay any such call or calls at the time and in the manner required for that purpose, it shall be lawful for the said Company to sue for and recover the same with interest and costs in any Court of Law having competent jurisdiction; and in any such action it shall be sufficient to allege and to prove by any one witness whether in the employ of the Company or not, that the defendant is the proprietor of a share (or of any number of shares, stating such number) in the stock of the said Company; that certain sums of money were duly called for upon such share or shares by the said Company, under the authority of and in the manner provided by this Act, and were due and payable at a certain time or times, whereby an action hath accrued to the said Company to recover such sum or sums with interest and costs; and the production of the newspapers containing such calls shall be evidence that the same were made as therein stated; and neither in such action, nor in any other action, suit or legal proceeding by the Company, shall the election of the Directors, or the authority of them, or of the Attorney or Solicitor acting in the name of the Company, be called in question except by the Company, nor shall it in any such case be necessary to name the Directors or any of them, or to mention any other special matter whatever, and the defendant shall not plead the general issue, but may by a plea in denial traverse any particular matters of fact, alleged in the declaration or specially plead some particulars matters of fact in confession and avoidance.

Penalty for neglect.

Forfeiture for not paying calls.

XXXV. Provided always, and be it enacted, That no advantage shall be taken of the forfeiture of any share or

Forfeitures to be declared at

some General Meeting. shares of the said undertaking, unless the same shall be declared to be forfeited at some Annual or Special Meeting of the said Company, assembled after such forfeiture shall be incurred; and every such forfeiture shall be an indemnification to and for every Proprietor so forfeiting 5 against all action and actions, suits or prosecutions whatever, to be commenced or prosecuted for any breach of contract or other agreement between such Proprietor and the other Proprietors with regard to carrying on the said Canal or undertaking. 10

Company may remove any Director, and may elect others in case of death, removal, &c. And so of Officers. May make By-laws, &c. XXXVI. And be it enacted, That the said Company shall always have power and authority at any General Meeting assembled as aforesaid, to remove any person or persons chosen upon such Board of Directors as aforesaid, and to elect others to be Directors in the room of 15 those who shall die, resign or be removed, and to revoke, alter, amend or change any of the By-Laws or Orders prescribed with regard to their proceedings amongst themselves (the method of calling General Meetings, and their time and place of assembling, and 20 manner of voting and of appointing Directors, only excepted,) and shall have power to make such new Rules, By-laws and Orders, for the good government of the said Company and their servants, agents and workmen, for the good and orderly making, main- 25 taining and using the said Canal and all other works connected therewith, or belonging thereto, or hereby authorized, and for the well governing of all persons and vessels whatsoever travelling upon or using the said Canals and other works, or transporting 30 any goods, wares, merchandize or other commodities thereon; and by such By-Laws to impose and inflict such fines or forfeitures upon the persons guilty of a breach of such By-laws or Orders, as to such general meeting shall seem meet, not exceeding the sum of *ten pounds*, current 35 money of this Province, for every offence; such fines or forfeitures to be levied and recovered by such ways and means as are hereinafter mentioned; which said By-laws and Orders being put into writing under the common seal of the said Company, shall be kept in the office of the 40 Company, and a printed or written copy of so much of them as may relate to or affect any party other than members or servants of the Company, shall be affixed openly in the office of the said Company and in all and every of the places where Tolls are to be gathered, and 45 in like manner as often as any change or alteration shall be made to the same; and the said By-laws and Orders so made and published as aforesaid, shall be binding upon and observed by all parties, and shall be sufficient in any Court of Law or Equity to justify all persons who shall 50 act under the same, and any copy of the said By-Laws or any of them purporting to be certified as correct by the President or some person authorized by the Directors to give such certificate, and to bear the common seal of the

Penalties under By-laws limited.

By-laws to be in writing, and published.

Certified copies to be evidence.

Company, shall be deemed authentic, and shall be received as evidence of such By-laws in any Court without further proof.

