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Page 110 is incorrectly numbered page 111.

ACTS
OF THE
PARLIAMENT
OF THE
DOMINION OF CANADA,

PASSED IN THE SESSION HELD IN THE
FIFTY-FIRST YEAR OF THE REIGN OF HER MAJESTY

QUEEN VICTORIA,

BEING THE
SECOND SESSION OF THE SIXTH PARLIAMENT,

*Begun and holden at Ottawa, on the twenty-third day of February, and
closed by Prorogation on the twenty-second day of May, 1888.*



HIS EXCELLENCY
THE MOST HONORABLE SIR HENRY CHARLES KEITH, MARQUESS OF LANSDOWN,
GOVERNOR GENERAL.

VOL. II.
LOCAL AND PRIVATE ACTS.

OTTAWA:
PRINTED BY BROWN CHAMBERLIN,
LAW PRINTER TO THE QUEEN'S MOST EXCELLENT MAJESTY,
ANNO DOMINI, 1888.

A. SENEAL,
SUPERINTENDENT OF PRINTING.



51 VICTORIA.

CHAP. 48.

An Act to reduce the capital stock of "La Banque Nationale."

[Assented to 4th May, 1888.]

WHEREAS the existing subscribed and paid up capital Preamble.
stock of "La Banque Nationale" is two millions of
dollars, divided into forty thousand shares of the nominal
value of fifty dollars each; and whereas the shareholders
of the said bank have authorized an application to be made
by the board of directors to Parliament, for the reduction
of the said capital stock; and whereas the board of direc-
tors of the said bank have, by their petition, represented
that owing to losses sustained in the course of its business
and for the proper carrying on of its business, the capital
stock should be reduced, and have prayed for the passing of
an Act for that purpose, and whereas it is expedient to grant
in part the prayer of the said petition: Therefore Her Majesty,
by and with the advice and consent of the Senate and House
of Commons of Canada, enacts as follows:—

1. From and after the passing of this Act, the existing Capital stock reduced.
capital stock of the said bank is hereby reduced from two
millions of dollars to one million two hundred thousand
dollars, divided into forty thousand shares of thirty dollars
each, and the par or face value of the existing subscribed
and paid up shares is also hereby reduced from fifty dollars
each to thirty dollars each.

2. The register of shareholders of the bank shall be Register to be amended.
amended in accordance with the provisions of this Act, and
to enable this to be done the register and transfer books
shall be closed for fifteen days after the passing of this Act.

3. Nothing in this Act shall be construed so as to lessen Liability not affected.
or impair the liability of the shareholders to the present
creditors of the bank.

4. The directors of the bank may, at any time after the Dividend may be declared.
passing of this Act, and before the first day of November
VOL. 11—1½ 3 next,

next, declare and pay a dividend, out of the profits of the bank, without any preliminary notice thereof, notwithstanding anything contained in section twenty-six of chapter **R.S.C., c. 120.** one hundred and twenty of the Revised Statutes of Canada, intituled "*An Act respecting Banks and Banking.*"

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 49.

An Act respecting the Federal Bank of Canada.

[Assented to 4th May, 1888.]

WHEREAS the Federal Bank of Canada has, by its petition, represented that the bank is solvent, but that its affairs have not been sufficiently prosperous to enable it to carry on its business with profit to its shareholders; and whereas its shareholders, by resolution unanimously passed on the twentieth day of March, one thousand eight hundred and eighty-eight, at a special general meeting duly called for that purpose, determined that it is for their interest that the bank should be wound up by an executive committee of the board of directors of the bank, consisting of Herbert C. Hammond, Samuel Nordheimer and John Hoskin, under the supervision and subject to the control of the board, and that an additional director should be added thereto; and whereas the bank has asked that authority should be given for that purpose, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Herbert C. Hammond, Samuel Nordheimer and John Hoskin are hereby constituted an executive committee to realize the assets and wind up the affairs of the bank, under the control and supervision of the board of directors:

Executive Committee to wind up affairs.

2. In the event of any vacancy occurring in the executive committee by death, resignation or otherwise, such vacancy shall forthwith be filled by the board of directors from the members of the board.

Vacancies how filled.

2. The executive committee, subject to the supervision and control of the board, shall proceed to realize the assets in detail or *en bloc* and to wind up the bank as rapidly as is considered consistent with a prudent realization of the assets, and shall, for and in the name of the bank, have authority to grant extensions or renewals, borrow money on the assets to pay off onerous debts, enter into agreements,

Proceedings in liquidation.

Powers of committee.

compromises or arrangements of any kind which would in their opinion be of benefit to the bank, institute, prosecute or defend any actions or proceedings, civil or criminal, and direct the proper officers of the bank to execute any deeds, discharges or other documents that may be considered necessary.

Bank to cease business.

Certain matters not affected.

R.S.C., cc. 120 and 129.

3. The bank, from the date of this Act coming into force, shall cease to carry on its business except in so far as is required for the beneficial winding up thereof; but the rights, powers and obligations of the bank, and of the directors and of creditors, the liability of its shareholders and the laws and by-laws affecting the bank and the creditors and shareholders, including among all others the rights and powers of creditors and the liabilities of shareholders under "The Bank Act" and "The Winding up Act," in case of suspension of payment by the bank of any of its liabilities as they accrue, except as expressly varied by this Act, shall continue as if this Act had not been passed.

Payment of liabilities.

Division of surplus.

4. The assets of the bank shall be first applied in satisfaction of its liabilities and the expenses of winding up; and after its deposits and circulation have been paid in full and redeemed or provided for in cash, and after all other liabilities and the expenses of winding up and any possible contingencies have also been paid or provided for, the directors shall divide the balance among the shareholders of the bank according to their interest in the capital stock, and shall make returns of capital to shareholders when and as often as they are in the position to pay a dividend of ten per cent. on the capital stock, until such balance is fully divided amongst the shareholders.

Final distribution of assets reserved for ordinary liabilities.

Notice thereof.

5. If, when the affairs of the bank are wound up as far as possible, any portion of its unredeemed circulation or liabilities remains unpaid, the amount which has been reserved as provision for such circulation and liabilities shall be retained on deposit at interest in some chartered bank by the directors in their name until five years have elapsed from the passing of this Act; and thereupon after one month's notice in the *Canada Gazette*, and in one newspaper published in the city of Toronto, of the intention of the directors to distribute the amount so reserved among the shareholders unless a claim is made thereto, the directors shall, after payment of any claims that are established and providing for all necessary expenses, distribute the balance unclaimed among the shareholders with the accrued interest; and thereafter all claims against the bank shall be barred and extinguished.

Final meeting of shareholders.

6. The directors shall, upon the final winding up of the bank, call a meeting of the shareholders for the purpose of

surrendering the charter and dissolving the bank, and upon a resolution passed for that purpose the charter of the bank shall thereupon lapse and be extinguished.

7. Reasonable remuneration shall be made for the services of the directors and executive committee, that of the directors to be in accordance with the by-law in that behalf, and that of the executive committee to be ascertained and determined by the Chancery Division of the High Court of Justice for Ontario. Remuneration of directors and of executive committee.

8. The by-law of the bank defining the number of directors is hereby amended by substituting the word "eight" for "seven," and Thomas Long, of Toronto, is hereby declared to be duly elected to fill such additional place; and power is hereby reserved to the shareholders of the bank to reduce the number of directors at a meeting specially called for the purpose. Number of directors.

9. Nothing herein contained shall in any way prejudice impair or affect any valid existing contract or any trust security, right or power held or possessed by any creditor or any trustee on behalf of any creditor. Certain rights saved.

10. All transfers of shares in the said bank after the passing of this Act, except transfers made with the express previous sanction of the said Executive Committee, shall be void. No transfer without consent of executive committee.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 50.

An Act to provide for the winding up of the Bank of London, in Canada.

[Assented to 22nd May, 1888.]

Preamble.

WHEREAS the Bank of London, in Canada, has, by its petition, represented that in the month of August last it was compelled to suspend payment under the provisions of "*The Bank Act*," and was able, within the time limited by the said Act, to resume payment, but unable to continue its business with advantage, and that it desires to wind up its business: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Business of the bank may be wound up.

1. The directors of the Bank of London, in Canada, are hereby authorized to wind up the business of the said Bank, and for that purpose may carry on the business thereof, and may, in such manner as to them seems most advisable, convert the assets thereof, real and personal, into cash, and may collect, compromise, compound or otherwise adjust or settle any claims due to the Bank, and may do and execute all such acts and things as are necessary or in their opinion desirable for the winding up of the affairs of the Bank as speedily and in as beneficial a manner as possible: Provided always, that no new business shall be transacted by them: and provided also, that no notes of the Bank shall hereafter be issued by the Bank for circulation or otherwise.

No new business or issue of notes.

Redemption of notes.

2. The directors shall, out of the proceeds of the assets in the first place, appropriate a sum of money sufficient to redeem in full all outstanding notes of the bank, and they shall call in and redeem such notes as quickly as possible, or they may enter into any agreement they may deem advisable with any chartered bank for the redemption or assumption of payment of their outstanding note issue by such chartered bank; and they shall, in the next place, pay and discharge all other debts, liabilities and obligations of the

Payment of debts.

the bank, and after payment in full of the said note issue and other debts, liabilities and obligations as aforesaid, or so much thereof as shall have been presented for payment, and after making provision as hereinafter mentioned for such portion thereof as may then remain outstanding and unpaid, and for all costs and expenses incurred in winding up the said Bank, the directors shall divide the remainder of the said proceeds among the shareholders according to their rights and interests in the Bank.

Division of remainder.

3. The directors, before making the dividend referred to in the next preceding section, shall make all reasonable efforts to call in and redeem, settle and discharge all the said notes, debts, liabilities and obligations of the bank; and if, after making such efforts as aforesaid, any portion of the said note issue, debts, liabilities or obligations of the bank, remain outstanding or unpaid, the directors shall, before making such dividend among the shareholders, deposit in some chartered bank a sum of money sufficient to pay in full all such outstanding notes, debts and liabilities, and for the performance of its obligations, which sum of money so deposited shall be kept on deposit and used for the purpose aforesaid, for five years from the time of the making of such dividend; and on the expiration of such period of five years the directors shall advertise in each issue of the *Canada Gazette* for one month, and at least once a week for the same period in newspapers published in the city of London, Ontario, and at each place where the Bank had an agency, that on a day to be named in such advertisements,—which day shall be after the day of the last publication of such advertisements,—the directors will proceed to distribute the balance remaining of the amount so reserved, and that all claims against the Bank, not presented to them on or before the day so named in such advertisements, will be barred; and the directors shall thereupon proceed to distribute among the shareholders according to their several rights and interests, whatever amounts remain after payment of all claims presented up to and including the day named in such advertisements for the distribution of such balance; and all claims or notes not presented on or before such day shall be barred, and the distribution shall be made without reference thereto.

Provision to be made for undischarged obligations.

Notice of final distribution.

Final distribution of assets.

4. Nothing herein contained shall release the said Bank from any of its obligations contained in the lease of the Bank premises in London from one George G. Magee, nor except as hereinbefore provided from any other of its contracts or obligations.

Certain rights saved.

5. Except as varied by this Act, the provisions of "*The Bank Act.*" shall apply to the Bank of London, in Canada.

R.S.C., c. 120 to apply.

6. The directors shall, upon the final winding up of the bank, call a meeting of the shareholders for the purpose of surrendering

Final meeting and dissolution of the corporation.

surrendering the charter and dissolving the bank, and upon a resolution passed for that purpose the charter of the bank shall thereupon lapse and be extinguished.

Transfers to
be sanctioned.

7. All transfers of shares in the said bank after the passing of this Act, except transfers made with express previous sanction of the directors, shall be void.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 51.

An Act respecting Bonds on Branch Lines of the Canadian Pacific Railway Company.

[Assented to 4th May, 1888.]

WHEREAS the Canadian Pacific Railway Company has, Preamble.
by its petition, represented that the branch line, to be known as the Toronto Branch of the Canadian Pacific Railway, which it proposes to construct under its charter from a point at or near Sudbury to a point at or near Claremont, will be unusually expensive; that an issue of twenty thousand dollars of bonds per mile thereon would not constitute a sufficient aid towards the construction thereof; and that a similar state of things will probably occur in respect of other branches to be hereafter built by the said Company; and it has prayed that the maximum amount of bonds to be issued on any such branch be fixed at thirty thousand dollars per mile, and that it be authorized to issue debenture stock in the place and stead of such bonds; and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The limit of twenty thousand dollars per mile to the amount of bonds which the Company may issue, secured exclusively upon any branch line of railway, fixed by the fourth section of the Act passed in the session held in the fiftieth and fifty-first years of the reign of Her Majesty, chapter fifty-six, is hereby extended to thirty thousand dollars per mile, subject, however, to all the other provisions of the said Act in respect of the application of the proceeds of such bonds and of the manner in which they shall be secured and issued, and the disposition of their proceeds provided for. Limitation as to amount of bonds changed. 50-51 V., c. 56.

2. The Company may issue debenture stock in lieu of bonds and to the same amount; and in that event the proceeds of such debenture stock shall be applied, and the same may be issued and secured and provisions made for the disposition Issue of debenture stock in lieu of bonds.

of the proceeds thereof, in the same manner as is provided by the said Act and by law with respect to the bonds thereby authorized to be issued.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 52.

An Act to incorporate the South-Western Railway Company.

[Assented to 22nd May, 1888.]

WHEREAS the construction and operation of a railway Preamble.
from a point on the Atlantic and North-West Rail-
way, at or near the village of Caughnawaga, to Valleyfield,
and to a convenient point on the international boundary
line of the Province of Quebec, at or near the village of
Dundee, there to connect with the railway system of the
United States of America, would be for the general advan-
tage of Canada; and whereas a petition has been presented
praying for the incorporation of a Company for that purpose,
and it is expedient to grant the prayer of the said petition:
Therefore Her Majesty, by and with the advice and consent
of the Senate and House of Commons of Canada, enacts as
follows:—

1. Louis R. Baker, Cyrille Guimond, Moise Plante, Incorporation.
John W. Kilgour, Célestin Bergevin, James Wattie, Zéphirin
Boyer, Ferdinand Leduc, John S. Nicolson, Philemon La-
berge and Alexis Doutre, together with such persons as,
under the provisions of this Act, become shareholders in
the Company hereby incorporated, are hereby constituted a
body corporate and politic, under the name of "The South- Corporate
Western Railway Company," hereinafter called the Com- name.
pany; and the said railway and the works hereby author-
ized are declared to be for the general advantage of Canada. Declaratory.

2. The head office of the Company shall be in the city of Office of the
Montreal; but the board of directors may establish one or company.
more offices in other places in Canada or elsewhere.

3. The Company may lay out, construct and operate a Line of rail-
railway of the gauge of four feet eight and one-half inches, way describ-
from a point on the Atlantic and North-West Railway at ed.
or near the village of Caughnawaga, connecting there with
the Atlantic and North-West Railway Company's bridge
13
over

over the River St. Lawrence, passing at a distance not exceeding one and a half miles to the southward of the village of St. Anicet, to a convenient point on the international boundary at or near the village of Dundee, there to connect with any railway in the United States of America reaching the said point,—the said railway to run *viâ* the town of Beauharnois and the town of Valleyfield.

Provisional directors and their powers.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum, and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Money deposited to be withdrawn for certain purposes only.

Capital stock and shares.

5. The capital stock of the Company shall be five hundred thousand dollars, divided into shares of one hundred dollars each; and the 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 of the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

First meeting of shareholders.

6. So soon as two hundred thousand dollars of the said capital stock have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the city of Montreal, at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in the said city, at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect seven directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders as hereinafter provided.

Notice thereof.

Election of directors.

Annual general meeting.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Wednesday, in February in each year, at the city of Montreal or elsewhere in Canada, as may be appointed

by by-law ; and notice of the hour and place of such meeting shall be given at least fourteen days' previously in the *Canada Gazette*, and in one or more daily newspapers published in the city of Montreal.

8. At such annual general meeting the subscribers for their capital stock assembled who have paid all calls due on their shares shall choose seven persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Number of directors.

Paid directors.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due.

Qualification of director.

10. The directors of the Company, under the authority of the shareholders to them given at any special general meeting called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary, — which counter-signature and the signature to the coupons attached to such bonds may be engraved ; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper :

Issue of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they are able to obtain, for the purpose of raising money for prosecuting the said undertaking :

Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed twenty thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed.

Amount limited.

11. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed ; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway :

Mortgage deed to secure bonds.

Working expenditure.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the

Powers granted by deed.

Validity of deed. bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided:

Deposit of deed. 3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Bonds to be a preferential claim on the undertaking. 12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section:

Bondholder to be a mortgagee. 2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Powers of bondholders in case of non-payment. 13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized, at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid-up shares of the Company to a corresponding amount:

Rights of bondholder defined. 2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares:

Registration of bonds. 3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Certain rights not affected. 14. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers,

Transfer of bonds, &c. registered

registered in the same manner as in the case of the transfer of shares.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted, or indorsed with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Promissory notes may be issued.

Notes not to be payable to bearer.

16. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic having power to grant the same, any bonus of money or debentures or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Grants in aid may be received.

17. The directors of the Company elected by the shareholders may make and issue as paid up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

18. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Telegraph and telephone lines.

19. The Company may enter into an agreement with the Atlantic and North-West Railway Company, the Canada Atlantic Railway Company, the Grand Trunk Railway Company of Canada and the St. Lawrence and Adirondack Railway Company, or any one of them, for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms

Agreement with another company.

Sanction of shareholders and of Governor in Council.

terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit ; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council :

Notice of application for sanction.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application ; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Limitation of time.

20. The railway shall be commenced within two years and completed within five years from the passing of this Act ; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

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51 VICTORIA.

CHAP. 53.

An Act respecting the Ontario and Quebec Railway Company.

[Assented to 22nd May, 1888.]

WHEREAS the Ontario and Quebec Railway Company Preamble. has, by its petition, prayed for the confirmation of the Order made on the twenty-fifth day of January, one thousand eight hundred and eighty-seven, by the Governor in Council, respecting a branch of its line entering the city of Toronto from the east, now known as the Don Branch,—for the ratification of an exchange of lands between the Toronto, Grey and Bruce Railway Company and certain other persons,—and for an extension of time wherein to complete certain portions of its railway; and whereas it is expedient to grant in part the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The expression “the Company” in this Act means the Ontario and Quebec Railway Company. Interpretation.

2. The Company may, at any time within three years from the passing of this Act, construct and complete the branch of its line referred to in the said Order in Council, dated the twenty-fifth day of January, one thousand eight hundred and eighty-seven, and set forth in the Schedule to this Act; Provided, that if, in consequence of the work, known as the Don improvement, now being carried on by the city of Toronto, or for any other reason, the Company desires to alter the location of the said branch or any part of it, the Company may, from time to time, submit to the Governor General in Council for approval a plan of the proposed alteration, and if approved such new location shall be as valid as if expressly authorized by this Act. Don Branch may be constructed. Proviso: as to change of location.

