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No. 86.

3rd Session, 1st Parliament, 31 Victoria, 1870.

BILL

An Act to incorporate the Quebec and New
Brunswick Railway Company.

PRIVATE BILL.

Hon. Mr. CHAUVEAU.

OTTAWA:

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

1870.

An Act to incorporate the Quebec and New Brunswick Railway Company.

WHEREAS the persons hereinafter named, and others have petitioned Preamble.
for incorporation as a Company to construct a Railway from a
point between Kamouraska and Riviere du Loup, in the Province of Quebec
to connect with a line of railway to be constructed under powers granted by
5 the Legislature of New Brunswick, at Edmundton or Little Falls, in the
County of Victoria, and it is expedient to grant their prayer; therefore Her
Majesty by and with the advice and consent of the Senate and House of
Commons of Canada enacts as follows:—

1. The Honorable Robert Duncan Wilmot, Senator, the Honorable Persons
incorporated.
10 Charles Connell, M.P., John Pickard, M.P., and Henry G. C. Ketchum, with all such other persons and corporations as shall become shareholders in
the Company, hereby incorporated, shall be, and are hereby constituted a
body corporate and politic by the name of "The Quebec and New Corporate
name.
15 Brunswick Railway Company," and shall have all the powers incident to
railway corporations in general, and the powers and privileges conferred on
such corporations by *The Railway Act, 1868*, subject, however, to the
provisions hereinafter contained.

2. The said Company and their agents and servants may lay out, Powers to
construct a
line of
Railway.
20 as the Company see fit from the village of Edmundton, or Little Falls, in
the County of Victoria, in the Province of New Brunswick, to some point
on the River St. Lawrence, between Kamouraska and Riviere du Loup, so
as to form a continuous Railway from the Grand Trunk Railway to the
City of St. John in New Brunswick.

25 3. The Capital Stock of the said Company shall not exceed, in the Capital Stock
and Shares;
and how to be
applied.
whole, the sum of one million two hundred thousand dollars, to be divided
into twelve thousand shares, of one hundred dollars each, which amount
shall be raised by the persons hereinbefore named, and such other persons
and Corporations as may become shareholders in the said Stock; and the
30 money so raised shall be applied, in the first place, to the payment of all
fees, expenses, and disbursements for procuring the passing of this Act, and
for making the surveys, plans, and estimates connected with the Railway;
and all the rest and remainder of such money shall be applied towards
making, completing, and maintaining the said Railway, and other purposes of
35 this Act.

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

5. The Honorable Robert Duncan Wilmot, Senator, the Honorable Provisional
Directors.
45 Charles Connell, M.P., John Pickard, M.P., and Henry G. C. Ketchum, shall be, and are hereby constituted, a Board of Directors of the said
Company, and shall hold office as such until other Directors shall be appointed
under the provisions of this Act by the shareholders, and shall have power
and authority to fill vacancies occurring therein, to associate with themselves

therein not more than three other persons, who shall thereupon become, and be Directors of the Company equally with themselves, to open Stock Books and procure subscriptions for the undertaking, to make calls upon subscribers, to cause surveys and plans to be made and executed, to call a general meeting of Shareholders for the election of other Directors as hereinafter 5 provided, and generally to do all such other acts as such Board under the Railway Act may lawfully do.

Their powers. The said Directors are hereby empowered to take all necessary steps for opening the Stock Books for the subscription of parties desirous of becoming Shareholders in the said Company, and all parties subscribing to the capital 10 stock of the said Company, shall be considered proprietors and partners in the same.

Subscriptions for stock. 6. When and so soon as one-tenth part of the said capital stock shall have been subscribed, as aforesaid, the said Directors, or a majority of 15 them, may call a meeting of Shareholders at such time and place as they shall think proper, giving at least two weeks' notice in one or more newspapers published in the Cities of Quebec, Fredericton, and St. John, at which said general meeting, and at the annual general meetings in the following sections mentioned, the Shareholders present, either in person or by proxy, shall elect not less than five nor more than seven Directors in the 20 manner, and qualified, as hereinafter provided, which said Directors shall constitute a Board of Directors, and shall hold office until the first Tuesday in May in the year following their election.