XXXVII. And be it enacted, That it shall and may be  
 5 lawful to and for the several proprietors of the said Canal  
 or undertaking to sell or dispose of his, her or their share  
 or shares therein, subject to the rules and conditions  
 herein mentioned; and every purchaser shall have a  
 duplicate of the deed of bargain and sale and conveyance  
 10 made unto him or her, and one part of such deed, duly  
 executed by seller and purchaser, shall be delivered to  
 the said Directors or their Secretary for the time being, to  
 be fyled and kept for the use of the said Company, and an  
 entry thereof shall be made in a book or books to be  
 15 kept by the said Secretary for that purpose, for which no  
 more than *one shilling and three pence* shall be paid, and  
 the said Secretary is hereby required to make such entry  
 accordingly; and until such duplicate of such deed shall  
 20 be so delivered to the said Directors or their Secretary, and  
 fyled and entered as above directed, such purchaser or  
 purchasers shall have no part or share of the profits of  
 the said undertaking, nor any interest for the said share  
 or shares, paid unto him, her or them, nor any vote as a  
 proprietor or proprietors.

Proprietors of  
the said Canal  
may dispose  
of their shares,  
and how.

Transfer to be  
notified to the  
Company.

1s. 3d.

XXXVIII. And be it enacted, That the sale of the  
 said shares shall be in the form following, varying the  
 names and descriptions of the contracting parties as the  
 case may require :

Form of the  
transfer of  
Shares.

“ I, A. B., in consideration of the sum of  
 30 “ paid to me by C. D., of  
 “ do hereby bargain, sell and transfer to the said C. D.,  
 “ share (or shares) of the stock  
 “ of the *St. Lawrence and Champlain Canal Company*, to  
 “ hold to him the said C. D., his heirs, executors, cura-  
 35 “ tors, administrators and assigns, subject to the same  
 “ rules and orders, and on the same conditions that I held  
 “ the same immediately before the execution hereof.  
 “ And I, the said C. D., do hereby agree to accept of the  
 “ said share (or shares) subject  
 40 “ to the same rules, orders and conditions. Witness our  
 “ hands and seals, this day of  
 “ in the year ”

The form.

Provided always, that no such transfer of any share shall  
 be valid until all calls or instalments then due thereon  
 45 shall have been paid up.

Proviso:

XXXIX. And be it enacted, That it shall and may be  
 lawful to and for the said Directors, and they are hereby  
 authorized to nominate and appoint the Bankers, Secre-  
 tary, Solicitor and Servants of the said Company, taking

Directors may  
appoint a  
Treasurer and  
Clerks, &c.

Duty of the Clerk. such security for the due execution of their respective offices as the said Directors shall think proper; and in proper books shall be kept a true and perfect account of the names and places of abode of the several members of the said Company, and of the several persons who shall from time to time become owners and proprietors of, or entitled to any share or shares therein, and of all the acts, proceedings and transactions of the said Company and of the Directors for the time being, by virtue of and under the authority of this Act. 5 10

Company of Proprietors may establish Tolls for all goods, &c., passing on the Canal. XL. And be it enacted, That it shall and may be lawful to and for the said Company from time to time, and at all times hereafter, to ask, demand, take and recover, to and for their own proper use and behoof, for all passengers, goods, wares, merchandize and commodities, of whatever description, transported upon the said Canal, or vessels using the same, such Tolls as they may deem expedient; which said Tolls shall be from time to time fixed and regulated by By-laws of the Company, or by the Directors if thereunto authorized by the said By-laws, and shall be paid to such person or persons, and at such place or places near to the said Canal, in such manner and under such regulations as the said Company or the said Directors shall direct and appoint; and in case of denial or neglect of payment of any such rates or dues, or any part thereof on demand, to the person or persons appointed to receive the same as aforesaid, the said Company may sue for and recover the same in any Court having competent jurisdiction, or the person or persons to whom the said rates or dues ought to be paid, may and he is, and they are hereby empowered to seize and detain such vessels, goods, wares, merchandize or other commodities, for or in respect whereof such rates or dues ought to be paid, and detain the same until payment thereof: and in the meantime the said vessels, goods, wares, merchandize or other commodities shall be at the risk of the owner or owners thereof; and the said Company or the said Directors shall have full power, from time to time, at any General Meeting to lower or reduce all or any of the said Tolls, and again to raise the same, as often as it shall be deemed necessary for the interests of the said undertaking: Provided always, that the same Tolls shall be payable at the same time and under the same circumstances upon all vessels, goods, and upon all persons, so that no undue advantage, privilege or monopoly may be afforded to any person or class of persons by any By-law relating to the said Tolls. 15 20 25 30 35 40 45

How Tolls may be recovered if not duly paid.