3. Nothing herein contained shall affect pending cases, nor shall be held to affect the legal rights of any owner of property which may be damaged by the said construction. Certain matters not affected.

of the said branch, excepting that the Company shall not be restrained from entering Toronto by the said branch, or from expropriating the lands necessary to build the said branch.

Certain conveyances of lands confirmed.

4. The conveyances of lands by the Toronto, Grey and Bruce Railway Company in the aforesaid exchange, and made or to be made respectively to Her Majesty the Queen and to the Land Securities Company, are hereby ratified and confirmed, and the said grantees thereof shall respectively take and hold the lands so conveyed to them free and clear of all incumbrances created by the Toronto, Grey and Bruce Railway Company.

Time for construction extended.

47 V., c. 61.

5. The time limited by the Act passed in the forty-seventh year of the reign of Her Majesty, and chaptered sixty-one, for the construction of the said railway to the River Detroit, is hereby continued and extended for four years from the passing of this Act.

Certain railway to form part of company's railway.

6. That portion of the West Ontario Pacific Railway already constructed from Woodstock to London, and leased to the Company under the authority of the statute in that behalf, is hereby declared to be part of the said railway to the River Detroit.

SCHEDULE.

Certified Copy of a Report of a Committee of the Honorable the Privy Council, approved by His Excellency the Governor General in Council, on the 25th January, 1887.

On a memorandum dated 24th January, 1887, from the Minister of Railways and Canals, representing that application has been made on behalf of the Ontario and Quebec Railway Company, under the provisions of the 18th subsection of section 7 of the Consolidated Railway Act, 1879, for the sanction of the Governor in Council to the building of a branch line, the "Don Branch," under six miles in length, for the purpose of connecting the city of Toronto in a direct course with the main line of the Company's railway and for the purpose of giving increased facilities to the business of the Company.

The Minister further represents that the Company have submitted evidence of their fulfilment of the requirements of the said sub-sections in respect of applications of this nature, namely, the publication of notice for six weeks in a county newspaper of their intention to apply for sanction to build such branch line and to expropriate the necessary lands for the purpose, and also the deposit in the proper registry office, prior to publication of the said notice, of maps and plans indicating the location of the line, and

further the submission after the expiration of the said notice, of the said plans and maps for the approval of the Governor in Council.

The Minister considering it desirable that the Company should be permitted to build this branch, recommends that due sanction be given therefor, and that the maps and plans submitted, showing the location of the line from a point on the main line of the Ontario and Quebec Railway, on lot 12, in the 3rd concession from the bay, in the township of York to a point on the Esplanade in the city of Toronto, near York Street, be approved, and further, that the time for the construction of the said branch be fixed as on or before the 30th of November, 1887.

The Committee submit the above recommendation for Your Excellency's approval.

(Signed) JOHN J. MCGEE,
Clerk Privy Council.

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51 VICTORIA.

CHAP. 54.

An Act respecting the Stanstead, Shefford and Chambly Railway Company.

[Assented to 22nd May, 1888.]

Preamble.

WHEREAS the Stanstead, Shefford and Chambly Railway Company has, by its petition, prayed for the passing of an Act to empower it to reorganize its securities, to reduce its share capital, and also for power to lease or sell its railway to any other railway company in Canada, or to amalgamate with any other railway company or companies in Canada, and for other purposes; and whereas it is expedient to grant in part the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Borrowing powers and issue of bonds.

1. The Stanstead, Shefford and Chambly Railway Company, hereinafter called "the Company," may borrow and raise, for the purposes hereinafter specified, by the issue of new first mortgage bonds, such sum or sums as the shareholders of the Company, entitled to vote in general or special general meeting assembled, from time to time determine, such bonds to be signed by the president or vice-president, and countersigned by the secretary,—which countersignature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest, not exceeding five per cent. per annum, as the directors think proper: Provided always, that the total amount of such bonds shall not exceed the sum of twenty thousand dollars per mile of railway at any time constructed by the Company; and provided also, that such portion of the said bonds as is necessary, shall be held by the trustees under the mortgage deed hereinafter referred to, for the purpose of taking up by purchase, exchange or otherwise the whole of the existing bonds issued by the Company, on such terms as are agreed upon between the holders thereof and the Company.

Amount limited.

A certain amount to be held by trustees.

2. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed, but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway :

Mortgage deed to secure bonds.

Working expenditure.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, or by any Acts respecting the Company, and all other powers, rights and remedies not inconsistent with this Act, or any Acts respecting the Company, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, or any Acts respecting the Company, as the case may be ; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided :

Powers granted by deed.

Validity of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Deposit of deed.

3. The capital stock of the Company shall hereafter consist of one million two hundred and fifty thousand dollars, divided into shares of one hundred dollars each, of which there shall be allotted to the holders of the existing shares one share in exchange for every one now held : Provided however, that stock so issued to existing stockholders shall be subject to the payment of such calls or sums of money as may be or remain unpaid or due on the original stock ; but the powers granted by this section shall not be exercised until they have first been submitted to a meeting of the shareholders of the Company duly called for that purpose and approved of by a vote of two-thirds of the holders of the stock of those present in person or represented by proxy :

Capital stock and disposal thereof.

As to payment of calls.

Proviso : for approval of shareholders.

2. Any part of the said capital stock not required for the purpose of making the aforesaid exchange and allotment may be issued as paid up stock by the Company and applied or disposed of in payment of the cost of constructing any additional railway the Company is authorized to construct, or in payment for enlargements, improvements or additions to the property or equipment of the railway of the Company or generally for the purposes of the Company :

Issue and application of paid up stock.

3. The Company may also issue ordinary stock not to exceed twenty thousand dollars per mile for any extensions of its line which it is authorized to construct.

Issue of ordinary stock.

4. The Company may, from time to time, for advances of money to be made thereon, mortgage or pledge any bonds or shares which, under the provisions of this Act, may be issued

Disposal of bonds.

issued for the purposes of the said railway, and the said securities are hereby declared to be personal property.

Powers as to wharves, lands, &c.

5. The Company, at any point where the railway, or any branch thereof, approaches within two miles of any navigable waters, may purchase and hold, as its own absolute property, wharves, piers, docks, water lots and lands; and upon the said water lots and lands, and in and over the waters adjoining the same, may build and erect elevators, storehouses, warehouses and engine-houses, sheds, wharves, docks, piers and other erections for the use of the Company, and the steam and other vessels owned, worked or controlled by the Company, or any other steam or other vessels; and may collect wharfage and store charges for the use of the same; and may erect, build and maintain all moles, piers, wharves and docks necessary and proper for the protection of such works, and for the accommodation and convenience of vessels entering, leaving, lying, loading and unloading within the same; and may dredge, deepen and enlarge such works; and in its discretion may sell, lease or convey the said wharves, piers and docks, water lots, lands, elevators, storehouses, warehouses, engine-houses, sheds and other erections, or any thereof, or any portions thereof:

Such works may be sold or disposed of.

Rivers not to be obstructed.

2. No such work or any part thereof shall be constructed so as in any way to materially obstruct navigation, or the flow of water on any navigable river; and the Company shall not commence the construction of any wharf, dock or pier on any navigable water until the plans and site of each such wharf, dock or pier have first been submitted to and approved of by the Governor in Council.

Approval of Governor in Council.

Powers as to steam and other vessels.

6. The Company may purchase, build, complete, fit out and charter, sell and dispose of, work and control, and keep in repair steam or other vessels, from time to time, to ply on the lakes, rivers and canals of the Province of Quebec, in connection with the said railway; and also may make arrangements and agreements with steamboat and vessel proprietors, by chartering and otherwise, to ply on the said lakes, rivers and canals in connection with the said railway.

Telegraph and telephone lines.

7. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the said railway.

Extensions and branches.

8. The Company may enter into a contract or contracts with any individual, or association of individuals, for the construction or equipment, or both, of any extension or improvement or improvements of its lines, or any branch authorized by this Act or by any Acts relating to the Company, or any part of such lines, or for the purchase of right of way, and may pay therefor, either in whole or in part,

either in cash or bonds or paid up stock, or partly in one and partly in the other, or otherwise howsoever, as the said directors deem best.

9. The corporation of any municipality through which the said railway passes having power so to do may grant, by way of gift, to the Company any lands belonging to the said municipal corporation which are required for right of way, station grounds, or other purposes connected with the running or traffic of the Company's railway, and the Company may accept gifts of land from the Government, or any person or body politic or corporate, for the purposes aforesaid.

Grants in aid may be received.

10. The head office of the Company shall be in the city of Montreal; but the Company may also open an office in the city of London, England.

Offices of the company.

11. Ordinary or special general meetings of the Company shall be called by giving three weeks' notice thereof in the *Canada Gazette* and in one newspaper published in the city of Montreal and in one newspaper published in the English language and in one in the French language, if any, in the District of Bedford; and such notice shall state the day, hour and place of such meeting and, in the case of special meetings, the business to be transacted thereat.

General meetings and notice thereof.

12. The Company may enter into an agreement for amalgamation with the Missisquoi and Black Rivers Valley Railway Company, on such terms and conditions as are mutually agreed upon, and subject to such restrictions as the directors of such companies see fit, provided that such agreement shall only become operative and binding after it has been submitted to special general meetings of each of the companies proposed to be amalgamated, duly called for the purpose of considering the same, on notice given in the manner provided in the Acts relating to such companies for calling special meetings, and has received the approval of two-thirds of the persons entitled to vote present or represented by proxy at the meeting of each of such companies, and that it has also been sanctioned by the Governor in Council. And inasmuch as the Company's railway connects with the railway of the Grand Trunk Railway Company of Canada, and a through line of railway is thereby formed to the city of Montreal and other important business centres, and it may become expedient for the Company to enter into arrangements with the Grand Trunk Railway Company of Canada, for operating, leasing, or purchasing its railway, the directors of the said two companies may enter into an arrangement on such terms as they mutually agree upon, for the Grand Trunk Railway Company of Canada to operate, lease or purchase the railway, its equipment, franchise, and property, of the Stanstead, Shefford and Chambly Railway Company,

Agreement with another company.

Sanction of shareholders and of the Governor in Council.

With Grand Trunk Railway Company.

Sanction of shareholders and of the Governor in Council.

pany, or of the amalgamated company, in the event of the prior amalgamation of the Company with the Missisquoi and Black Rivers Valley Railway Company, provided that such agreement shall become operative and binding only after it has been submitted to a special general meeting of each of the companies called for the purpose of considering the same, after notice given in the manner provided in the Acts relating to such companies for calling special general meetings, and has received the approval of two-thirds of the persons entitled to vote present or represented by proxy at such meetings, and that it has also been sanctioned by the Governor in Council :

Notice of application for sanction.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Declaratory.

13. The said railway is hereby declared to be a work for the general advantage of Canada.

Corporate powers and existence confirmed.

14. Notwithstanding the provisions of any Act either of the Dominion of Canada or of the Province of Quebec, or the non-completion of the railway within the period limited by any Act respecting the said railway, the corporate existence and powers of the Company shall be held to have continued and shall continue in full force and effect; and all proceedings taken and things done by the Company, and the directors and officers thereof, within the limits assigned to them by the said Acts of incorporation and other Acts relating to the Company, shall be held good and valid, provided the said railway is completed and put in operation within five years from the passing of this Act.

Limitation of time.

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51 VICTORIA.

CHAP. 55.

An Act to amend the Act of the present Session, intituled :
“An Act respecting the Stanstead, Shefford and
Chambly Railway Company.”

[Assented to 22nd May, 1888.]

HER Majesty, by and with the advice and consent of the Preamble.
Senate and House of Commons of Canada, enacts as
follows :—

1. The twelfth section of the Act passed during the pre-
sent session and intituled “*An Act respecting the Stanstead,
Shefford and Chambly Railway Company,*” is hereby amend-
ed by striking out the words “and Black Rivers” wherever
the said words occur. Section 12 of
c. 54 amend-
ed.

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Excellent Majesty.



51 VICTORIA.

CHAP. 56.

An Act to amend the Acts relating to the Great Western and Lake Ontario Shore Junction Railway Company.

[Assented to 4th May, 1888.]

Preamble.

WHEREAS the Great Western and Lake Ontario Shore Junction Railway Company have, by their petition, prayed that the times for the commencement and completion of their railway may be extended, and that the Acts relating to the Company may be otherwise amended as hereinafter set forth, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Extension of
time for con-
struction.
48-49 V., c. 18

1. The times limited by section one of the Act passed in the session held in the forty-eighth and forty-ninth years of Her Majesty's reign, chaptered eighteen, for the commencement and completion of the said railway, are hereby continued and respectively extended, so that the said railway shall be commenced within three years and be completed within seven years from the passing of this Act.

Sections 1 and
5 of 36 V., c.
88, as amend-
ed by certain
subsequent
Acts, further
amended.

2. The first and fifth sections of the Act passed in the thirty-sixth year of Her Majesty's reign, chaptered eighty-eight, as amended by the second section of the Act passed in the thirty-ninth year of Her Majesty's reign, chaptered forty-eight, by the second section of the Act passed in the forty-third year of Her Majesty's reign, chaptered fifty, by the second section of the Act passed in the forty-sixth year of Her Majesty's reign, chaptered sixty-five, and by the second section of the Act passed in the session held in the forty-eighth and forty-ninth years of Her Majesty's reign, chaptered eighteen, are respectively further amended by substituting the name of Joseph Hickson, of the city of Montreal, for that of the late Honorable William McMaster, the name of Edmund Wragge, of the city of Toronto, for that of John Burton, and the name of Robert Wright, of the city of Montreal, for that of William S. Champ, therein.

New corpora-
tors.



51 VICTORIA.

CHAP. 57.

An Act respecting the South Norfolk Railway Company.

[Assented to 4th May, 1888.]

WHEREAS the South Norfolk Railway Company have, Preamble.
by their petition, prayed that an Act may be passed to enable the said Company to amalgamate with or sell to the Grand Trunk, Georgian Bay and Lake Erie Railway Company their railway and works, capital stock, assets, rights, privileges, property and franchises, on such terms, for such considerations, and upon such conditions as may be agreed upon; and whereas the Grand Trunk, Georgian Bay and Lake Erie Railway Company have also prayed, by their petition, that an Act for the purposes aforesaid, and to authorize the said last mentioned Company to amalgamate with or purchase as is prayed by the said South Norfolk Railway Company, may be passed, and whereas it is expedient to grant the prayer of the said petitioners: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The South Norfolk Railway Company are hereby authorized to sell, and the Grand Trunk, Georgian Bay and Lake Erie Railway Company are hereby authorized to purchase, the railway and works, capital stock, assets, rights, privileges, property and franchises of the South Norfolk Railway Company, upon such terms and conditions as may be agreed upon by the directors of the said companies: Sale of railway authorized.
Provided, that any agreement for such sale and purchase shall not be valid until it has first been ratified by a two-thirds' vote of the shareholders of each company, present in person or represented by proxy, at a special general meeting of each company duly convened for the purpose of considering such agreement. Sanction of shareholders required.

2. Such agreement shall provide that all Acts relating to the South Norfolk Railway Company shall be respected, and that all obligations of that Company shall be carried out by the Grand Trunk, Georgian Bay and Lake Erie Railway Company, Certain matters not affected.

Company, which shall be liable and may be sued therefor; and all the rights and privileges and claims of any bondholder or of any person in respect of either company shall, in no way, be impaired by such sale and purchase.

How payment
may be made.

Railway to
form part of
Grand Trunk,
Georgian Bay
and Lake Erie
Railway.

3. The Grand Trunk, Georgian Bay and Lake Erie Railway Company may make use of any of their available funds or assets in order to complete the said purchase, and may, with the concurrence of the Grand Trunk Railway Company of Canada, use for such purchase any of their bonds now set aside for an enlargement and extension fund; and the South Norfolk Railway shall, in the event of such purchase being completed, become an extension of the Grand Trunk, Georgian Bay and Lake Erie Railway Company, and shall thereafter form a part of that railway, and may be operated as such by the Grand Trunk Railway Company of Canada, under an existing arrangement between the Grand Trunk Railway Company and the Grand Trunk, Georgian Bay and Lake Erie Railway Company, or upon such terms and conditions as may be mutually agreed upon between the directors of the Grand Trunk Railway Company of Canada, and of the Grand Trunk, Georgian Bay and Lake Erie Railway Company.

Security of
bond and
stock holders.

4. Any of the bonds or stocks legally created and issued by the South Norfolk Railway Company, under any of their powers for that purpose, may be held by the Grand Trunk, Georgian Bay and Lake Erie Railway Company, as security for their bond and stock holders.

Effect of sale.

5. Upon the ratification of the said agreement in the manner above mentioned, the railway and works, capital stock, assets, rights, privileges, property and franchises of the South Norfolk Railway Company shall be vested in the Grand Trunk, Georgian Bay and Lake Erie Railway Company; and any suit, action or proceeding, pending at the time when such agreement takes effect, by or against either company, may be continued and completed by or against the Grand Trunk, Georgian Bay and Lake Erie Railway Company.

Deposit of
agreement.

6. A duplicate of the agreement shall be filed in the office of the Secretary of State of Canada at Ottawa, and notice thereof shall be given in the *Canada Gazette*, and the production of the *Gazette* containing such notice shall be *prima facie* evidence that the requirements of this Act have been complied with.



51 VICTORIA.

CHAP. 58.

An Act respecting the Grand Trunk Railway Company of Canada.

[Assented to 4th May, 1888.]

WHEREAS the Grand Trunk Railway Company of Preamble.
Canada have, by their petition, prayed that an Act
may be passed to enable them to consolidate and arrange
the capital of the said Company and to increase their capi-
tal, and for other purposes, and whereas it is expedient
to grant the prayer of the said petition: Therefore Her
Majesty, by and with the advice and consent of the Senate
and House of Commons of Canada, enacts as follows:—

1. This Act may be cited as "*The Grand Trunk Railway* Short title.
Act, 1888."

2. The expression "the Company," when used in this Interpreta-
Act, means the Grand Trunk Railway Company of Canada, tion.
as now constituted.

3. In addition to the amounts which the Company are 37 V., c. 65.
authorized to borrow and raise under the Acts thirty-seventh 45 V., c. 66.
Victoria, chapter sixty-five, forty-fifth Victoria, chapter six- 47 V., c. 52.
ty-six, forty-seventh Victoria, chapter fifty-two, and fiftieth 50-51 V., c. 57.
and fifty-first Victoria, chapter fifty-seven, the Company
may borrow and raise for the purposes hereinafter specified,
by the creation and issue of perpetual consolidated debenture
stock, to be called "Grand Trunk Consolidated Debenture
Stock," bearing interest at any rate not exceeding four
per cent. per annum, such sum or sums as the proprietors
of the Company entitled to vote in general or special gener-
al meetings assembled from time to time determine:
Provided always, that the total interest upon the authorized
securities and charges included in the schedule to this Act,
which shall not have been acquired or exchanged by the
Company, as hereinafter provided, shall not, at any time,
together with the interest upon the consolidated debenture
stock issued under this Act, exceed the sum of one hundred
and thirty-six thousand nine hundred and twenty-one
pounds sterling per annum.

Issue of con-
solidated de-
benture
stock.

Proviso:
amount of in-
terest limited.