General Meetings. 7. On the said first Tuesday in May in each year, thereafter, at the principal office of the said Company, at the said City of Fredericton or 25 Quebec, there shall be held a general meeting of the Shareholders of the Company, at which meeting the said Shareholders shall elect a like number of not less than five nor more than seven Directors for the then ensuing year, in the manner and qualified as hereinafter provided; and public notice of such annual meeting and election shall be published one month before the 30 day of election, in one or more Newspapers in the Cities of Quebec, Fredericton, and St. John, and the election for Directors shall be by ballot, and the persons so elected, together with any *ex-officio* Directors, shall form the Board of Directors.

Quorum of Directors. 8. A majority of the Directors shall form a quorum for the transaction of 35 business, and the said Board of Directors may employ one or more of their number as paid Director or Directors, provided however that no person shall be elected a Director unless he shall be the holder and owner of at least ten shares of the said Company and shall have paid up all calls upon the stock.

Calls on shares. 9. The Directors may at any time call upon the Shareholders for instal- 40 ments upon each share which they, or any of them, may hold in the capital stock of the said Company, in such proportion as they may see fit, no such instalment exceeding ten per cent., and the Directors shall give one month's notice of such call, in such manner as they may appoint.

Company may become parties to notes, &c. 10. The said Company shall have power and authority to become parties 45 to Promissory Notes and Bills of Exchange, for sums not less than one hundred dollars, and any such Promissory Note made or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer of the said Company, and under the authority of a majority of a quorum of the Directors, shall be binding on the said Company; 50 and every such Promissory Note or Bill of Exchange so made, shall be presumed to have been made with proper authority until the contrary be shown, and in no case shall it be necessary to have the seal of the said Company affixed to such Promissory Note or Bill of Exchange, nor shall the said President, or Vice-President, or the Secretary and Treasurer, be indi- 55 vidualy responsible for the same, unless the said Promissory Notes or Bills of Exchange have been issued without the sanction and authority of the Board of Directors as herein provided, and enacted; provided, however, that nothing in this section shall be construed to authorize the said Company to issue Notes or Bills of Exchange payable to bearer, or intended to be 60 circulated as money or as the notes or bills of a bank.

Proviso.

11. The Directors of the said Company are hereby authorized and empowered to issue bonds or debentures which shall be and form a first charge on the undertaking, lands, buildings, tolls, and income of the Company, or any, either, or all of them, as may be expressed by the said bonds or debentures; and such bonds or debentures shall be in such form, and for such amount, and payable at such times and places as the Directors from time to time may appoint and direct. The said bonds or debentures shall be signed by the President or Vice-President, and shall have the corporate seal of the Company affixed thereto, provided that the amount of such bonds or debentures shall not exceed fifteen thousand dollars per mile, to be issued in proportion to the length of railway under contract or to be constructed under and by virtue of this Charter.

Power to
issue Bonds
or Debentures

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

Arrange-
ments for
branches.

13. The said Company are also hereby authorized and empowered to contract and agree with any incorporated Railway Company for the purchase or transfer, by deed of assignment, of their line of railway or undertaking, with the appurtenances and privileges thereto belonging, or in any manner appertaining thereto; and the Company, hereby incorporated, may assign, transfer, or lease their railway or any part thereof, or any rights or powers acquired under this Act, and the surveys, plans, work, plant, stock, machinery, or other effects belonging thereto, to any other incorporated Company, person, or persons, or Corporations, upon such terms and conditions, and with such restrictions as the Directors may deem expedient.

Company
authorized to
purchase.

Company
authorized to
transfer.

14. The stock and debentures of the said Company issued under the authority of this Act shall be free and exempt from taxation.

Exemption
from taxa-
tion.

15. Any Shareholder in the said Company, whether a British subject or alien, or a resident of Canada or elsewhere, has and shall have equal rights to hold stock in the said Company, and to vote on the same and to be eligible to office in the said Company.

Aliens may
vote, &c.

16. Any deed of conveyance of land to the said Company may be in the form of Schedule A, to this Act annexed, and may be enregistered at full length upon the affidavit of one of the witnesses to the execution thereof, made before the officers usually authorized to receive the same, and a deed in such form, or in words of like import, shall be a legal and valid conveyance of the land and immovables therein mentioned to all intents and purposes, and the registration thereof shall be of the same effect as if such deed were executed before a notary.

Form of
conveyance
to Companies.

17. This Act shall be known and cited as the "Quebec and New Brunswick Railway Act."

SCHEDULE A.

Form of Deed of Sale.

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

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

Signed, Sealed, and Delivered }
in presence of } A. B. I. S.
C. D.
E. F.