Seizure of goods, &c.

Tolls may be lowered and again raised.

Proviso against monopoly.

Account of profits to be annually made up at certain periods. XLI. And in order to ascertain the amount of the clear profits of the said undertaking; Be it enacted, That the said Company, or the Directors for managing the affairs of the said Company, shall and they are hereby required to cause a true, exact and particular account to be kept and semi-annually made up and balanced to the first day 50

of January and the first day of July in each year, of the money collected and received by the said Company, or by the Directors or Managers and Servants of the said Company, or otherwise for the use of said Company, 5 by virtue of this Act, and of the charges and expenses attending the erecting, making, supporting, maintaining and carrying on their works, and all other receipts and expenditure of the said Company or the said Directors; and at the General Meetings of the Members of the said 10 Company, to be from time to time holden as aforesaid, a dividend shall be made out of the clear profits of the said undertaking, unless such meetings shall declare otherwise; and such dividend shall be at and after the rate of so much per share upon the several shares held by the 15 Members of the said Company, as such meeting or meetings shall think fit to appoint or determine: Provided always, that no dividend shall be made whereby the capital of the said Company shall be in any degree reduced or impaired, nor shall any dividend be paid in 20 respect of any share, after a day appointed for payment of any call for money in respect thereof, until such call shall have been paid.

Dividends to be made from time to time at General Meetings.

Proviso. Capital not to be impaired.

XLII. Provided always, and be it enacted, That in all cases where there shall be a fraction in the distance which 25 vessels, goods, wares, merchandize, or other commodities or passengers shall be conveyed or transported on the said Canal, such fraction shall in ascertaining the said rates be deemed and considered as a whole mile, and that in all cases where there shall be the fraction of a 30 ton in the weight of any such goods, wares, merchandize or other commodities, a proportion of the said rates shall be demanded and taken by the said Company, to the number of quarters of a ton contained therein; and in all cases where there shall be a fraction of a quarter of a 35 ton, such fraction shall be deemed and considered as a whole quarter of a ton.

Fractions in distance or weight of goods, how ascertained, and regulated.

XLIII. Provided always, and be it enacted, That the said Company shall from time to time print and stick up, or cause to be printed and stuck up in their office, and in 40 all and every of the places where the Tolls are to be collected, in some conspicuous place there, a printed board or paper ascertaining all the Tolls payable under this Act.

Tables of Tolls to be publicly affixed.

XLIV. Provided always, and be it enacted, That any 45 enactments which the Legislature of this Province may hereafter deem it expedient to make, with regard to the exclusive use of the Canal by the Government at any time, or the carriage of Her Majesty's Mail or Her Majesty's Forces and other persons and articles, or the rates to be 50 paid for carrying the same, or in any way respecting the use of any Electric Telegraph, or other service to be

Proviso: The Legislature may make further provision.

rendered by the Company to the Government, shall not be deemed an infringement of the privileges intended to be conferred by this Act.

Company to divide their lands taken from those adjoining, if required.

XLV. And be it enacted, That the said Company shall within six calendar months after any lands shall be taken for the use of the said Canal or undertaking, and if thereunto required by the proprietors of the adjoining lands respectively, but not otherwise, divide and separate, and keep constantly divided and separated, the lands so taken from the lands or grounds adjoining thereto, with a sufficient post and rail, hedge, ditch, bank or other fence sufficient to keep off hogs, sheep, and cattle, to be set and made on the lands or grounds which shall be purchased by, conveyed to, or vested in the said Company as aforesaid, and shall at their own costs and charges, from time to time, maintain, support, and keep in sufficient repair the said posts, rails, hedges, ditches, trenches, banks and other fences so set up and made as aforesaid.