47 V., c. 52.
50-51 V., c. 57.

Ranking of
consolidated
debenture
stock.

Proviso.

Application
of such stock.

Security to
holders of de-
benture stock.

Votes of hold-
ers of debenture
stock.

Payment of
interest.

4. The consolidated debenture stock issued or to be issued by the Company under the powers of the said Acts, forty-seventh Victoria, chapter fifty-two, and fiftieth and fifty-first Victoria, chapter fifty-seven, shall, together with the debenture stock hereby authorized to be issued, as and when created, and the interest thereon, respectively, rank equally as one single consolidated debenture stock, and shall, subject to the priorities of all existing charges and also to the five per cent. perpetual debenture stock mentioned in schedule number two to the said Act forty-seventh Victoria, chapter fifty-two, and the provisions relating to the Company as to working expenses, be and become a first charge upon the whole of the undertaking, railways, works, rolling stock, plant, property and effects of the Company; but the holders of the said consolidated debenture stock of the Company, whether issued prior or subsequently to the passing of this Act, under the powers conferred by this Act or the said former Acts, shall not, as amongst themselves, be entitled to any preference or priority: Provided always, that nothing in this Act contained shall give to the securities in schedule one of this Act, or to any of them, any right or priority other than such as they now possess.

5. The additional consolidated debenture stock hereby authorized to be created, or the proceeds thereof, shall be applied by the Company to the following purposes, that is to say: in acquiring by exchange, purchase, or otherwise, the securities and charges included in schedule one to this Act, upon such terms and conditions as may, from time to time be agreed upon between the Company and the respective holders of such securities and charges, and to the general purposes of the Company.

6. The securities and charges so acquired by exchange or otherwise, shall be held as subsisting and continuing as a security *pro tanto* for the benefit of the holders of the Grand Trunk consolidated debenture stock, in the same way in all respects as if such securities and charges had been duly transferred to and were held by trustees for the benefit of the holders of the said consolidated debenture stock; but unless and until any default shall be made in the payment of any interest on such stock, the revenue derived from the said securities and charges shall be considered as part of and included in the general revenues of the Company.

7. The holders of the consolidated debenture stock hereby authorized to be created, shall have the same voting power thereon as is now possessed by the holders of the said consolidated debenture stock heretofore authorized, and the interest on the stock by this Act authorized shall be due

and payable at the same times and in the same manner as the interest on the four per cent. consolidated debenture stock of the Company already issued.

8. The Company may increase the nominal amount of their first preference stock by the creation of two hundred and one thousand eight hundred and fifty pounds, seventeen shillings and ten pence additional stock, making a total of three million four hundred and twenty thousand pounds sterling, and the nominal amount of its second preference stock by the creation of two hundred and two thousand two hundred and five pounds six shillings and seven pence additional stock, making a total of two million five hundred and thirty thousand pounds sterling, and shall apply the said additional stocks in issuing from time to time, to the holders of the six per cent. preference stock mentioned in schedule two to this Act, such amount of the said first preference stock of the Company, not exceeding the said sum of two hundred and one thousand eight hundred and fifty pounds seventeen shillings and ten pence, and such amount of the said second preferred stock of the Company, not exceeding the said sum of two hundred and two thousand two hundred and five pounds six shillings and seven pence, as the respective holders of the said six per cent. preference stocks from time to time agree with the directors to accept in full discharge of all their respective rights and claims as holders of the said six per cent. preference stocks respectively held by them, which shall thereupon be cancelled and extinguished; and the Company shall apply the balance, if any, of the said preference stocks, or the proceeds thereof, to the general purposes of the Company :

2. The additional preference stocks hereby authorized to be created and issued shall, as and when issued, entitle the holders to rank in all respects *pari passu* with the holders of the present first or second preference stocks of the Company, respectively.

9. The several provisions of the Acts thirty-seventh Victoria, chapter sixty-five, and forty-first Victoria, chapter twenty-five, respecting the Grand Trunk Railway of Canada Superannuation and Provident Funds, and respecting insurance against accidents to the employees of the Company, which includes insurance against death and the payment of certain allowances in the said Act mentioned, shall apply to the whole of the Grand Trunk system and to the employees on the lines worked by them, and, further, the said powers shall also include insurance in cases of death arising otherwise than from accident.

10. The Company are hereby authorized to lay out and construct a railway with a double or single line of rails, from

Increase of first preference stock.

Application of such stock.

Ranking of such stock.

37 V., c. 65.
41 V., c. 25.

To apply to whole of Grand Trunk system.

Life insurance.

Line of railway authorized.

from a point on their line at or near Glencoe, by such route as may be deemed best, to a point on their Sarnia branch, at or near Wanstead, in the county of Lambton; and all the provisions of the statutes relating to the said Company, and "*The Railway Act*," shall apply to the said line hereby authorized.

Issue of bonds to pay for construction thereof.

11. The Company may create a mortgage on the said line hereby authorized to secure an issue of bonds to the extent of a sum not exceeding twenty thousand dollars per mile, to pay for the construction thereof, and the said mortgage shall be a first charge thereon.

Steamships may be operated.

12. The Company may own or hire and run steamships for carrying freight and passengers to and from any port with which their lines of railway connect, to and from any port in Great Britain or Ireland.

Act subject to vote of a general meeting.

13. This Act shall not take effect unless and until submitted to a general meeting of the Company, and accepted by a majority of two-thirds of the votes of the persons present at such meeting in person or represented by proxy, entitled to vote thereat, - - provided that notice of the submission of this Act at such meeting has been duly given; and the certificate in writing of the chairman of such meeting shall be taken as sufficient evidence of the acceptance of this Act; and such certificate shall be filed in the office of the Secretary of State of Canada, and notice thereof published in the *Canada Gazette*; and copies thereof, certified by the Secretary of State, shall be taken and accepted in all courts of law and equity as sufficient evidence of the acceptance of the said Act; and on the acceptance of the said Act, as herein provided, it shall no longer be necessary to keep separate accounts for the Northern Railway of Canada and the Hamilton and North-Western Railway sections of the said railway.

Notice.

Certificate.

Certificate to be filed.

Separate accounts not necessary.

SCHEDULE No. 1.

Securities.	Amount.	Rate of interest.	Annual interest or rental.	Date of maturity.
Northern Railway of Canada, Five per cent. First Mortgage Bonds.....	£ 679,000	5	£ 33,950	1st July, 1902
do Six per cent. Northern Extension.....	150,700	6	9,042	1st July, 1893
do Four per cent. Perpetual Debenture Stock.....	363,350	4	14,534	
do Six per cent. Second Mortgage Bonds.....	50,000	6	3,000	Now due
do Six per cent. Third Mortgage Bonds.....	100,000	6	6,000	
Hamilton and North Western Railway, Six per cent. First Mortgage Bonds.....	450,000	6	27,000	1898
Joint Companies, Six per cent. Equipment Bonds.....	200,000	6	12,000	
Northern and Pacific Junction Railway Company (Leased Line), Five per cent. Mortgage Bonds.....	457,800	5	22,890	
do do Share Capital (\$300,000).....	41,095		189	
do do North Simcoe Lease (Rental), Six per cent. Mortgage Bonds (\$300,000).....	61,643	6	3,700	
do do Stock (\$30,000).....	10,273			
Lake Simcoe Junction (Lease) Stock, \$34,100.....		2	616	
Peterborough and Chemong Lake (Rental) Stock, \$150,000.....				
Northern and Hamilton and North-Western Railways Sections, Amount required to meet expenditure for enlargement and improvements.....	100,000	4	4,000	
	£2,663,861		£136,921	

SCHEDULE No. 2.

OF 6 PER CENT PREFERENCE STOCKS.

Preference Stock of the Company, originally issued by the Northern Railway Company of Canada.....	£ 150,000
Preference Stock of the Company, originally issued by the Hamilton and North-Western Railway Company.....	170,000
	£320,000

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51 VICTORIA.

CHAP. 59.

An Act to confirm a certain Agreement made between the Grand Trunk Railway Company of Canada, the Canada Southern Railway Company and the London and Port Stanley Railway Company.

[Assented to 4th May, 1888.]

Preamble.

WHEREAS the corporation of the city of London has, by its petition, represented that a certain agreement was, on the twenty-first day of January, one thousand eight hundred and eighty-seven, made between the Grand Trunk Railway Company, the Canada Southern Railway Company, and the London and Port Stanley Railway Company, with respect to the working of a portion of the line of the said last mentioned company, and that, to remove doubts as to the validity of the said agreement, it is expedient to confirm the same by legislation, and has prayed for the passing of an Act for that purpose; and whereas it is expedient to grant the prayer of the said petition so far as the same is within the legislative authority of the Parliament of Canada: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Agreement confirmed.

1. The said agreement, bearing date the twenty-first day of January, one thousand eight hundred and eighty-seven, made between the Grand Trunk Railway Company, the Canada Southern Railway Company, and the London and Port Stanley Railway Company, a copy whereof is set forth in the schedule to this Act, is hereby confirmed and declared to be binding upon the several parties thereto according to the terms thereof.

SCHEDULE.

This Agreement made this twenty-first day of January, in the year of our Lord 1887,

By and between The London and Port Stanley Railway Company (hereinafter called the Port Stanley Company), of the first part ;

The Grand Trunk Railway Company of Canada (hereinafter called the Grand Trunk), of the second part ; and—

The Canada Southern Railway Company (hereinafter called the Canada Southern), of the third part :

Whereas the Port Stanley Company own the railway between Port Stanley and London known as the London and Port Stanley Railway, which is now held under lease by the Grand Trunk ;

And whereas the Canada Southern desire to connect their line at St. Thomas with the city of London for the purpose of their business ;

And whereas in order to save the unnecessary expenditure of capital which would be required to build another line of railway between said points, it has been suggested that an arrangement be made for the use of the Port Stanley Company's line between St. Thomas and London by the Canada Southern, under proper terms and conditions, so as to make said section of the Port Stanley Company's line available for the purposes of the Grand Trunk and Canada Southern respectively ;

And whereas the Grand Trunk now have a lease of the Port Stanley Company's line, which lease expires on the first day of September which will be in the year of our Lord 1892 :

Therefore this agreement witnesseth :

That the parties hereto have, and they hereby do severally covenant and agree each with the other as follows, that is to say :—

The plan annexed hereto and marked " A " shall be, and the same is hereby made part of this agreement.

That the Canada Southern may, by means of a proper switch to be approved by the Grand Trunk Engineer, connect their line at St. Thomas with the Port Stanley Company's line at the point shown on the said plan, and marked " A."

That the Canada Southern may also, in like manner, connect the station grounds and terminal accommodation they may acquire or have acquired at the city of London at the point shown on said plan marked " B."

That, on the terms and for the compensation hereinafter mentioned, the Canada Southern Company shall have the right to run their trains over the Port Stanley Company's line between said points " A " and " B " shown on said plan, and operate the same as part of their own railroad, upon the terms and subject to the limitations hereinafter expressed.

That the said switches and the trains passing to and from the premises of the Canada Southern Company, and while on the Port Stanley Company's line, shall be under the control of the Grand Trunk, and operate under the reasonable regulations of that company.

That, in the exercise of these rights, the Grand Trunk passenger trains shall have precedence over all other trains ; the

Canada Southern Company's passenger trains shall have precedence over all freight and mixed trains; Grand Trunk mixed trains shall have precedence over all mixed and freight trains; Canada Southern mixed trains shall have precedence over all freight trains; and Grand Trunk freight trains shall have precedence over all Canada Southern freight trains. But each party will use its best exertions to secure to all the trains and business of the other every facility and all despatch.

The Canada Southern Company shall not do any local business upon the Port Stanley line proper, whether such business be between points upon the said Port Stanley line or coming from London or beyond, or St. Thomas or beyond, to or from places on said Port Stanley line; but they are not to be excluded from carrying local traffic between the cities of St. Thomas and London.

Inasmuch as local passengers will occasionally take the trains of the Canada Southern Company, it is agreed in such case that such portion of the local fares as the parties shall mutually agree or failing agreement, as may be settled by arbitration, shall be paid over to the Grand Trunk Company.

For the purposes of this agreement the employees of the Grand Trunk Company shall be regarded as the employees of the Canada Southern Company, and the railway of the Port Stanley Company, between St. Thomas and London, as the railway of the Canada Southern Company. And each party hereto assumes for themselves all loss arising from damage or injury from any cause to their passengers, employees, or property, and all liabilities to third persons, arising from their acts or the acts of their employees, the employees of the Grand Trunk Company being, as defined in this clause, the employees of the Canada Southern Company.

That, should the Canada Southern desire it, the Grand Trunk will supply the trains of the said Canada Southern with stores, fuel and water whilst upon the line of the Port Stanley Company at cost price plus ten per cent. to cover contingencies.

The expense of erecting and working the signals at the points of junction, as shown on said plan, shall be defrayed and paid by the Canada Southern.

That the compensation to be paid by the Canada Southern Company for the use of the line of the Port Stanley Company (which shall be per train mile), and for all the privileges herein or which may hereafter be agreed upon, and the time and modes of payment of the same, shall be settled by agreement between the parties, and, failing agreement, be fixed by arbitration as hereinafter provided; but any compensation agreed upon or fixed by agreement or arbitration shall, at the request of either party, be subject to re-adjustment in the same manner at the end of five years, and so in each five years so long as this agreement continues;

provided however, that the terms in the first place must be either agreed upon or fixed by arbitration within sixty days after the execution hereof.

The parties hereto agree that in the event of their disagreeing on any matter or thing above mentioned, or as to the construction or meaning of this agreement, any and every such dispute shall, within thirty days of the date of such arising, be referred to Mr. Albert Fink, and any award made by him on any such matter shall be final and binding between the parties hereto, and shall be carried out by both parties.

That in the event of Mr. Albert Fink refusing or being unable to act as arbitrator, the parties hereto will choose some other person to act in that capacity, and should they be unable to agree on some other person to so act within thirty days after such refusal or inability on the part of Mr. Fink, they will unite in an application to the Chief Justice of the High Court of Justice of Ontario to name an arbitrator to act in the place of the said Mr. Albert Fink; and if either party to this agreement does not unite in said application to the Chief Justice of the High Court of Justice of Ontario within thirty days after notice from the other in writing of its desire to have such arbitrator appointed then such application may be made by the party desiring such arbitrator in its own name, and the award by any arbitrator appointed by the said Chief Justice shall be final and binding between the parties hereto, and shall be carried out by both parties.

Whereas the lease of the Port Stanley line held by the Grand Trunk expires in the year 1892, it is agreed that this contract shall remain in force until that time; and, if the said lease is renewed or a new lease taken by the Grand Trunk, and that they remain in possession of the Port Stanley line, then this agreement to continue so as to make the same an agreement for twenty years from the date hereof on the terms aforesaid.

In witness whereof the parties hereto have hereunto set their hands and seals on the day and year first above mentioned.

(Signed,) THE LONDON AND PORT STANLEY RAILWAY Co.
Per J. EGAN, *President.* [Seal.]
 W. BOWMAN, *Secretary.*

(Signed,) THE GRAND TRUNK RAILWAY Co. OF CANADA.
Per J. HICKSON, *General Manager.* [Seal.]

(Signed,) THE CANADA SOUTHERN RAILWAY Co.
By C. VANDERBILT, *President.* [Seal.]
 NICOL KINGSMILL, *Secretary.*



51 VICTORIA.

CHAP. 60.

An Act to confirm a certain Agreement made between the London and South Eastern Railway Company and the Canada Southern Railway Company.

[Assented to 4th May, 1888.]

Preamble.

WHEREAS the corporation of the city of London has, by its petition, represented that a certain agreement was, on the first day of June, one thousand eight hundred and eighty-seven, made between the London and South Eastern Railway Company and the Canada Southern Railway Company, for the working of part of the line of the said the London and South Eastern Railway Company, and that, to remove doubts as to the validity of the said agreement, it is expedient to confirm the same by legislation, and has prayed for the passing of an Act for that purpose; and whereas it is expedient to grant the prayer of the said petition so far as the same is within the legislative authority of the Parliament of Canada: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Agreement confirmed.

1. The said agreement, bearing date the first day of June, one thousand eight hundred and eighty-seven, between the London and South Eastern Railway Company and the Canada Southern Railway Company, a copy whereof is set forth in the schedule to this Act, is hereby confirmed and declared, so far as the same is within the legislative authority of the Parliament of Canada, to be binding upon the several parties thereto according to the terms thereof.

SCHEDULE.

Memorandum of agreement made in duplicate this first day of June, in the year of our Lord one thousand eight hundred and eighty-seven, between the London and South Eastern Railway Company (hereinafter called the "Eastern Company") of the first part, and the Canada Southern Railway Company (hereinafter called the "Southern Company") of the second part:

Whereas, the Southern Company have secured running powers over the line of the London and Port Stanley Railway Company ;

And whereas by the terms of a certain agreement, bearing date March 26th, 1887, it was agreed between the said Eastern and Southern Companies that the said Eastern Company should acquire certain lands in the city of London and Province of Ontario for terminal facilities and free right of way from a point diverging from the line of the London and Port Stanley Railway Company, at Burwell Street, in said city of London to the station or depot of the said Eastern Company, upon lot No. 5 on the south side of Bathurst street in said city, and that said Eastern Company should execute and deliver a valid and binding agreement for the use and working of such land and premises and right of way by said Southern Company ;

And whereas said lands have been acquired and right of way secured by the said Eastern Company ;

Now therefore, this indenture witnesseth that, in consideration of the covenants and agreements hereinafter reserved and contained on the part of the said Southern Company, their successors and assigns, to be paid, observed and performed, the said Eastern Company hath covenanted and agreed to grant, and by these presents doth grant unto the said Southern Company, their successors and assigns the use and working of all and singular lots numbers one, two, three, four, five, six, seven, eight, nine, ten, eleven and twelve on the south side of Bathurst street, lot number thirteen on the east side of Waterloo street, lots numbers fourteen, fifteen and sixteen on the north side of Horton street, and that part of lot number seventeen on the north side of Horton street, described as follows, that is to say :—Commencing at the north-east angle of said lot seventeen, thence westerly along the rear of said lot seventeen to the north-west angle thereof ; thence southerly along the westerly boundary thereof a distance of fifteen feet ; thence north-easterly in a straight line to the said north-east angle and the place of beginning ; all of said lots being according to the plan made for the London and Port Stanley Railway Company, and recorded in the registry office for the city of London as Plan No. 175 ; lots numbers two and three on the south side of Bathurst street aforesaid, and that part of lot number four on the south side of Bathurst street, having a frontage of one hundred and ten feet by a depth of one hundred and sixty-eight feet, and also that part of lot number five on the said south side of Bathurst street, having a frontage thereon of one hundred and ten feet by a depth of one hundred and thirty-eight feet, and the line of railway of said Eastern Company and all the privileges and rights thereto appertaining :

To have and to hold the said premises, the said line of railway of said Eastern Company and all powers and privileges

privileges thereto appertaining for and during a term equal to the unexpired term of the lease of the London and Port Stanley Railway Company to the Great Western Railway Company, and afterwards for so long as said Southern Company shall have running privileges over the said London and Port Stanley Railway, not exceeding in the whole the period of twenty-one years from the twenty-sixth day of March, one thousand eight hundred and eighty-seven.

And said Southern Company covenants and agrees with the said Eastern Company to pay to the said Eastern Company therefor yearly and every year, during said term, the sum of three thousand dollars, payable on the following days and times, that is to say, in equal half-yearly payments of one thousand five hundred dollars each, on the first days of the months of May and November in each and every year of said term, the first half-yearly payment to be made on the first day of November, one thousand eight hundred and eighty-seven.

The said Southern Company further covenants with the said Eastern Company to pay all taxes, rates, duties and assessments whatsoever, whether municipal, parliamentary or otherwise, which shall hereafter be charged during the continuance of this agreement against said Eastern Company, upon or on account of the property and appurtenances used and worked by the said Southern Company under this agreement, including the current year's taxes.

The said Southern Company shall not, during the said term make any alteration in the locations of the stations of said Eastern Company without the consent in writing of said Eastern Company and its mortgagees first had and obtained.

And the said Southern Company further covenants with the said Eastern Company that they will not assign or transfer this indenture or their rights thereunder, or any of them, without the consent, in writing, of the said Eastern Company.

And the said Southern Company further covenants and agrees with the said Eastern Company to make such arrangements as to train service in the operation of said Port Stanley Railway between St. Thomas and London as will best accommodate the public in the business of the transportation of freight and passengers upon the said Southern Company's railroad including as part thereof the said Port Stanley Railroad.

And the said Southern Company covenants with the said Eastern Company that the said Southern Company will during the said term, well and sufficiently repair, maintain, amend and keep the said premises with the appurtenances in good and substantial repair, and all fixtures and things thereto belonging, or which at any time during the continuance of this agreement shall be erected or made, when, where and so often as needs shall be; and that the said

Southern Company, will at the expiration or other termination of this agreement, unless it shall purchase the property as provided, peaceably surrender and yield up to said Eastern Company, its successors or assigns, the said Eastern Company's line of railway, its property, appurtenances and effects, with all buildings, erections and fixtures thereon placed by said Eastern Company in good and substantial repair and condition.

And the said Southern Company further covenants with the said Eastern Company to pay insurance premiums to an amount not exceeding the sum of one hundred dollars per annum upon a policy or policies of insurance for such amount as shall seem best to said Eastern Company upon the buildings of said Eastern Company upon the said lands.

And it is hereby agreed that the said Southern Company, upon the termination of this agreement, shall be at liberty to remove any rails, switches, ties, iron or other structures or materials placed by them on the said lands or streets over which running powers have been granted, leaving the said streets in good repair, or in the event of the said Eastern Company, its successors or assigns desiring to purchase such rails, switches, ties, iron or other structures or material on the termination aforesaid, they shall have the option of so doing at the price to be agreed upon between the said Eastern Company and said Southern Company; and any disagreement as to price shall be settled by arbitration.

And it is also hereby further agreed that the said Southern Company shall, if all the covenants on its part shall have been kept, have the privilege, at any time within six years from the twenty-sixth day of March, 1887, of purchasing the said lands and the said buildings thereon at a sum not exceeding the actual cost thereof, which is hereby declared to be the sum of \$75,000. And in the event of the said Southern Company purchasing the said lands and buildings, as above provided, then the title thereto shall be vested in them or at the option of the Southern Company in such trustees as they may appoint, and the said Eastern Company will, in consideration of such purchase, transfer and assign to the said Southern Company, or to such trustees for them, all rights which the said Eastern Company has acquired or may hereafter acquire to traverse the streets of the city of London, and also such other rights and privileges in respect of said streets as have been granted or may be granted by the corporation of the city of London to the said Eastern Company.

And it is hereby agreed that in case any dispute shall arise relating to any matter herein contained and agreed to be settled by arbitration, the same shall be finally determined by two independent persons, one to be chosen by each of the said parties to the dispute, and such arbitrators shall, before proceeding with the reference, appoint a third arbitrator to act with them; and the decision of the said

three arbitrators, or a majority of them, shall be conclusive on both parties; and in case either of the parties shall neglect or fail to appoint an arbitrator within ten days after the request in writing of the other party, then the arbitrator appointed by the other party may proceed alone, and his award shall be conclusive on all parties; or if both of said parties name an arbitrator, and the two persons appointed fail to agree on the third, then the President of the High Court of Justice of Ontario shall appoint such third arbitrator, and the decision of such three arbitrators, or a majority of them, shall be conclusive on both parties.

The award shall be made in two months from the appointment of the first of such arbitrators.

And the Southern Company covenant with the Eastern Company that they will, if the Eastern Company shall so require, join in an application to the proper legislature for the confirmation of this agreement, and do all things on their part to procure the enactment of such legislation as may be thought necessary or expedient for that purpose.

And it is hereby further agreed by and between the parties hereto that if the said annual sum of three thousand dollars, or any part thereof, shall be unpaid for thirty days after any of the days on which the same ought to have been paid, although no formal demand shall be made thereof, or in case of the breach or non-performance of any of the covenants and agreements herein contained on the part of the Southern Company for a period of thirty days, then and in either of such cases it shall be lawful for the Eastern Company to enter into and upon the said premises, or any part thereof, in the name of the whole, to re-enter and the same to have again, repossess and enjoy, anything herein contained to the contrary notwithstanding.

In witness whereof the Eastern and Southern Companies have hereunto caused to be set their corporate seals, attested by the hands of their respective presidents and secretaries.

THE LONDON AND SOUTH EASTERN RAILWAY COMPANY,
By W. J. REED, [L.S.]
President.

(Attest) J. W. LITTLE,
Secretary-Treasurer.

THE CANADA SOUTHERN RAILWAY COMPANY,
By C. F. COX,
Vice-President.

(Attest) NICOL KINGSMILL,
Secretary.



51 VICTORIA.

CHAP. 61.

An Act respecting the Canada Southern Railway Company and the Erie and Niagara Railway Company.

[Assented to 4th May, 1888.]

WHEREAS the Canada Southern Railway Company and the Erie and Niagara Railway Company have petitioned that the times limited by the several Acts relating to the said Companies for the commencement and completion of the several lines and branches of railway authorized by such Acts may be extended, and it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. The times limited by the Acts respecting the Canada Southern Railway Company and the Erie and Niagara Railway Company, set forth in the schedule to this Act, for commencing and completing the lines or branches of railway authorized by such Acts or any of them, are hereby continued and respectively extended for the period of five years from the passing of this Act.

Time for construction of works extended.

2. The powers conferred by an Act passed in the thirty-eighth year of Her Majesty's reign, chaptered sixty-six, enabling the Canada Southern Railway Company to acquire the lines of railway, franchises, stock, shares, property, rights and privileges of the Erie and Niagara Railway Company, and enabling the Erie and Niagara Railway Company to unite and amalgamate with the Canada Southern Railway Company, are hereby revived, and the time limited by the first section of the said Act is hereby extended for the period of three years from the passing of this Act.

Powers revived. 38 V., c. 66.

Time extended.

3. The powers conferred by section three of an Act passed in the forty-fifth year of Her Majesty's reign, chaptered sixty-eight, enabling the Canada Southern Railway Company to enter into an agreement with the Leamington and St. Clair Railway Company, for the purchase and completion

Further powers revived. 45 V., c. 68.

of the line of railway of that Company, are hereby revived and confirmed.

SCHEDULE.

Year and Chapter.	Title of Act.
27 Vic. (Prov. of Can.) c. 59.	Known as "The Erie and Niagara Railway Company Act of 1863."
36 Vic. (Can.) c. 86.....	An Act to amend the Erie and Niagara Railway Company Act of 1863
31 Vic. (Ont.) c. 14.....	An Act for the incorporation of the Erie and Niagara Extension Railway Company.
33 Vic. (Ont.) c. 82.....	An Act to amend the Act incorporating the Erie and Niagara Extension Railway Company and to change the name to the Canada Southern Railway Company.
35 Vic. (Ont.) c. 48.....	An Act to confer further corporate powers on the Canada Southern Railway Company.
36 Vic. (Ont.) c. 86.....	An Act respecting the Canada Southern Railway Company.

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51 VICTORIA.

CHAP. 62.

An Act to make further provision respecting the Brantford, Waterloo and Lake Erie Railway Company.

[Assented to 22nd May, 1888.]

WHEREAS the Brantford, Waterloo and Lake Erie Railway Company and the Corporation of the city of Brantford have, by their petition, prayed that an Act may be passed to make further provision in relation to the said Company, as hereinafter set forth; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The said Railway Company shall be and continue to be an independent Company, and the line of the said railway shall extend and run from the said city of Brantford to the Canada Southern Railway; but the said Company shall have the right, from time to time, to grant running powers over the said line of railway to the Canada Southern Railway Company on such reasonable terms and for such periods as are agreed upon.

Railway described.

Running powers.

2. No lease or other contract for running that portion of the said Railway Company's road lying between the city of Brantford and the Canada Southern Railway, or whereby the said Company's road is under the management or control of any railway company or corporation other than the Canada Southern Railway Company, shall be at any time made, and no sale whatever of the said portion of the said road shall be made unless the consent of the ratepayers of the city of Brantford is first had and obtained by by-law passed pursuant to and in accordance with the proper Act in regard to bonus by-laws.

Railway not to be leased or sold without consent of ratepayers of Brantford.

3. The agreement between the Company and the corporation of the city of Brantford, comprised in the Schedule to this Act, is hereby confirmed, so far as such confirmation is within the powers of the Parliament of Canada.

A certain agreement confirmed.

SCHEDULE.

BY-LAW No. 402.

To grant a Bonus of \$25,000 to the Brantford, Waterloo and Lake Erie Railway Company, and to take stock in the said Company to the extent of \$25,000.

Whereas by an Act of the Parliament of the Dominion of Canada passed in the forty-eighth year of Her Majesty's reign, Chapter 20, and intituled "*An Act to incorporate the Brantford, Waterloo and Lake Erie Railway Company,*" power is granted to construct and operate a line of railway through the city of Brantford to a convenient point on the Canada Southern Railway and thence to a convenient point on or near the shore of Lake Erie ;

And whereas the said Act was amended by the Act passed in the fiftieth year of Her Majesty's reign, intituled "*An Act to amend the Act to incorporate the Brantford, Waterloo and Lake Erie Railway Company ;*"

And whereas the said Company is authorized to receive from any municipal corporation which may have power to grant the same in aid of the construction, equipment and maintenance of the said railway, bonuses in bonds or loans or gifts of money or securities for money ;

And whereas the Corporation of the city of Brantford has determined to aid and assist the said Railway Company in the construction of the said railway by giving to said Company debentures as hereinafter mentioned to the extent of \$25,000, and further determined to subscribe for 500 shares of \$50 each in the capital stock of the said Company under the authority of the Municipal Act, 1883, and amending Acts ;

And whereas in order to carry out the last recited object it will be necessary for the said municipal corporation to issue debentures to the extent of \$50,000 as hereinafter mentioned, payable at twenty years at furthest from the day when this By-law shall take effect ;

And whereas it will be necessary for the said corporation to raise an annual sum of \$2,500 for the payment of the interest on the said debentures, and an annual sum of \$1,514.60 to form a sinking fund to pay off the said debentures at the expiration of twenty years, to be raised by a special rate annually on the whole rateable property of the said city in the year 1889, and in each of the next nineteen succeeding years, and the sum so required to be raised in each of such years to pay the debentures hereinafter authorized to be issued and the interest thereon at 5 per cent. per annum, is the sum of \$4,014.60 ;

And whereas the amount of the whole rateable property of the city of Brantford, according to the last revised assessment roll of the said City, is the sum of four million six hundred and fifty thousand and forty dollars ; and the

amount of the existing debenture debt of the said city is the sum of two hundred and sixty-six thousand seven hundred and eighteen dollars, no part of which or its interest being in arrears ;

And whereas for paying the interest on said debentures (which is the sum of \$2,500 each year) and for creating a sinking fund to pay the said debentures (which is the sum of \$1,514.60 each year), and which together form the said sum of \$4,014.60, it will require the said sum of \$4,014.60 to be raised annually by special rate on all the rateable property of the said municipality, in addition to all other rates and assessments to be levied in each year on the whole of the said rateable property during the said period :

Be it therefore enacted by the Municipal Corporation and Council of the city of Brantford :—

1. That it shall be lawful for the said Corporation of the city of Brantford to aid and assist the Brantford, Waterloo and Lake Erie Railway Company, by giving the said Company the debentures hereinafter mentioned, by way of a bonus, subject nevertheless to the provisions and conditions hereinafter expressed.

2. It shall and may be lawful for the mayor of the said Corporation, for and on behalf of the said Corporation, to subscribe for five hundred shares of fifty dollars each,—in all the sum of twenty-five thousand dollars,—in the capital stock of the said Company, subject to the conditions hereinafter mentioned, and the mayor of the said Corporation or such other member of the Council of the said Corporation as the said Council shall appoint shall be *ex officio* one of the directors of the said Company.

3. That for the purpose aforesaid it shall be lawful for the mayor of the said Corporation to cause any number of debentures of the said Corporation to be made for such sums of money as shall be required for such purposes, of not less than one hundred dollars each, and not exceeding in the whole fifty thousand dollars, which debentures shall be sealed with the seal of the said Corporation and signed by the mayor and countersigned by the treasurer of the said Corporation.

4. That the said debentures shall be made payable within twenty years from the day on which this by-law shall take effect, namely, on the first day of July, 1888, and shall be made payable at the office of the treasurer of the said Corporation of the city of Brantford, and shall bear interest at the rate of five per centum, payable annually on the first day of July in each year, at the office of the said treasurer, and shall have attached to them coupons for payment of the said interest as aforesaid.

5. That for the purpose of paying said debentures and interest the sum of \$4,014.60, shall, in addition to all other rates, be assessed, raised, levied and collected upon all the rateable property in the municipality of the said city of

Brantford, in each year of the currency of the said debentures by a special rate sufficient to raise the said sum annually.

6. That none of the said debentures, to be signed and issued as aforesaid, shall be delivered to the said Company until the Company shall have fully and completely bridged and graded, so as to be ready for the ties and rails, the whole of their line of railway from a point near the Grand River in the city of Brantford to the main line of the Canada Southern (now the Michigan Central) Railway, at or near the village of Waterloo or Hagersville.

7. That so soon as the said Railway Company shall (as herein mentioned) have fully and completely bridged and graded so as to be ready for the ties and rails the whole of their line of rail from the said city of Brantford to the main line of the Canada Southern or Michigan Central Railway and shall have produced to the said Corporation the certificate of the chief engineer of the said Railway Company, countersigned by the mayor and clerk of the said Corporation, and sealed with the seal of the said Corporation, to such effect, then the said Corporation shall deliver over to the treasurer of the said Railway Company for the use of the said Company, the said debentures with the relative unaccrued coupons issued under and by virtue of this by-law, or any principal money which has been paid thereunder.

8. That if the said line of railway shall not be completed and fully bridged and graded, as aforesaid, within the time fixed and limited by the Acts incorporating the said Company, or by any Act which may be passed granting a further extension of time therefor, then this by-law shall be void and the debentures issued thereunder shall be cancelled.

9. That so soon as the said Railway Company shall have constructed their said line of railway in the seventh paragraph hereof mentioned, so that the same is in a fit condition to carry traffic, and shall have built and equipped a proper and convenient station and warehouse, with all necessary sidings and other things appertaining thereto, at some convenient point in said city, near the Grand River in said city, and shall produce to the said corporation the certificate of the chief engineer of the said Company, countersigned by the mayor and clerk and sealed with the seal of the said Corporation to that effect, said Corporation shall, by their mayor, subscribe for and fully pay up five hundred shares of fifty dollars each,—in all the sum of twenty-five thousand dollars of the capital stock of the said Company.

10. The said Railway Company shall construct and maintain at some convenient point in said city a proper and convenient passenger and freight station suitable for the accommodation of passengers and the receipt of freight, with proper and suitable side tracks and other convenience within the space of two years from the date of this by-law

coming into effect ; and in case said Company shall make default in the premises, then this by-law shall be void and of no effect.

11. All the coupons accrued due on said debentures prior to the delivery of the same to the said Railway Company shall be the property of said Corporation and shall not be delivered to said Company.

12. The said Railway Company shall be and continue to be an independent Company, and the line of said railway shall extend and run from said city of Brantford to the Michigan Central Railway, or Canada Southern Railway, otherwise the said debentures shall not be delivered to the said Company, but the same shall be cancelled, and all moneys paid hereunder shall be forthwith repaid to the said city by said Company ; provided that said Company shall have the right, from time to time, to grant running powers over the said line of railway to the Michigan Central or Canada Southern Railway Company on such reasonable terms and for such periods as may be agreed upon by said Company or Companies.

13. No lease or other contract for running that portion of the said Railway Company's road lying between the city of Brantford and the Canada Southern Railway, or Michigan Central Railway, or whereby the said Company's road shall be under the management or control of any railway company or corporation other than the Canada Southern Railway or Michigan Central Railway Company, shall be, at any time, made, and no sale whatever of said portion of said road shall be made unless the consent of the ratepayers of the city of Brantford shall first be had and obtained by by-law to be passed pursuant to and in accordance with the provisions of the Municipal Act in regard to bonus by-laws.

14. The said Railway Company and the said Corporation shall jointly petition the House of Commons of the Dominion of Canada and the Legislature of the Province of Ontario to ratify the provisions of this by-law, or such part thereof as may be required, at their ensuing sessions ; and the said Company shall bear the expense of such legislation.

15. Unless the ratification in the last clause mentioned is obtained, the Council of the said Corporation may declare this by-law void and of no effect.

16. This by-law shall take effect on, from and after the first day of July, A.D., 1888.

17. That a poll be held and the votes of the electors of the said city entitled to vote thereon shall be taken on the second day of January, A.D. 1888, on the said proposed by-law at the hour of nine o'clock in the forenoon, and continue until the hour of five o'clock in the afternoon, at the following places and by the following persons hereby appointed deputy returning officers, viz. :—

Deputy Returning Officer.**Place.**

NORTH WARD.

Div. No. 1.	Rich'd W. Brooks.....	Cornelius Carey's house, Niagara Street.
do 2.	David Wilson.....	Henry Wood's house, Waterloo Street.
do 3.	Maurice Quinlan.....	Henry Budson's house, cor. Adelaide and Albion Streets.
do 4.	W. F. Thompson.....	Robt. McKenzie's house, William Street.
do 5.	James Cox.....	George Knowles' house, Egerton Street.
do 6.	Simon E. Lewes.....	Peter Casey's shop, east side West Mill Street.

KING'S WARD.

do 7.	Robt. Welsh.....	George Fletcher's shop, Oxford Street.
do 8.	John Callis.....	Wm. Apps' shop, Colborne Street.

QUEEN'S WARD.

do 9.	S. Snider.....	B. Bell & Son's shop, Colborne Street.
do 10.	Benjamin Hunn.....	Engine house
do 11.	L. B. Carey.....	L. B. Carey's shop, Market Street.

BRANT WARD.

do 12.	David Curtis.....	City Hall.
do 13.	John C. Heaton.....	A. G. Scott's house, Dalhousie Street.
do 14.	Joseph Tilley.....	Court House.
do 15.	James W. Tutt.....	Mrs. Oxtaby's house, Grey Street.