Canal to be measured and miles marked

XLVI. And be it enacted, That so soon as conveniently may be after the said Canal shall be completed, the said Company shall cause the same to be measured, and stones or posts, with proper inscriptions on the sides thereof denoting the distance, to be erected and maintained at the distance of every mile from each other.

Treasurer, Receiver and Collector to give security.

XLVII. And be it enacted, That the said Company shall and are hereby required and directed to take sufficient security, by one or more bond or bonds, in a sufficient penalty or penalties, from their Managers and Collectors for the time being of the moneys to be raised by virtue of this Act, for the faithful execution by such Managers and Collectors of his and their office and offices respectively.

Forfeitures under this Act, how recovered and applied, when not otherwise provided for.

XLVIII. And be it enacted, That all fines and forfeitures imposed by this Act, or which shall be lawfully imposed by any By-laws to be made in pursuance thereof, (of which By-laws, when produced, all Justices are hereby required to take notice,) the levying and recovering of which fines and forfeitures are not particularly herein directed, shall, upon proof of the offence before any one or more Justice or Justices of the Peace for the District, either by the confession of the party or parties, or by the oath or affirmation of any one credible witness (which oath or affirmation such Justice or Justices are hereby empowered and required to administer without fee or reward,) be levied with costs by distress and sale of the offender's goods and chattels, by warrant under the hand and seal or hands and seals of such Justice or Justices; and all such fines, forfeitures or penalties by this Act imposed or authorized to be imposed, the application whereof is not hereinbefore particularly directed, shall be paid into

Levy by distress and sale of goods and chattels.

the hands of the Company, and shall be applied and disposed of for the use of the said Canal or undertaking, and the overplus of the money raised by such distress and sale, after deducting the penalty and the  
 5 expenses of the levying and recovering thereof, shall be rendered to the owner of the goods so distrained and sold; and for want of sufficient goods and chattels whereof  
 to levy the said penalty and expenses, the offender shall be sent to the Common Goal for the District wherein he  
 10 is convicted, there to remain without bail or mainprize for such term not exceeding one month as such Justice or Justices shall think proper; unless such penalty and forfeitures and all expenses attending the same shall be sooner paid and satisfied.

Imprisonment  
for want of  
sufficient chat-  
tels.

15 XLIX. And be it enacted, That if any person or persons shall think himself, herself or themselves aggrieved by any thing done done by any Justice or Justices of the Peace in pursuance of this Act, every such person or persons may within four calendar months after the doing  
 20 thereof, appeal to the Justices of the Peace at the General Quarter or General Sessions to be holden in and for the District.

Appeal to the  
General Ses-  
sions.

L. And be it enacted, That if any action or suit shall be brought or commenced against any person or persons  
 25 for any thing done or to be done in pursuance of this Act, or in the execution of the powers and authorities or of the orders and directions hereinbefore given or granted, every such action or suit shall be brought or commenced within six calendar months next after the  
 30 fact committed; or in case there shall be a continuation of damage, then within six calendar months next after the doing or committing such damage shall cease, and not afterwards.

Limitation of  
actions for  
things done  
in pursuance  
of this Act.

LI. And be it enacted, That any contravention of  
 35 this Act by the said Company or by any other party, for which no punishment or penalty is herein provided, shall be a misdemeanor, and shall be punishable accordingly; but such punishment shall not exempt the said Company (if they be the offending party) from the forfeiture of this  
 40 Act and the privileges hereby conferred on them, if by the provisions thereof or by law the same be forfeited by such contravention.

Any contra-  
vention of this  
Act not other-  
wise punisha-  
ble, to be a  
misdemeanor.