EAST WARD.

do 16.	John A. Leitch.....	George Haddlesay's house, Arthur Street.
do 17.	William Frank.....	Albert Waldron's house, Victoria Street.
do 18.	E. Kester.....	John Fisher's house, Dalhousie Street.
do 19.	Joseph McLean.....	Mrs. Hobson's house, Nelson Street.
do 20.	Joseph Thomas.....	Wm. Draper's house, Chatham Street.

18. That the clerk of the said municipal Corporation shall sum up the number of votes given for or against this by-law, at the hour of ten o'clock in the forenoon, on the third day of January, A.D. 1888, at the city hall, in the city of Brantford, and the mayor of the said city shall attend at the office of the said clerk in said city, on Thursday, the twenty-second day of December, A. D. 1887, at ten o'clock in the forenoon, which time and place are hereby fixed for the appointment of persons to attend at the polling places and at the final summing up of the votes by the clerk, respectively, on behalf of persons interested in promoting and opposing the above by-law.

TAKE NOTICE,

That the above is a true copy of the proposed by-law, which will be taken into consideration by the Council of the Corporation of the said city of Brantford, on Monday, the sixteenth day of January, 1888, at 7:30 o'clock p. m., being more than one month from the first publication of the same in the Brantford Daily Expositor newspaper, the date of which first publication is the tenth day of December, 1887, and at the day and hour and places in said by-law fixed for taking the votes of the electors thereon,

the poll will be held for taking the votes of the electors of the said city on said proposed by-law.

Council Chamber, Brantford, 10th December, A.D. 1887.

JAMES WOODYATT,
Clerk of the Council of the City of Brantford.

Passed on the 16th day of January, 1888.

(Signed) CHAS. B. HEYD, [L.S.]
Mayor.

“ JAMES WOODYATT,
City Clerk.

(Signed) GEO. H. WILKES, [L.S.]
President.

“ J. J. HAWKINS,
Secretary.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 63.

An Act to incorporate the Montreal Island Railway Company.

[Assented to 22nd May, 1888.]

Preamble.

WHEREAS the construction and operation of a railway from a point in or near Montreal, passing by Maison-neuve, Longue Pointe, Pointe aux Trembles, Rivière des Prairies, Sault au Recollet, Bord à Plouffe, St. Laurent, Ste. Geneviève, Ste. Anne, Pointe Claire and Lachine, is desirable; and whereas the said railway, if constructed, will cross the Grand Trunk Railway and the Canadian Pacific Railway, and will therefore, under the provisions of section one hundred and twenty-one of "*The Railway Act*," be a work for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant in part the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. Victor Hudon, J. C. Auger, F. W. Henshaw, George Reaves, I. U. Emard and N. Perodeau, all of the city of Montreal, L. P. Chaloult, of the town of Kamouraska, and Hubert Provost, of the town of Maisonneuve, together with such persons as, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Montreal Island Railway Company," hereinafter called "the Company."

Corporate name.

Offices of the company.

2. The head office of the Company shall be in the city of Montreal; but the board of directors may establish one or more offices in other places in Canada or elsewhere.

Line of railway described.

3. The Company may lay out, construct and operate a railway of the gauge of four feet eight and one-half inches from a point in or near the city of Montreal, passing by Maisonneuve, Longue Pointe, Pointe aux Trembles, Rivière des

des Prairies, Sault au Recollet, Bord à Plouffe, St. Laurent, Ste. Geneviève, Ste. Anne, Pointe Claire and Lachine.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum ; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Provisional directors and their powers.

Moneys deposited to be withdrawn for certain purposes only.

5. The capital stock of the Company shall be one million dollars, divided into shares of one hundred dollars each ; and the 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 of the works hereby authorized ; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

Capital stock and shares.

6. So soon as two hundred and fifty thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the city of Montreal at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in the city of Montreal,—at which meeting the shareholders, who have paid at least ten per cent. on the amount of stock subscribed for by them, shall elect five directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum ; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

First meeting of shareholders.

Notice thereof.

Election of directors.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Wednesday of March in each year, at the city of Montreal or elsewhere in Canada, as may be appointed by by-law ; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in the city of Montreal,—the notice in both cases to be published in English and French.

Annual general meeting.

Number of directors.

8. At such annual general meeting the subscribers for the capital stock assembled who have paid all calls due on their shares shall choose five persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Qualification of directors.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due.

Issue of bonds.

10. The directors of the Company, under the authority of the shareholders to them given at any special general meeting, called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Disposal of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they are able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Amount limited.

3. The amount of such bonds so issued, sold or pledged, shall not exceed thirty thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed.

Mortgage deed to secure bonds.

11. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed; but such rents and revenues shall be subject, in the first instance, to the payment of the working expenditure of the railway:

Working expenditure.

Powers granted by deed.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided:

Validity of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Deposit of deed.

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bonds to be a preferential claim on the undertaking.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Bondholder to be a mortgagee.

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid up shares of the Company to a corresponding amount :

Powers of bondholders in case of non-payment.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Rights of bondholders defined.

Registration of bonds.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Certain rights not affected.

14. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof as hereinbefore provided ; and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Transfer of bonds.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars :

Promissory notes may be issued.

dollars ; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company ; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown ; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority ; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Notes not to be payable to bearer.

Grants in aid may be received.

16. The Company may receive in aid of the construction of the railway, or any part thereof, from any person or body corporate, municipal or politic, who have power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Paid up stock may be issued in certain cases.

17. The directors of the Company, elected by the shareholders, may make and issue as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers ; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Telegraph and telephone lines.

18. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Agreement with another company.

19. The Company may enter into an agreement with the Grand Trunk Railway Company of Canada or the Canadian Pacific Railway Company for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, and also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit, provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present

Sanction of shareholders and of Governor in Council.

in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council :

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application ; and such notice shall state a time and place when and where the application is to be made, and that all persons may, then and there, appear and be heard on such application.

Notice of application for sanction.

20. The railway shall be commenced within two years and completed within four years from the passing of this Act ; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

Limitation of time.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 64.

An Act to incorporate the St. Lawrence and Adirondack
Railway Company.

[Assented to 4th May, 1888.]

Preamble.

WHIEREAS the construction and operation of a railway from a point in or near the town of Salaberry de Valleyfield, in the county of Beauharnois, passing through the counties of Beauharnois and Huntingdon, by the parishes of Ste. Cécile and St. Stanislas de Kostka, in the county of Beauharnois, and by the village of Huntingdon in the county of Huntingdon, in order to reach any point or place on the frontier of the State of New York, in rear of the township of Hinchinbrook or Elgin, in the said county of Huntingdon would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. James Wattie, Moïse Plante, Daniel Boyd, Andrew Wilson, J. Emile Vanier, George H. Phillips, Louis Dépocas, Octave Cossette, John S. Nicolson, A. D. Danis, Félix Cardinal, the younger, James T. Anderson and Zéphirin Boyer, together with such persons as, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The St. Lawrence and Adirondack Railway Company," hereinafter called "the Company"; and the said railway and the works hereby authorized are declared to be for the general advantage of Canada.

Corporate name.

Declaratory.

Offices of the company.

2. The head office of the Company shall be in the town of Salaberry de Valleyfield aforesaid, but the board of directors may establish one or more offices in other places in Canada or elsewhere.

3. The Company may lay out, construct and operate a railway of the gauge of four feet eight and one-half inches from a point in or near the town of Salaberry de Valleyfield, in the county of Beauharnois, passing through the counties of Beauharnois and Huntingdon, in the parishes of Ste. Cécile and St. Stanislas de Kostka, in the county of Beauharnois, and in or near the village of Huntingdon, in the county of Huntingdon, in order to reach any place on the frontier of the State of New York, in rear of the township of Hinchinbrook or Elgin, in the said county of Huntingdon.

Line of railway described.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Provisional directors and their powers.

Moneys deposited to be withdrawn for certain purposes only.

5. The capital stock of the Company shall be three hundred and fifty thousand dollars, divided into shares of one hundred dollars each; and the 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 of the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

Capital stock and shares.

6. So soon as one hundred and seventy-five thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the town of Salaberry de Valleyfield aforesaid at such time and place as they think proper,—giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in the city of Montreal, and in one or more other newspapers published in the district of Beauharnois,—at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect nine directors from the shareholders, possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

First meeting of shareholders.

Notice thereof.

Election of directors.

Annual general meeting.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Thursday of May, in each year, at the town of Salaberry de Valleyfield aforesaid, or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in the city of Montreal, and in one or more other newspapers in the district of Beauharnois.

Number of directors.

8. At such annual general meeting the subscribers for the capital stock assembled, who have paid all calls due on their shares, shall choose nine persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Qualification of director.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least ten shares in the stock of the Company, and has paid up all calls made thereon and then due.

Issue of bonds.

10. The directors of the Company, under the authority of the shareholders to them given at any special general meeting called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,— which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Disposal of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which, at the time, they are able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Amount limited.

3. The amount of such bonds so issued, sold or pledged, shall not exceed twenty thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed.

Mortgage deed to secure bonds.

11. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future, or both, as are described in the said deed; but such rents and revenues shall be sub-

ject, in the first instance, to the payment of the working expenditure of the railway :

Working expenditure.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be ; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided :

Powers granted by deed.

Validity of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Deposit of deed.

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bonds to be a preferential claim on the undertaking.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Bondholder to be a mortgagee.

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid up shares of the Company to a corresponding amount :

Powers of bondholders in case of non-payment.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Rights of bondholders defined.

Registration of bonds.

Certain rights
not affected.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Transfer of
bonds.

14. All bonds hereby authorized may be made payable to bearer, and shall in that case be transferable by delivery, until registration thereof as hereinbefore provided; and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Promissory
notes may be
issued.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Notes not to
be payable to
bearer.

Grants in aid
may be re-
ceived.

16. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic, having power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Paid up stock
may be issued
in certain
cases.

17. The directors of the Company elected by the shareholders may make and issue, as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company; and such stock shall not be assessable for calls.

Telegraph
and telephone
lines.

18. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

19. The Company may enter into an agreement with the Champlain Junction Railway Company, the Canada Atlantic Railway Company, or the Beauharnois Junction Railway Company, for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council:

Agreement with another company.

Sanction of shareholders' and of Governor in Council.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette* and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Notice of application for sanction.

20. The railway shall be commenced within two years and completed within five years from the passing of this Act; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

Limitation of time.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 65.

An Act to incorporate the Ottawa and Parry Sound Railway Company.

[Assented to 4th May, 1888.]

Preamble.

WHEREAS the construction and operation of a railway from a point on the Canadian Pacific Railway, in or near the village of Renfrew, in the Province of Ontario, thence by the most feasible and available engineering route to the village of Eganville, passing through the townships of Horton, Admaston and Grattan, thence to Killaloe, and thence by the most feasible and available engineering route through the districts of Nipissing and Parry Sound, to some point on Georgian Bay at or near the village of Parry Sound, would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. John R. Booth, Frank McDougall, McLeod Stewart, William A. Allan, Hiram Robinson, the Honorable Francis Clemow, William Mackey, William R. Thistle, Archibald Stewart and Charles Magee, all of the city of Ottawa; Claude McLachlin, of Arnprior; William Mackay, James Craig, Thomas Henderson, Patrick Devine, Joseph Plant and W. Dean, all of the village of Renfrew; Stephen Whalen, of Admaston; John S. J. Watson and William Harryett, of Rockingham, and A. H. Johnson, together with such persons as under the provisions of this Act become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Ottawa and Parry Sound Railway Company," hereinafter called "the Company"; and the Railway hereby authorized to be built is declared to be a work for the general advantage of Canada.

Corporate name.

Declaratory.

Offices of the company.

2. The head office of the Company shall be in the city of Ottawa; but the board of directors may establish one or more offices in other places in Canada or elsewhere.

3. The Company may lay out, construct and operate a railway of the gauge of four feet eight and one-half inches from a point on the Canadian Pacific Railway, in or near the village of Renfrew, in the county of Renfrew, thence by the most feasible and available engineering route to the village of Eganville, passing through the townships of Horton, Admaston and Grattan, thence to Killaloe, and thence by the most feasible and available engineering route through the districts of Nipissing and Parry Sound to some point on Georgian Bay at or near the village of Parry Sound ; and may also make branch lines to any length not exceeding six miles :

Line of railway described.

Branch lines.

2. The Company may construct, purchase or otherwise acquire or charter for any purposes in connection with their railway, and may navigate and use steam and sailing vessels, scows and boats on any navigable waters touched by or adjacent to the line as chartered of the said railway or any of its branches, and may sell or dispose of the same :

Steam and other vessels.

3. The Company may purchase, lease or acquire at any point where their railway, or any branch thereof, touches or approaches within two miles of any navigable waters, sufficient land for the use of the Company, their railway and vessels run or navigated in connection with the said railway ; and the Company may erect warehouses, elevators, docks, wharves, stations, workshops and such other buildings as are necessary for the purposes of the Company ; but the Company shall not commence the construction of any docks and wharves on any navigable water until the plans and site of such docks and wharves have first been submitted to and approved of by the Governor in Council ; and the Company may also connect any of the works herein mentioned with any point on the railway or its branches, by means of any line or lines of railway for such purposes.

Powers as to lands, elevators, &c., near navigable waters.

Subject to sanction of the Governor in Council.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum ; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Provisional directors and their powers.

Moneys deposited to be withdrawn for certain purposes only.

5. The capital stock of the Company shall be three million dollars, divided into shares of one hundred dollars each ; and the money so raised shall be applied, in the first place, to the payment of all fees, expenses and disbursements

Capital stock and shares.

ments for procuring the passing of this Act, and for making the surveys, plans and estimates of the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

First meeting
of shareholders.

6. So soon as three hundred thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. of the subscribed capital paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the city of Ottawa, at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in the city of Ottawa, and in one newspaper published in the village of Renfrew,—at which meeting the shareholders, who have paid at least ten per cent. on the amount of stock subscribed for by them, shall elect seven directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

Notice thereof.

Election of
directors.

Annual general
meeting.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Tuesday in May in each year, at the city of Ottawa or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in the city of Ottawa and in one newspaper published in the village of Renfrew:

Special general
meetings.

2. The directors may make by-laws regulating the calling of special general meetings of the shareholders for any purpose; but in the absence of any such by-laws, such meetings may be called by the directors in the manner herein provided for the calling of such meetings with reference to the issue of bonds.

Number of
directors.

8. At such annual general meeting the subscribers for the capital stock assembled, who have paid all calls due on their shares, shall choose seven persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Paid directors.

Qualification
of director.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due:

Number may
be reduced.

2. The number of directors may be reduced by by-law of the Company to not less than five persons, of whom a majority shall form a quorum:

3. Aliens as well as British subjects, and whether resident in Canada or elsewhere, may be shareholders in the Company, and all such aliens shall be entitled to vote on their shares equally with British subjects; and aliens shall also be eligible to office as directors in the Company. Equal rights of shareholders.

10. The directors of the Company, under the authority of the shareholders, to them given at any annual general meeting of shareholders, or at any special general meeting called for the purpose, in the manner hereinbefore mentioned for the calling of an annual general meeting, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue mortgage bonds, signed by the president or other presiding officer, and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper: Issue of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which, at the time, they are able to obtain, for the purpose of raising money for prosecuting the said undertaking: Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed twenty-five thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of the railway constructed or under contract to be constructed. Amount limited.

11. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed; but such rents and revenues shall be subject, in the first instance, to the payment of the working expenditure of the railway: Mortgage deed to secure bonds.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided: Working expenditure.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*. Powers granted by deed.

Validity of deed.

Deposit of deed.

Bonds to be a preferential claim on the undertaking

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bondholder to be a mortgagee.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Powers of bondholders in case of non-payment.

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized, at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall in respect thereof have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid-up shares of the Company to a corresponding amount :

Rights of bondholders defined

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Registration of bonds.

Certain rights not affected

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Transfer of bonds.

14. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof as hereinbefore provided ; and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Promissory notes may be issued.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars ; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company ; and every such note or bill of exchange so made,

drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Notes not to be payable to bearer.

16. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic having power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such condition or with respect thereto.

Grants in aid may be received.

17. The directors of the Company, elected by the shareholders, may make and issue, as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company; and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

18. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Telegraph and telephone lines.

19. The Company may enter into an agreement with the Canadian Pacific Railway Company, the Kingston and Pembroke Railway Company, the Parry Sound Colonization Railway Company, or the Ottawa, Arnprior and Renfrew Company, for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council:

Agreement with another company.

Sanction of shareholders and of Governor in Council.

Notice of application for sanction.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application ; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Limitation of time.

20. The railway shall be commenced within two years and completed within five years from the passing of this Act ; otherwise the powers hereby granted shall cease, and be null and void as respects so much of the railway as then remains uncompleted.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 66.

An Act to incorporate the Pontiac and Renfrew Railway Company.

[Assented to 4th May, 1888.]

WHEREAS the construction and operation of a railway Preamble.
from a point on the Canadian Pacific Railway between Braeside and Arnprior, to a point on the Pontiac and Pacific Junction Railway, between the Quyon village, or a point adjacent thereto, and Smith's Station, and thence to a point at or near the Desert village, with the right to construct a bridge or ply a ferry boat across the Ottawa River, would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Hiram Robinson, of the city of Ottawa, in the county of Carleton, agent, John Bryson, of the village of Bryson, in the Province of Quebec, timber merchant, W. J. Poupore, of Chichester, in the said Province of Quebec, contractor, Charles Magee, of the said city of Ottawa, esquire, Caleb C. Symons, of Bristol, in the said Province of Quebec, Robert Blackburn, of the said city of Ottawa, esquire, and R. Dulmage, of the Town of Arnprior, in the County of Renfrew, and Province of Ontario, barrister-at-law, together with such persons as, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Pontiac and Renfrew Railway Company," hereinafter called "the Company"; and the said railway and the works hereby authorized are declared to be for the general advantage of Canada.

Incorporation.
Corporate name.
Declaratory.

2. The head office of the Company shall be in the city of Ottawa; but the board of directors may establish one or more offices in other places in Canada or elsewhere.

Offices of the company.

Line of railway described.

3. The Company may lay out, construct and operate a railway, of the gauge of four feet eight and one-half inches, from a point on the Canadian Pacific Railway between Braeside and Arnprior, to a point on the Pontiac Pacific Junction Railway between Quyon village or a point adjacent thereto and Smith's Station, and thence to a point at or near the Desert village.

Bridge over the Ottawa River may be constructed.

4. The Company may build and complete a bridge for railway purposes across the Ottawa River on the line of the railway, with one or more tracks, with the necessary approaches, machinery and appliances to enable the Company to use the said bridge; and the Company may also, as part of the said bridge, in their discretion at any time construct or arrange the said bridge as well for the use of foot passengers and carriages, or either, as they think best.

Sanction of Governor in Council required.

5. The Company shall not commence the said bridge over the Ottawa River, or any work appertaining thereto, until they have submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until such plans and the site of such bridge have been approved by the Governor in Council, and such conditions as he thinks fit for the public good to impose touching the said bridge and works, have been complied with; nor may any such plan be altered nor any deviation therefrom allowed, except by the permission of the Governor in Council, and upon such conditions as he imposes:

Provision if construction of drawbridge is required.

2. If the Governor in Council determines that such bridge shall be a drawbridge, the same shall be constructed so as to have one draw in the main channel of such river,— which draw shall be of such width as the Governor in Council determines, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river; and the said draw shall, at all times during the season of navigation, be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved at the expense of the company so as not to hinder unnecessarily the passage of any vessel; from sundown until sunrise during the season of navigation suitable lights shall be maintained on such bridge, to guide vessels approaching the said draw:

Lights.

No discrimination as to passage or rates.

3. When the said bridge is completed and ready for traffic, all trains of all railways terminating at or near the said bridge, and now constructed or hereafter to be constructed, including the cars of any other railway company which may be brought over such railway, shall have, and be entitled to, the same and equal rights and privileges in the passage of the said bridge, so that no discrimination or preference in the passage of the said bridge and approaches thereto or in tariff rates for transportation shall be made in

favor of or against any railway whose trains or business pass over the said bridge :

4. In case of any disagreement as to the rights of any railway whose trains or business pass over the bridge hereby authorized to be constructed, or as to the tariff rates to be charged in respect thereof, the same shall be determined by arbitrators, one to be appointed by the Company hereby incorporated and another by the company with whom the disagreement has arisen, and a third, who shall be some person experienced in railway affairs, by one of the superior courts of the Provinces of Ontario or Quebec, upon application to such court—due notice thereof having been given to the parties interested ; and the award of the said arbitrators or a majority of them shall be final :

Arbitration in case of disagreement.

5. If the Company construct or arrange the said bridge for the use of foot passengers and carriages, as well as for railway purposes, then the tolls to be charged for the passage of such foot passengers and carriages shall, before being imposed, be first submitted to and approved of, and may be amended and modified from time to time, by the Governor in Council ; but the Company may, at any time, reduce the same ; and a notice shewing the tolls authorized to be charged, shall, at all times, be posted up in a conspicuous place on the said bridge.

Tolls on foot bridge subject to approval of the Governor in Council.

Tariff to be posted up.

6. The Company may, in connection with their railway, and for the purpose of carrying goods, freight and passengers over the same, construct, acquire, maintain and employ steam ferry boats to ply across the navigable parts of the Ottawa River.

Steam ferry boats may be employed.

7. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum ; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Provisional directors and their powers.

Moneys deposited to be withdrawn for certain purposes only.

8. The capital stock of the Company shall be two hundred and fifty thousand dollars, divided into shares of one hundred dollars each ; and the 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 of the works hereby authorized ; and all the remainder of such money

Capital stock and shares.

money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

First meeting of shareholders.

9. So soon as one hundred thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the city of Ottawa, at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in the City of Ottawa; at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect five directors from the shareholders, possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

Notice thereof.

Election of directors.

Annual general meeting.

10. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the second Wednesday in January in each year, at the city of Ottawa or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in the city of Ottawa.

Number of directors.

11. At such annual general meeting the subscribers for the capital stock assembled, who have paid all calls due on their shares, shall choose five persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Paid directors.

Qualification of director.

12. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due.

Issue of bonds.

13. The directors of the Company, under the authority of the shareholders to them given at any special general meeting, called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking :

Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed fifteen thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed, and such bonds shall be called " A " bonds ; and in addition thereto bonds to an amount not exceeding two hundred thousand dollars may be issued for the construction of the bridge and steam ferry boats hereinbefore mentioned, and shall be called " B " bonds.

Amount limited.

14. The Company may secure all such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed ; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway, bridge and ferry :

Mortgage deed to secure bonds.

Working expenditure.

2. To specially secure series " B " bonds, tolls for the use of the said bridge not exceeding four dollars for each car, and tolls for such ferry shall, from time to time, be fixed, imposed, changed, varied and regulated by the by-laws of the Company ; but such by-laws before being enforced shall be first submitted to and approved of by the Governor in Council, and the tolls to be levied shall be uniformly imposed upon all companies and corporations using the said bridge, and shall be demanded and received as well from the Pontiac and Renfrew Railway Company as from all railway companies and other corporations and persons using the same, for all cars passing over the said bridge, and shall be paid to such persons, and at such places, and under such regulations as the said by-laws direct :

Tolls to specially secure series " B " bonds.

3. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be ; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided :

Powers granted by deed.

Validity of deed.

4. Such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Deposit of deed.

15. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company and the franchise, undertaking, tolls

Bonds to be a preferential claim on the undertaking.

tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bondholder to be a mortgagee.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Powers of bondholders in case of non-payment.

16. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall in respect thereof have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders, if they held fully paid-up shares of the Company to a corresponding amount :

Rights of bondholders defined.

2. The rights given by this section shall not be exercised by any bondholder unless it is provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Registration of bonds.

Certain rights not affected.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Transfer of bonds.

17. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Promissory notes may be issued.

18. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars ; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company ; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority

authority until the contrary is shown ; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority ; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Notes not to be payable to bearer.

19. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic, having power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Grants in aid may be received.

20. The directors of the Company elected by the shareholders may make and issue as paid up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers ; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

21. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Telegraph and telephone lines.

22. The Company may enter into an agreement with the Canadian Pacific Railway Company, or the Pontiac and Pacific Junction Railway Company, for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit ; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,— at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council :

Agreement with another company.

Sanction of shareholders and of Governor in Council.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the counties through which the said railway runs, for at least

Notice of application for sanction.

two months prior to the time named in such notice for the making of such application ; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Limitation of
time as to
railway.

23. The railway shall be commenced within two years and completed within five years from the passing of this Act ; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

And as to
bridge.

24. The bridge shall be commenced within two years and completed within five years from the passing of this Act ; otherwise the powers granted under section four of this Act shall cease and be null and void.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 67.

An Act to incorporate the New York, St. Lawrence and Ottawa Railway Company.

[Assented to 22nd May, 1888.]

WHEREAS the construction and operation of a railway Preamble.
from a point in or near the city of Ottawa, in the Province of Ontario, to the town of Brockville, in the said Province, or to a point on the Brockville, Westport and Sault Sainte Marie Railway is desirable; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Herbert G. Hervey, Robert Bowie, W. B. Smellie, Incorporation.
George H. Weatherhead and H. T. Fitzsimmons, together with such persons and corporations as, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The New York, St. Lawrence and Ottawa Railway Company," hereinafter called "the Company." Corporate name.

2. The head office of the Company shall be at Brockville; Offices of the company.
but the board of directors may establish one or more offices in other places in Canada or elsewhere.

3. The Company may lay out, construct and operate a Line of railway described.
railway of the gauge of four feet eight and one-half inches, from a point in or near the city of Ottawa, in the Province of Ontario, to the town of Brockville, in the said Province, or to a point between Brockville and Westport on the line of the Brockville, Westport and Sault Sainte Marie Railway.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum, and the said provisional directors shall hold office as such until the Provisional directors and their powers.

first election of directors under this Act, and may forthwith elect officers, open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Moneys deposited to be withdrawn for certain purposes only.

Capital stock and shares.

5. The capital stock of the Company shall be one million dollars, divided into shares of one hundred dollars each; and the 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 of the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

First meeting of shareholders.

6. So soon as two hundred and fifty thousand dollars of the said capital has been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the town of Brockville at such time and place as they think proper, giving at least two weeks' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in the town of Brockville,—at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect seven directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

Notice thereof.

Election of directors.

Annual general meeting.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Wednesday in February, in each year, at the town of Brockville or elsewhere, as appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in Brockville.

Number of directors.

8. At such annual general meeting the subscribers for the capital stock assembled who have paid all calls due on their shares shall choose seven persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Paid directors.

Qualification of director.

9. No person shall be elected a director of the Company unless he is a shareholder, holding at least twenty shares in the

the stock of the Company, and has paid up all calls made thereon and then due.

10. The directors of the Company, under the authority of the shareholders to them given at any special general meeting called for the purpose, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Issue of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which at the time they are able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed twenty thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed.

Amount limited.

11. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway:

Mortgage deed to secure bonds.

Working expenditure.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided:

Powers granted by deed.

Validity of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given in the *Canada Gazette*.

Deposit of deed.

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income and real and personal property thereof, at

Bonds to be a preferential claim on the undertaking.

any time acquired, save and except as provided for in the next preceding section :

Bondholder to be a mortgagee.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro ratâ* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Powers of bondholders in case of non-payment

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bonds, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders, if they held fully paid up shares of the Company to a corresponding amount :

Rights of bondholders defined.

2. The right given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such right has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Registration of bonds.

Certain rights not affected.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Transfer of bonds.

14. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof, as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Promissory notes may be issued.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars ; and any such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company ; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown ; and in no case shall it be necessary to have the seal of the Company

affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless the said promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Notes not to be payable to bearer.

16. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic, having power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Grants in aid may be received.

17. The directors of the Company elected by the shareholders may make and issue, as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

18. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Telegraph and telephone lines.

19. The Company may enter into an agreement with the Grand Trunk Railway Company of Canada, the Canada Atlantic Railway Company, the Brockville, Westport and Sault Sainte Marie Railway Company, or the Thousand Islands Railway Company, for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the subscribed stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council:

Agreement with another company.

Sanction of shareholders and of Governor in Council.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published

Notice of application for sanction.

in the *Canada Gazette* and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application ; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Limitation of
time.

20. The railway shall be commenced within three years and completed within five years from the passing of this Act ; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 68.

An Act to incorporate the Belleville and Lake Nipissing Railway Company.

[Assented to 22nd May, 1888.]

WHEREAS the construction and operation of a railway Preamble,
from a point on the waters of the Bay of Quinté, in
or near the city of Belleville, up the valley of the River
Moir, *viâ* the villages of Tweed and Bridgewater, thence
to Queensborough and Bannockburn, to connect with the
Ontario Central Railway, with power to make running
arrangements with the said Ontario Central Railway over the
line thereof as far as Coe Hill, thence to the village of
Bancroft, and thence to the Canadian Pacific Railway at
Lake Nipissing or at some other point thereon, or by any
other route from Bridgewater and Queensborough to the
Canadian Pacific Railway at Lake Nipissing or at such other
point thereon, is desirable and is for the general advantage
of Canada; and whereas a petition has been presented pray-
ing for the incorporation of a Company for that purpose, and
it is expedient to grant in part the prayer of the said
petition: 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 Billa Flint, Senator, the Honorable Incorporation.
Robert Read, Senator, Thomas Ritchie, N. B. Falkiner,
Henry Corby, all of the city of Belleville; Andrew Robert-
son, of the city of Montreal, Harford Ashley, reeve of the
township of Thurlowe, Robert Gordon, reeve of the town-
ship of Hungerford, Frank S. Thompson, reeve of the town-
ship of Elzevir; and J. F. Moffatt, H. C. Hodgkins, J. V.
Clarke and Romaine Freeman, all of the city of Watertown,
in the State of New York, one of the United States of
America, together with such persons as under the provi-
sions of this Act become shareholders in the Company
hereby incorporated, are hereby constituted a body corpor-
ate under the name of "The Belleville and Lake Nipissing Corporate
Railway Company," hereinafter called "the Company"; and name.

Declaratory. the railway and works hereby authorized are declared to be for the general advantage of Canada.

Offices of the company. 2. The head office of the Company shall be in the city of Belleville; but the board of directors may establish one or more offices in other places in Canada or elsewhere.

Line of railway described. 3. The Company may lay out, construct and operate a railway of the gauge of four feet eight and one-half inches from a point on the waters of the Bay of Quinté, in or near the city of Belleville, up the valley of the River Moira, *viâ* the villages of Tweed and Bridgewater, thence to Queensborough and Bannockburn, to connect with the Ontario Central Railway, with power to make running arrangements with the said Ontario Central Railway over the line thereof as far as Coe Hill, thence to the village of Bancroft, and thence to the Canadian Pacific Railway at or near Lake Nipissing, or by any other route from Bridgewater and Queensborough to the Canadian Pacific Railway at or near Lake Nipissing.

Provisional directors and their powers. 4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum, and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking or upon the dissolution of the Company, for any cause whatsoever.

Moneys deposited to be withdrawn for certain purposes only.

Capital stock and shares.

5. The capital stock of the Company shall be one million of dollars, divided into shares of one hundred dollars each; and the 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 of the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

First meeting of shareholders.

6. So soon as two hundred and fifty thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the city of Belleville at such time and place as they think proper, giving at least fourteen days'

Notice thereof.

notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in said city of Belleville,— at which meeting the shareholders, who have paid at least ten per cent. on the amount of stock subscribed for by them, shall elect seven directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

Election of directors.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Wednesday in November in each year, at the city of Belleville or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in the said city of Belleville.

Annual general meeting-

8. At such annual general meeting the subscribers for the capital stock assembled who have paid all calls due on their shares shall choose seven persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Number of directors.

Paid directors.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due.

Qualification of director.

10. The directors of the Company, under the authority of the shareholders to them given at any special general meeting, called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company and have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary, — which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Issue of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed ten thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed.

Amount limited.

Mortgage deed to secure bonds.

Working expenditure.

Powers granted by deed.

Validity of deed.

Deposit of deed.

Bonds to be a preferential claim on the undertaking.

Bondholder to be a mortgagee.

Powers of bondholders in case of non-payment.

Right of bondholder defined.

11. The Company may secure such bonds by a mortgage deed, creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway :

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided :

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro ratâ* with all the other bondholders; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall in respect thereof have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders, if they held fully paid-up shares of the Company to a corresponding amount :

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the

right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Registration of bonds.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Certain rights not affected.

14. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Transfer of bonds.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars ; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and counter-signed by the secretary, shall be binding on the Company ; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown ; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority ; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Promissory notes may be issued.

Notes not to be payable to bearer.

16. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic, who have power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Grants in aid may be received.

17. The directors of the Company elected by the shareholders may make and issue as paid-up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers ; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

Telegraph
and telephone
lines.

18. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Agreement
with other
companies.

19. The Company may enter into an agreement with the Ontario and Québec Railway Company, and with the Canadian Pacific Railway Company, or with either of such companies, for conveying or leasing to such company (or either of such companies) the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such companies or either of them, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council:

Sanction of
shareholders
and of Govern-
or in Coun-
cil.

Notice of ap-
plication for
sanction.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application; and such notice shall state a time and place, when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Limitation of
time.

20. The railway shall be commenced within two years and completed within five years from the passing of this Act; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.



51 VICTORIA.

CHAP. 69.

An Act to incorporate the Western Ontario Railway Company.

[Assented to 4th May, 1888.]

WHEREAS the construction and operation of a railway Preamble.
from a point in or near the town of Port Hope, on Lake Ontario, thence through the counties of Durham, Ontario, York, Simcoe, Cardwell, Grey and Bruce, touching in or near Aurora, Newmarket, Shelburne, Dundalk, Durham, Kincardine, Southampton or intermediate points, would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant in part the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. David Jackson, junior, James Isbester, McLeod Stewart, Clarence W. Moberly, Frank Caverhill, Alexander MacLean, Joseph H. Ferguson, Alexander Macpherson and John D. Irwin, together with such persons as, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Western Ontario Railway Company," hereinafter called "the Company." Incorporation.
Corporate name.

2. The head office of the Company shall be in the city of Toronto; but the board of directors may establish one or more offices in other places in Canada or elsewhere. Offices of the company.

3. The Company may lay out, construct and operate a railway of the gauge of four feet eight and one-half inches, from a point in or near the town of Port Hope, on Lake Ontario, thence through the counties of Durham, Ontario, York, Simcoe, Cardwell, Grey and Bruce, touching in or near Aurora, Newmarket, Shelburne and Durham, and thence by way of Walkerton to Inverhuron. Line of railway described.

Provisional directors and their powers.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum, and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed, which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Moneys deposited to be withdrawn for certain purposes only.

Capital stock and shares.

5. The capital stock of the Company shall be one million dollars, divided into shares of one hundred dollars each ; and the 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 of the works hereby authorized ; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

First meeting of shareholders.

6. So soon as two hundred and fifty thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the head office, at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in the city of Toronto,—at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect five directors, from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum ; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

Notice thereof.

Election of directors.

Annual general meeting.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Wednesday in February in each year, at the head office or elsewhere in Canada, as may be appointed by by-law ; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette* and in one or more daily newspapers published in the city of Toronto.

Number of directors

8. At such annual general meeting the subscribers for the capital stock assembled who have paid all calls due on their shares shall choose five persons to be directors of the

Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company. Paid directors.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due. Qualification of director.

10. The directors of the Company, under the authority of the shareholders to them given at any special general meeting called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company and have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary, which counter-signature and the signature to the coupons attached to such bonds may be engraved ; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper : Issue of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking : Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed twenty thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed. Amount limited.

11. The Company may secure such bonds by a mortgage deed, creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed ; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway : Mortgage deed to secure bonds.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be ; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided : Working expenditure.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada, — of which deposit notice shall be given by the Company in the *Canada Gazette*. Powers granted by deed.

Validity of deed.

Deposit of deed.

Bonds to be a preferential claim on the undertaking.

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bondholder to be a mortgagee.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro ratâ* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Powers of bondholders in case of non-payment.

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized, at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders, if they held fully paid-up shares of the Company to a corresponding amount :

Rights of bondholder defined.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Registration of bonds.

Certain rights not affected.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Transfer of bonds.

14. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Promissory notes may be issued.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars ; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the

Company ; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown ; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority ; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Notes not to be payable to bearer.

16. The Company may receive in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic, having power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Grants in aid may be received.

17. The directors of the Company elected by the shareholders may make and issue as paid up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers, and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

18. The Company may build, acquire, lease and operate vessels worked by steam or otherwise, to run in connection with the railway.

Vessels.

19. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Telegraph and telephone lines.

20. The Company may enter into an agreement with the Canadian Pacific Railway Company or the Grand Trunk Railway Company of Canada, for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery, and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit ; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at

Agreement with another company.

Sanction of shareholders and of Governor in Council.

which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council:

Notice of application for sanction.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette* and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Limitation of time.

21. The railway shall be commenced within two years and completed within five years from the passing of this Act; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

OTTAWA: Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 70.

An Act to incorporate the Collingwood and Bay of Quinté Railway Company.

[Assented to 4th May, 1888.]

WHEREAS the construction and operation of a railway Preamble.
from a point in or near the town of Collingwood, in the county of Simcoe, to a point on the Bay of Quinté, in or near the town of Trenton, in the county of Northumberland, or in or near the city of Belleville, in the county of Hastings, passing in or near the village of Bradford, in the county of Simcoe, in or near the village of Uxbridge, in the County of Ontario, in or near the village of Port Perry, in the said county of Ontario, and in or near the village of Brighton, in the county of Northumberland, to the waters of the said Bay of Quinté, in or near the said town of Trenton or the said city of Belleville, is desirable; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant in part the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Charles Cameron, steamboat owner, Thomas Long, Incorporation.
merchant, Charles Macdonald, miller, Andrew Melville, saw-mill owner, Alexander Richard Stephen, physician, Charles E. Stephens, merchant, Frank F. Telfer, merchant, Bernard Callary, merchant, and Frank Moberly, civil engineer, all of the town of Collingwood, together with such persons as under the provisions of this Act become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Collingwood and Bay of Quinté Railway Company," hereinafter called "the Corporate name.
Company."