LII. And be it enacted, That Her Majesty, Her Heirs and Successors may at any time after fifteen years from  
 45 the complete construction of the said Canal assume the possession and property thereof, and of all the property which the said Company is hereby empowered to hold and shall then have, and of all the rights, privileges and advantages vested by this Act in the said Company, (all  
 50 which shall after such assumption be vested in Her Ma-

Her Majesty  
may assume  
the Canal on  
certain con-  
ditions.

jeſty, Her Heirs and Successors,) on giving to the ſaid Company three years' notice of the intention to aſſume the ſame, and on paying to the ſaid Company, within three months of the expiration of ſuch notice the whole current amount of their Capital Stock according to its value at that time, and twenty per cent additional thereon. 5

Map and book of reference to be deposited, and the Canal completed within certain periods, or this Act to be void.

LIII. And be it enacted, That the ſaid Company, to entitle themſelves to the benefits and advantages to them granted by this Act, ſhall and they are hereby required to make and deposit the map or plan and book of reference 10 mentioned in the Section of this Act within twelve months after the paſſing thereof, and to make and complete the ſaid Canal from the River St. Lawrence to Lake Champlain or the River Riche- 15 lieu in manner aforeſaid, as ſoon as poſſible from the paſſing of this Act; and if the ſaid map or plan and book of reference be not ſo made and deposited within the ſaid twelve months, or if the whole of the Stock of the ſaid Company be not ſubſcribed and at 20 leaſt per centum thereon paid up and either expended for the purpoſes of this Act, or deposited in ſome chartered Bank or Banks in this Province within years from the paſſing of this Act, or if the ſaid Canal ſhall not be ſo made and completed within the period of 25 years, ſo as to be uſed by the public as aforeſaid, then and in either caſe this Act and every matter and thing therein contained, ſhall ceaſe and be utterly null and void.

Company annually to ſubmit detailed accounts to the Legislature.

LIV. And be it enacted, That the ſaid Company ſhall annually ſubmit to the three Branches of the Legislature, 30 within the firſt fifteen days after the opening of each Session of the Provincial Parliament, after the opening of the ſaid Canal or any part thereof to the public, a detailed and particular account, attested upon oath, of the moneys by them received and expended under and 35 by virtue of this Act, with a claſſified ſtatement of the amount of tonnage and of the veſſels, paſſengers and freight that have been conveyed along the ſaid Canal; and no further provisions which the Legislature may hereafter 40 make with regard to the form or details of ſuch account, or the mode of attesting or rendering the ſame, ſhall be deemed an infringement of the privileges hereby granted to the Company.

Further provision may be made touching ſuch accounts.

Saving of Her Majesty's rights, &c.

LV. And be it enacted, That nothing herein contained ſhall affect or be conſtrued to affect, in any manner or 45 way whatſoever, the rights of Her Majesty, Her Heirs and Successors, or of any perſon or perſons, or of any bodies politic, corporate or collegiate, ſuch only excepted as are herein mentioned.

LVI. And be it enacted, That no By-law of the said Company fixing or altering the rate of Tolls on the said Canal, or affecting others than the Members or Officers of the said Company shall have force or effect until it shall have been confirmed by the Governor in Council.

By-laws to be approved by Governor in Council.

LVII. And be it enacted, That the said Company shall not proceed to break ground or commence the construction of the said Canal until shares to the amount of two hundred thousand pounds shall have been taken in the Capital Stock of the said Company, and ten per cent. thereon shall have been paid into the hands of the Treasurer or Banker of the said Company, nor until the said election of Directors hereinbefore in that behalf provided shall have been held.

What must be done before commencing operations

LVIII. And be it enacted, That nothing herein contained shall be construed to except the Canal by this Act authorized to be made, from the provisions of any general Act, which may be passed during the present or any future Session of Parliament, and no further provision which the Legislature of the Province may make for the enforcing any of the provisions of this Act, or for protecting, the public or the right of private parties, shall be deemed an infringement of the rights of the said Company.

Company not exempted from any general Canal law.

LIX. And be it enacted, That this Act shall be deemed and taken to be a Public Act, and as such shall be judicially taken notice of by all Judges, Justices of the Peace and others, without being specially pleaded.

Public Act.