2. The head office of the Company shall be in the Offices of the company.
town of Collingwood, in the county of Simcoe; but the board of directors may establish one or more offices in other places in Canada or elsewhere.

Line of railway described.

3. The Company may lay out, construct and operate a railway of the gauge of four feet eight and one-half inches from a point in or near the said town of Collingwood and passing in or near the aforesaid towns and villages of Bradford, Uxbridge and Port Perry to Lake Ontario at the harbor of Presquile at or near the village of Brighton or at the Bay of Quinté at or near the town of Trenton or at or near the city of Belleville.

Provisional directors and their powers.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum, and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payment on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Moneys deposited to be withdrawn for certain purposes only.

Capital stock and shares.

5. The capital stock of the Company shall be one million dollars divided into shares of one hundred dollars each; and the 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 of the works hereby authorized, and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

First meeting of shareholders.

6. So soon as two hundred and fifty thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the town of Collingwood at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in the city of Toronto and in one or more of the weekly newspapers published in the said town of Collingwood,—at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect nine directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

Notice thereof.

Election of directors.

Annual general meeting

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held

held on the first Wednesday in February in each year, at the town of Collingwood, or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette* and in one or more daily newspapers published in the city of Toronto, and also in one or more of the weekly newspapers published in the town of Collingwood.

8. At such annual general meeting the subscribers for the capital stock assembled who have paid all calls due on their shares shall choose nine persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Number of directors.

Paid directors.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due.

Qualification of director.

10. The directors of the Company, under the authority of the shareholders to them given at any special general meeting called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company and have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Issue of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed fifteen thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed.

Amount limited.

11. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future, or both, as are described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway:

Mortgage deed to secure bonds.

Working expenditure.

Powers granted by deed.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be ; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided :

Validity of deed.

Deposit of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Bonds to be a preferential claim on the undertaking.

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bondholder to be a mortgagee.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro ratâ* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Powers of bondholders in case of non-payment.

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid up shares of the Company to a corresponding amount :

Rights of bondholders defined.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Registration of bonds.

Certain rights not affected.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or

remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

14. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Transfer of bonds.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill, made, drawn, accepted or indorsed by the president or vice president of the Company and countersigned by the secretary, shall be binding on the Company; and every such note or bill of exchange so made, drawn, accepted or indorsed shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Promissory notes may be issued.

Notes not to be payable to bearer.

16. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic, having power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Grants in aid may be received.

17. The directors of the Company elected by the shareholders may make and issue, as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

18. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Telegraph and telephone lines.

19. The Company may buy, build or charter, and when necessary sell and dispose of steam and other vessels, and operate and use the same in connection with the said railway

Powers as to steam and other vessels.

for the purpose of carrying freight and passengers to such ports on the navigable waters of Canada or the United States as may be found desirable, and shall be entitled to charge tolls or rates for passengers and freight carried on board such vessels.

Agreement
with another
company.

20. The Company may enter into an agreement with the Canadian Pacific Railway Company, or the Grand Trunk Railway Company of Canada, for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council :

Sanction of
shareholders
and of Govern-
nor in Coun-
cil.

Notice of ap-
plication for
sanction.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette* and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application ; and such notice shall state a time and place when and where the application is to be made and that all persons may then and there appear and be heard on such application.

Limitation of
time.

21. The railway shall be commenced within three years and completed within six years from the passing of this Act, otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 71.

An Act to incorporate the Tobique Gypsum and Colonization Railway Company.

[Assented to 22nd May, 1888.]

WHEREAS the construction and operation of a railway Preamble.
from a point on the New Brunswick Railway at Perth Centre, in the county of Victoria, and Province of New Brunswick to "The Plaster Rock," so called, thence along the valley of the Tobique River, with a view to connect with the proposed Restigouche and Victoria Colonization Railway at or as near as may be to the Nictaux Lake, would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. John E. Stewart, E. R. Burpee, K. F. Burns, John Connor, Walter Armstrong and H. A. Connell, together with such persons as under the provisions of this Act become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Tobique, Gypsum and Colonization Railway Company," hereinafter called "the Company," and the said railway is hereby declared to be a work for the general advantage of Canada. Incorporation.
Corporate name.
Declaratory.

2. The head office of the Company shall be in the town of Andover; but the board of directors may establish one or more offices in other places in Canada or elsewhere. Offices of the company.

3. The Company may lay out, construct and operate a railway of the gauge of four feet eight and one-half inches from a point on the New Brunswick Railway at Perth Centre, in the county of Victoria, and Province of New Brunswick, to "The Plaster Rock," so called, thence along the valley of the Tobique River, with a view to connect Line of railway described.
with

with the proposed Restigouche and Victoria Colonization Railway, at or as near as may be to the Nictaux Lake.

Provisional directors and their powers.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Moneys deposited to be withdrawn for certain purposes only.

Capital stock and shares.

5. The capital stock of the Company shall be five hundred thousand dollars, divided into shares of one hundred dollars each; and the 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 of the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

First meeting of shareholders.

6. So soon as one hundred and twenty-five thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the town of Woodstock, at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in the town of Woodstock,—at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect five directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

Notice thereof.

Election of directors.

Annual general meeting.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Tuesday in July in each year, at the town of Andover or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in the town of Woodstock.

8. At such annual general meeting the subscribers for the capital stock assembled who have paid all calls due on their shares shall choose five persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Number of directors.

Paid directors.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due.

Qualification of director.

10. The directors of the Company, under the authority of the shareholders to them given at any special general meeting called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Issue of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they are able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed twenty thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed.

Amount limited.

11. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway:

Mortgage deed to secure bonds.

Working expenditure.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided:

Powers granted by deed.

Validity of deed.

Deposit of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Bonds to be a preferential claim on the undertaking.

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bondholder to be a mortgagee.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro ratâ* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed

Powers of bondholders in case of non-payment.

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid-up shares of the Company to a corresponding amount :

Rights of bondholder defined.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Registration of bonds.

Certain rights not affected.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Transfer of bonds.

14. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars ; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary shall be binding on the Company ; and every such note or bill of exchange so made drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown ; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority ; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Promissory notes may be issued.

Notes not to be payable to bearer.

16. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic having power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Grants in aid may be received.

17. The directors of the Company, elected by the shareholders, may make and issue, as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers ; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

18. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Telegraph and telephone lines.

19. The Company may enter into an agreement with the New Brunswick Railway Company for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit, provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting the

Agreement with another company.

Sanction of shareholders and of Governor in Council.

shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council :

Notice of application for sanction.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application ; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Limitation of time.

20. The railway shall be commenced within one year and completed within three years from the coming into force of this Act ; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

When Act shall take effect.

21. The foregoing provisions of this Act shall come into operation from and after a day to be named by proclamation of the Governor General bringing the same into force, and such proclamation may issue at any time within one year from the passing of this Act, on his being satisfied that the construction of the line of railway authorized to be built by the third section of this Act, is not being proceeded with by the Tobique Valley Railway Company, incorporated by statute of the Province of New Brunswick, at such a rate of progress as to secure the completion of fourteen miles thereof by the thirty-first day of December next, or if on the said last mentioned date such fourteen miles have not been completed.

When proclamation may issue.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 72.

An Act to incorporate the Chatham Railway Company.

[Assented to 22nd May, 1888.]

WHEREAS the persons hereinafter named have, by their Preamble. petition, prayed to be incorporated as a Company under the name of "The Chatham Railway Company," for the purpose of acquiring and purchasing the line of railway leading from Chatham Junction, on the Intercolonial Railway, to the town of Chatham, in the county of Northumberland, and for the purpose of extending the said railway to the Miramichi River at some point between the public wharf and the Canada wharf in Chatham, and also for the purpose of constructing a branch line from a point on the said railway line to the said Miramichi River in the parish of Nelson; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Jabez B. Snowball, of Chatham, merchant, Francis E. Incorporation. Winslow, of Chatham, bank manager, Frederick P. Thompson, of Fredericton, manufacturer, William B. Snowball, of Chatham, merchant's clerk, Alexander Leichman, of Chatham, accountant, William Murray, of Chatham, merchant, and Scott Fairley, of Blackville, lumber dealer, together with such persons as under the provisions of this Act become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the Corporate name. name of "The Chatham Railway Company," hereinafter called "the Company;" and the said railway and the lines authorized by this Act to be constructed are declared to be Declaratory. works for the general advantage of Canada.

2. The head office of the Company shall be in the town Offices of the company. of Chatham, New Brunswick; but the board of directors may establish one or more offices in other places in Canada or elsewhere.

Line of railway may be acquired.

Branch lines may be built.

Provisional directors and their powers.

May be withdrawn for certain purposes only.

Capital stock and shares.

First meeting of shareholders.

Notice thereof.

Election of directors.

3. The Company may purchase, lease or otherwise acquire the railway line from Chatham Junction on the Intercolonial Railway to the town of Chatham, and all the buildings, stations and other property connected with the said railway line, and may lay out, construct, finish and operate an extension of the said railway from Chatham station to a point on the River Miramichi between the public wharf and the Canada wharf in the town of Chatham, and also a branch line from some point on the said railway line to the said River Miramichi in the parish of Nelson.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

5. The capital stock of the Company shall be two hundred thousand dollars, divided into shares of one hundred dollars each; and the 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 of the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

6. So soon as sixty thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the town of Chatham, New Brunswick, at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in Chatham aforesaid,—at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect five directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Tuesday in December in each year, at the said town of Chatham or elsewhere in Canada, as appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously, in one or more daily newspapers published in Chatham aforesaid.

Annual general meeting.

8. At such annual general meeting the subscribers for the capital stock assembled who have paid all calls due on their shares shall choose five persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Number of directors.

Paid directors.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least ten shares in the stock of the Company, and has paid up all calls made thereon and then due.

Qualification of director.

10. The directors of the Company, under the authority of the shareholders to them given at any special general meeting called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Issue of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they are able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed twenty thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed, or acquired by purchase under this Act.

Amount limited.

11. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway:

Mortgage deed to secure bonds.

Working expenditure.

Powers granted by deed.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided:

Validity of deed.

Deposit of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Bonds to be a preferential claim on the undertaking.

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section:

Bondholder to be a mortgagee.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro ratâ* with all the other bondholders; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Powers of bondholders in case of non-payment.

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid up shares of the Company to a corresponding amount:

Rights of bondholders defined.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon; and the Company shall be bound, on demand, to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares:

Registration of bonds.

Certain rights not affected.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or

remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

14. All bonds hereby authorized may be made payable to bearer, and shall in that case be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Transfer of bonds.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Promissory notes may be issued.

Notes not to be payable to bearer.

16. The directors of the Company elected by the shareholders may make and issue as paid up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

17. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Telegraph and telephone lines.

18. All the lines to be constructed under this Act shall be commenced within two years and completed within four years from the passing of this Act; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

Limitation of time.



51 VICTORIA.

CHAP. 73.

An Act to incorporate the Annapolis Atlantic Railway Company.

[Assented to 22nd May, 1888.]

Preamble.

WHEREAS the construction and operation of a railway from a point in or near Annapolis, in the county of Annapolis, and Province of Nova Scotia, to Liverpool, in the county of Queen's, in the said Province, with a branch or branches from some point or points on the proposed line to Shelburne, Lockeport and Barrington, in the county of Shelburne, in the said Province, is desired, and would be for the general advantage of Canada; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. Robert G. Hervey, Brockville, railway manager, R. Bowie, Brockville, brewer, Chilion Jones, Brockville, civil engineer, John F. Wood, M.P., Brockville, barrister, James Irvine, New York, U.S.A., railway banker, Augustus Robinson, Annapolis, doctor of medicine, Christopher D. Pickels, Annapolis, merchant, Charles McCormick, Annapolis, merchant, Robert W. Freeman, Jordan River, timber merchant, John Bowers, Shelburne, trader, John M. Shand, Shelburne, manufacturer, S. T. R. Bill, Liverpool, merchant, Alfred W. Moren, Liverpool, merchant, Allen Tupper, Liverpool, merchant, together with such persons as, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Annapolis Atlantic Railway Company," hereinafter called "the Company;" and the railway of the said Company, and the works hereby authorized are declared to be works for the general advantage of Canada.

Corporate name.

Declaratory.

Offices of the company.

2. The head office of the Company shall be in the town of Annapolis, Nova Scotia; but the board of directors may establish

establish one or more offices in other places in Canada or elsewhere.

3. The Company may lay out, construct and operate a railway of the gauge of four feet eight and one-half inches from a point in or near the town of Annapolis, in the county of Annapolis, to Liverpool, in the county of Queen's, and also a branch from a point in the county of Queen's, on the said line, to Shelburne and Sand Point, in the county of Shelburne, and also a branch from a point on the said branch line to Shelburne to Barrington and Lockeport, both in the said county of Shelburne.

Line of railway described.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith elect officers, open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Provisional directors and their powers.

Moneys deposited to be withdrawn for certain purposes only.

5. The capital stock of the Company shall be one million dollars, divided into shares of one hundred dollars each; and the 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 hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

Capital stock and shares.

6. So soon as two hundred and fifty thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the city of Ottawa at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in Nova Scotia,—at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect eleven directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

First meeting of shareholders.

Notice thereof.

Election of directors.

Annual general meeting.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Tuesday in May in each year, at the town of Annapolis aforesaid, or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in Nova Scotia.

Number of directors.

8. At such annual general meeting the subscribers for the capital stock assembled, who have paid all calls due on their shares, shall choose eleven persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Paid directors.

Qualification of director.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due.

Special general meetings

10. Special general meetings of the shareholders of the Company may be held at such places in Canada and at such times and in such manner and for such purposes as may be provided by the by-laws of the Company, upon such notice as is provided for annual meetings.

Issue of bonds.

11. The directors of the Company, under the authority of the shareholders, to them given at any special general meeting called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Disposal of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they are able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Amount limited.

3. The amount of such bonds so issued, sold or pledged, shall not exceed twenty thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed.

12. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed ; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway :

Mortgage deed to secure bonds.

Working expenditure.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be ; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided :

Powers granted by deed.

Validity of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Deposit of deed.

13. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bonds to be a preferential claim on the undertaking.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro ratâ* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Bondholder to be a mortgagee.

14. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid up shares of the Company to a corresponding amount :

Powers of bondholders in case of non-payment.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting

Rights of bondholders defined.

Registration of bonds.

voting thereon; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares:

Certain rights not affected.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Transfer of bonds.

15. All bonds hereby authorized may be made payable to bearer, and shall in that case be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Promissory notes may be issued.

16. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Notes not to be payable to bearer.

Grants in aid may be received.

17. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic, who have power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Paid up stock may be issued in certain cases.

18. The directors of the Company elected by the shareholders may make and issue as paid up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Allotment of stock.

19. If more than the whole stock has been subscribed the provisional directors shall allocate and apportion it to the extent

extent of the authorized capital among the subscribers as they deem most advantageous and conducive to the furtherance of the undertaking.

20. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway. Telegraph and telephone lines.

21. The Company may buy, build or charter, and when necessary sell and dispose of steam and other vessels, and operate and use the same in connection with the said railway for the purpose of carrying freight and passengers to such ports on the navigable waters of Canada, the United States, Great Britain and the West Indies as is found desirable, and shall be entitled to charge tolls or rates for passengers and freight carried on board such vessels. Powers of Company as to steam and other vessels.

22. The Company may enter into an agreement with the Windsor and Annapolis Railway Company, the Western Counties Railway Company, the Nova Scotia Central Railway Company, or the Midland and Great Western Railway Company, for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit ; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council : Agreement with another company.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application ; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application. Sanction of shareholders and of Governor in Council.

23. The railway shall be commenced within three years and completed within six years from the passing of this Act ; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted. Notice of application for sanction.



51 VICTORIA.

CHAP. 74.

An Act to incorporate the Chinook Belt and Peace River Railway Company.

[Assented to 4th May, 1888.]

Preamble.

WHEREAS the construction and operation of a railway is required from a point in or near Calgary, thence along Nose Creek to Section thirty-five, Township twenty-four, Range one, west of the fifth meridian, thence to Section fourteen, township twenty-five and same range, thence north-east to Rose Bud Creek, Section twenty-seven, Township twenty-seven, Range twenty-six, west of the fourth meridian, or from a point in or near Cheadle on the Canadian Pacific Railway in Section thirteen, Township twenty-four, Range twenty-six, west of the fourth meridian, thence to Rose-Bud Creek in Section twenty-seven, Township twenty-seven, Range twenty-six, west of the fourth meridian, or along both the said routes, thence north to the Red Deer River, in Section seventeen, Township thirty-eight, Range twenty-five, west of the fourth meridian, thence to Battle River in Section twenty-three, Township forty-three, Range twenty-five, west of the fourth meridian, thence to the North Saskatchewan River in Section twenty-three, Township fifty-two, Range twenty-five, west of the fourth meridian, or at or near Edmonton, thence north-west to and through the Peace River country to, at or near Dunvegan, on the Peace River, and thence along the southern boundary of the said river for about four hundred miles from Edmonton, with the privilege of deviating if necessary from such line a distance not exceeding five miles with the sanction of the Governor General in Council; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant in part the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. Thomas Lailey, Alexander John McKay, John Hislop, Henry B. McKay, Charles Watson and Harry Webb, together with

with such persons as, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Chinook Belt and Peace River Railway Company," hereinafter called the Company.

Corporate name.

2. The head office of the Company shall be in the city of Toronto; but the board of directors may establish one or more offices in other places in Canada or elsewhere.

Offices of the company.

3. The Company may lay out, construct and operate a railway of the gauge of four feet eight and one half inches from a point in or near Calgary, thence along Nose Creek to Section thirty-five, Township twenty-four, Range one, west of the fifth meridian, thence to Section fourteen, township twenty-five and same range, thence north-east to Rose Bud Creek, Section twenty-seven, Township twenty-seven, Range twenty-six, west of the fourth meridian, thence north to the Red Deer River in Section seventeen, Township thirty-eight, Range twenty-five, west of the fourth meridian, thence to Battle River in Section twenty-three, Township forty-three, Range twenty-five, west of the fourth meridian, thence to the North Saskatchewan River in Section twenty-three, Township fifty-two, Range twenty-five, west of the fourth meridian, or at or near Edmonton, thence north-west to and through the Peace River country to, at or near Dunvegan on the Peace River, and thence along the southern boundary of the said river for about four hundred miles from Edmonton, with the privilege of deviating, if necessary, from such line a distance not exceeding five miles with the sanction of the Governor General in Council.

Line of railway described.

Deviation allowed.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Provisional directors and their powers.

Moneys deposited to be withdrawn for certain purposes only.

5. The capital stock of the Company shall be two million dollars, divided into shares of one hundred dollars each; and the 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 of the works hereby authorized;

Capital stock and shares.

and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway, and other purposes of this Act.

- First meeting of shareholders.** **6.** So soon as five hundred thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the city of Toronto at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in Toronto,—at which meeting the shareholders, who have paid at least ten per cent. on the amount of stock subscribed for by them, shall elect seven directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.
- Notice thereof.**
- Election of directors.**
- Annual general meeting.** **7.** The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Wednesday in February in each year, at the city of Toronto or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in Toronto.
- Number of directors.** **8.** At such annual general meeting the subscribers for the capital stock assembled, who have paid all calls due on their shares, shall choose seven persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.
- Paid directors.**
- Qualification of director.** **9.** No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due.
- Issue of bonds.** **10.** The directors of the Company, under the authority of the shareholders to them given at any special general meeting, called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere

elsewhere, and may bear such rate of interest as the directors think proper :

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking :

Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed twenty thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed.

Amount limited.

11. The Company may secure such bonds by a mortgage deed, creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed ; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway :

Mortgage deed to secure bonds.

Working expenditure.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be ; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided :

Powers granted by deed.

Validity of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Deposit of deed.

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bonds to be a preferential claim on the undertaking.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Bondholder to be a mortgagee.

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting

Powers of bondholders in case of non-payment.

meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders, if they held fully paid-up shares of the Company to a corresponding amount :

Right of bondholder defined.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Registration of bonds.

Certain rights not affected.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Transfer of bonds.

4. All bonds hereby authorized may be made payable to bearer, and shall in that case be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Promissory notes may be issued.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars ; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary shall be binding on the Company ; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown ; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority ; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Notes not to be payable to bearer.

Grants in aid may be received.

16. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic, who have power to grant the same, any bonus of land or money or debenture or other benefit of any sort, either with or without conditions, and

may enter into an agreement for the carrying out of any such conditions or with respect thereto.

17. The directors of the Company elected by the shareholders may make and issue as paid up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

18. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Telegraph and telephone lines.

19. The Company may enter into an agreement with the Canadian Pacific Railway Company, for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council:

Agreement with another company.

Sanction of shareholders and of Governor in Council.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Notice of application for sanction.

20. The railway shall be commenced within two years and completed to Edmonton within five years, and the remainder of the road within seven years, from the passing of this Act; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

Limitation of time.

21. This Act shall not come into operation until a date to be named in a proclamation which may be issued by order

When Act shall take effect.

When pro-
clamation
may issue.

of the Governor in Council if he shall be satisfied that on the first day of August next, the work of constructing the Alberta and Athabasca Railway authorized to be built by the Act passed in the session held in the forty-eighth and forty-ninth years of the reign of Her Majesty and chaptered eighty-eight, is not being actively prosecuted, or if the work of constructing the said railway is not, from time to time, being proceeded with in such a manner as to secure the completion to his satisfaction of fifty miles thereof on or before the first day of November next.

OTTAWA: Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 75.

An Act respecting the Thousand Islands Railway Company.

[Assented to 22nd May, 1888.]

WHEREAS the Thousand Islands Railway Company, a Preamble.
Company incorporated by the Legislature of the Province of Ontario, by an Act passed in the thirty-fourth year of Her Majesty's reign, chapter forty-six, as amended by an Act passed in the forty-seventh year of Her Majesty's reign, chapter sixty-seven, has, by its petition, prayed to be declared a work for the general advantage of Canada and subject to the legislative authority of the Parliament of Canada, and also that the Gananoque, Perth and James' Bay Railway Company may be merged, as hereinafter set forth, in the said Thousand Islands Railway Company; and whereas the said Gananoque, Perth and James' Bay Railway Company has, by its petition, prayed to be so merged in the said Thousand Islands Railway Company; and whereas it is expedient to grant the prayer of the said petitions: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Gananoque, Perth and James' Bay Railway Company is hereby declared to be merged, subject to the provisions hereinafter contained, in the Thousand Islands Railway Company; and the railways of the said Company, and the works hereby authorized, are declared to be works for the general advantage of Canada: Companies amalgamated. Declaratory.

2. Whenever the expression the Company is used in this Act it means "The Thousand Islands Railway Company." Interpretation.

3. All the rights, claims, property, estates, grants, moneys and effects of each of the said companies shall be vested in the Company which is hereby declared to be a body corporate and politic within the jurisdiction of the Parliament of Canada for all and every the purposes mentioned in, and with all and every the franchises, rights, powers, privileges and authorities conferred upon it by virtue of sections thirty-three and thirty-five of the first above cited Act, and sections Rights, &c., vested in company.
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eighteen, twenty, twenty-one and twenty-two, and schedules A and B of the second above cited Act.

As to grants voted by Parliament.

4. All grants heretofore voted to the Gananoque, Perth and James' Bay Railway Company by the Parliament of Canada may be paid to the Company, subject to the provisions of the Acts relating to such grants :

As to claims voted by Parliament and pending suits.

5. The Company shall be liable for all liens and claims against the Gananoque, Perth and James' Bay Railway Company; and all actions, suits and proceedings by or against the said the Gananoque, Perth and James Bay Railway Company, may be continued by or against the Company.

Offices of the company.

2. The head office of the Company shall be in the village of Gananoque or such other place as the directors from time to time determine by by-law; but the board of directors may establish one or more offices in other places in Canada or elsewhere.

Line of railway described.

3. The Company may lay out, construct and operate a railway of the gauge of four feet eight and one-half inches from a point on the line of the present railway of the Company at or near Gananoque Junction in the county of Leeds, in the Province of Ontario, thence by the way of the town of Perth, in the Province aforesaid, to some point at or near the shore of James' Bay, with a branch or branches from some point or points on the said projected line to Ottawa, by way of Smith's Falls or Merrickville, following such general courses and direction as to them appear advisable; and the Company may also construct branch lines from any point, at or between the terminal points of the said railway, for the purpose of connecting the said railway with any mine or mines in the counties of Lanark, Leeds, Frontenac or Renfrew, and all the provisions of this Act relating to the issue of mortgage bonds on the security of the said main line shall apply to such branch lines as fully and amply as they apply to the said main line.

Provisions as to bonds to apply to branches.

Capital stock.

4. The capital stock of the Company shall be and is hereby increased to one million dollars, divided into shares of one hundred dollars each.

Annual general meeting.

5. The annual general meeting of the shareholders of the Company, for the election of directors and other general purposes, shall hereafter be held on the first Wednesday in March in each year, at the village of Gananoque or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days' previously in the *Canada Gazette*, and in one or more newspapers published in the said village of Gananoque; and until the next annual meeting of the Company, the present directors thereof are hereby declared to be the directors of the Company.

Directors continued in office.

6. At such annual meeting the shareholders of the Company who have paid all calls due on their shares shall choose seven persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Election of directors.
Paid directors.

7. All shareholders in the Company, whether British subjects or aliens, or resident in Canada or elsewhere, shall have equal rights to hold stock in the Company and to vote on the same, and shall be eligible to office in the Company.

Equal rights of shareholders.

8. No person shall hereafter be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due.

Qualification of director.

9. The directors of the Company, under the authority of the shareholders to them given at any special general meeting, called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Issue of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Disposal of bonds.

3. The amount of such bonds so issued, sold or pledged, shall not exceed twenty thousand dollars per mile of the said railway and branches, to be issued in proportion to the length of railway constructed or under contract to be constructed.

Amount limited.

10. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the railway:

Mortgage deed to secure bonds.

Working expenditure.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the

Powers granted by deed.

Validity of deed. bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided :

Deposit of deed. 3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Bonds to be a preferential claim on the undertaking. 11. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bondholder to be a mortgagee. 2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro ratâ* with all the other bondholders, and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Powers of bondholders in case of non-payment. 12. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid-up shares of the Company to a corresponding amount :

Rights of bondholders defined. 2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Certain rights not affected. 3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Transfer of bonds, &c. 13. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered

registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

14. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Promissory notes may be issued.

Notes not to be payable to bearer.

15. The Company may receive, in aid of the construction of the railway or any part thereof, from any person or body corporate, municipal or politic, who have power to grant the same, any bonus of money or debenture, or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Grants in aid may be received.

16. The directors of the Company elected by the shareholders may make and issue, as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be issued in certain cases.

17. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railway.

Telegraph and telephone lines.

18. The Company may enter into an agreement with the Ontario Pacific Railway Company, the Ontario and Quebec Railway Company, the Brockville, Westport and Sault Ste. Marie Railway Company, or the Grand Trunk Railway Company of Canada, for conveying or leasing to such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery, and other property to it belonging, or for an amalgamation with such company, on such

Agreement with another company.

Sanction of shareholders and of Governor in Council.

terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit ; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council :

Notice of application for approval of Governor in Council.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the counties through which the said railway runs, for at least two months prior to the time named in such notice for the making of such application ; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

Limitation of time.

19. The extension of the railway hereby authorized shall be commenced within three years and completed within eight years from the passing of this Act ; otherwise the powers hereby granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.

Railway Act to apply.

20. "*The Railway Act*," and any amendments thereto shall apply to the Company and the railway of the Company instead of "*The Railway Act of Ontario*," where not inconsistent with the special provisions of this Act, or the special provisions of the several sections of the said Acts preserved in force by sub-section three of section one of this Act, and set forth in the schedule hereto.

47 V., c 83, repealed.

21. Subject to the provisions of this Act, the Act incorporating the Gananoque, Perth and James' Bay Railway Company passed in the forty-seventh year of Her Majesty's reign, chaptered eighty-three, is hereby repealed.

SCHEDULE.

STATUTES OF THE PROVINCE OF ONTARIO.

34 *Victoria*, Chapter 46.

An Act to incorporate the Gananoque and Rideau Railway Company.

[Assented to 15th February, 1871.]

Preamble.

WHEREAS the parties firstly hereinafter named have petitioned the Legislature for an Act of incorporation to construct a railway from the village of Gananoque, on

the River Saint Lawrence, to the Grand Trunk Railway, and thence to the village of Merrickville on the Rideau Canal, with a branch to the village of Westport; and whereas it is expedient that the prayer of said petition shall be granted: Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:—

1. That Charles B. Chrysler, Samuel McCammon, David Ford Jones, Reuben P. Colton, William Byers, W. G. Matthews, Jesse Strenden, William Brough, Robert Byers, J. Skinner, Charles M. Parmeter, George Beaumont, Sylvester Skinner, A. Skinner, S. C. Skinner, William B. Carroll, John Ormiston, together with such other persons or corporation or corporations as shall, under the provisions of this Act, become shareholders in the Company hereby incorporated, shall be and are hereby ordained, constituted and declared to be a body corporate and politic by and under the name of the "Gananoque and Rideau Railway Company."

Incorporation.

Corporate name.

2. The several clauses of the Railway Act, with respect to the first, second, third, fourth, fifth and sixth clauses thereof, and also the several clauses of the said Act with respect to "Interpretation," "Incorporation," "Powers," "Plans and Surveys," "Lands and their valuation," "Highways and bridges," "Fences," "Tolls," "General meetings," "President and directors, their election and duties," "Calls," "Shares and their transfer," "Municipalities," "Shareholders," "Actions for indemnity, and fines and penalties, and their prosecution," "Notices, &c.," "Working of the Railway," and "General Provisions," shall be incorporated with this Act; and the expression "this Act," when used herein, shall be held and understood to include the clauses incorporated with this Act, save and except in so far as they are varied by any of the provisions of this Act.

Certain clauses of Railway Act incorporated with this Act.

Interpretation of the words "this Act."

3. The Company hereby incorporated, and their agents or servants, shall have full power and authority under this Act, to lay out, construct and finish a railway from such point within the limits of the village of Gananoque, on the River Saint Lawrence, as to the directors of the Company may appear expedient; thence in the direction of the Grand Trunk Railway, so as to secure a favourable connection with the said railway, at some convenient point within the limits of the townships of the front of Leeds and Lansdown; thence through the townships of the front of Leeds and Lansdown, the townships of the rear of Leeds and Lansdown, the township of South Crosby, the township of Bastard, the township of Ketley, the township of Walford, to the village of Merrickville, on the Rideau Canal, in the township of Walford, with a branch road to the village of Westport, in the township of North Crosby, from such point in the township of South Crosby or Bastard, as may be deemed advisable; and the said Company shall

Construction of railway.

have power and authority to construct the same in different sections, in such order as they see fit, keeping in view the general direction as hereinbefore provided, and with full power to pass over any portion of the country between the points aforesaid, and to carry said railway through the Crown lands lying between the points aforesaid; and it shall and may be lawful for the said Company to take and appropriate for the use of the said railway, and the works connected therewith, but not to alienate, so much of the land covered with the waters of any river or stream as may be necessary for the works of the said railway.

Gauge of railway.

4. The gauge of said railway shall be such as the directors in their discretion may determine upon, but not less than three feet, with power to lay down a third or more rails, as they may think proper.

Capital stock \$250,000.

5. The capital stock of the said Company shall be two hundred and fifty thousand dollars (with power to increase the same in the manner provided by the Railway Act), to be divided into five thousand shares of fifty 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 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 this Act: Provided always, that until the said preliminary expenses shall be paid out of the capital stock, it shall be lawful for the municipality of any county, town, village or township, to pay out of the funds of such municipality, either by way of bonus or donation, or by way of loan to the said Company, such preliminary expenses or any part thereof, as to the council of such municipality may appear expedient; and in the case of a loan, any sum thus advanced shall be refunded to the municipality from the stock of the said Company, or shall be allowed in payment of any stock or bonus, which may be subscribed for by such municipality.

Shares \$50 each.

Expenses of Act

Preliminary expenses.

Provisional directors.

6. That Charles B. Chrysler, Samuel McCammon, David Ford Jones, Reuben P. Colton, William Byers, W. G. Matthews, Jesse Strenden, William Brough, Robert Byers, J. Skinner, Charles M. Parmeter, George Beaumont, Sylvester Skinner, shall be and are hereby constituted a board of provisional directors of the said Company

Powers of provisional directors.

7. The said provisional directors, until others shall be named as hereinafter provided, shall constitute the board of directors of the Company with power to fill vacancies occurring thereon; to associate with themselves thereon not more than two other persons, who, upon being so named, shall become and be directors of the Company equally with themselves,

themselves; to open stock books and procure subscriptions of stock for the undertaking; to make a call upon the shares subscribed therein; to call a meeting of the subscribers thereto for the election of other directors as hereinafter provided; and with all such other powers as under the Railway Act are vested in such boards; the said directors or a majority of them may, in their discretion, exclude any person from subscribing who, in their judgment, would hinder, delay, or prevent the Company from proceeding with and completing their undertaking under the provisions of this Act; and if more than the whole stock shall have been subscribed, the said provisional directors shall allocate and apportion it amongst the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking; and in such allocation the said directors may in their discretion exclude any one or more of the said subscribers, if in their judgment this will be best to secure the building of the said railway.

Provisional directors may exclude certain persons from subscribing.

8. As soon as shares to the amount of twenty-five thousand dollars of the capital stock of the said Company shall have been subscribed, and ten per centum thereof paid into some chartered bank, having an office in the town of Brockville, or in the city of Kingston, (which shall on no account be withdrawn therefrom unless for the service of the Company,) the directors shall call a general meeting of the subscribers to the said capital stock who shall have so paid up ten per centum thereof, for the purpose of electing directors of the said Company, giving at least one month's notice in two or more newspapers published in the county of Leeds, of the time and place of such meeting; and at such general meeting the shareholders present, either in person or by proxy, who shall have paid ten per centum upon the stock subscribed by them, shall elect nine persons to be directors of the said Company, in the manner and qualified as hereafter provided; which said directors, together with the *ex officio* directors under the "Railway Act," shall constitute a board of directors and shall hold office until the fourth Wednesday in January in the year following their election.

General meeting for election of directors.

Nine persons to be elected.

9. On the said fourth Wednesday in January, and on the fourth Wednesday in January in each year thereafter, there shall be holden a general meeting of the shareholders of the said Company,—at which meeting the shareholders shall elect nine directors for the ensuing year in the manner and qualified as hereinafter provided, unless said number be increased or diminished as hereinafter mentioned; and public notice of such annual general meeting and election, and of the time and place at which such meeting shall be held, shall be published for at least one month before the day of election in two or more newspapers published in the county of Leeds; and all the elections for directors shall be by ballot; and the persons so elected, together with the

Annual meeting.

Public notice

Election by ballot.

ex officio directors under the "Railway Act," shall form the board of directors.

Changing the number of directors.

10. The said Company shall have power to pass a by-law, at a general meeting of the stockholders called for the purpose, to increase or diminish the number of directors of said Company: Provided, that the said number of directors shall not be increased beyond sixteen or diminished to a less number than three.

Special general meetings.

11. Special general meetings of the shareholders of the said Company may be held at such place, and at such times, and in such manner, and for such purposes as may be provided by the by-laws of said Company.

Qualification of directors.

12. In the election of directors under this Act, no person shall be elected a director unless he shall be a holder and owner of at least ten shares of the stock of the said Company, upon which all calls have been paid up.

Directors representing municipalities.

13. The provisional or other directors of the said Company are hereby authorized to constitute the head of any municipality, subscribing for stock or granting a bonus, an *ex officio* director in said Company, should the amount of aid granted by said municipality be sufficient in the discretion of said directors to entitle the said municipality to a representation on said board of directors.

Scale of votes.

14. In the election of directors under this Act, and in the transaction of all business at general shareholders' meetings, each shareholder shall be entitled to vote either in person or by proxy, and shall be entitled to as many votes as he holds shares; but no shareholder shall be entitled to vote, in person or by proxy, at any such meeting, or at any special meeting of the shareholders of the said Company, who shall not have paid at least ten per centum on each share held or owned by him or her in the capital stock of said Company, and all calls due upon his or her stock at the time of such election or meeting.

Representation of municipal corporations.

15. At all meetings of the Company, the stock held by municipal and other corporations may be represented by such person as they shall respectively have appointed in that behalf by by-law; and such persons shall, at such meeting, be entitled equally with other shareholders to vote by proxy.

Quorum of directors.

16. At all meetings of the board of directors, whether of provisional directors or of those elected by the shareholders, five directors shall form a quorum for the transaction of business, unless the number necessary to constitute such quorum be increased or reduced by a by-law passed at a general meeting of the stockholders; and the said board of directors may employ one or more of their number as paid director or directors.

Subscriptions for shares.

17. The said directors are hereby authorized and empowered to take all necessary steps for procuring subscriptions for shares in the stock books of the Company from parties desirous of becoming shareholders in the said Com-

pany, until the whole of the capital stock authorized by this Act shall have been taken up; and to make, execute and deliver all such scrip and share certificates as to the said directors shall seem expedient.

18. The directors may, at any time, call upon the shareholders for instalments 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: Calls on shares. Provided, that no such call or instalment shall exceed the sum of ten dollars per centum upon the amount subscribed for by the respective shareholders in the said Company, and that the amount of any such calls in any one year shall not exceed fifty dollars per centum upon the stock so subscribed: Proviso. Provided also, that upon the occasion of any person or corporation becoming a subscriber for stock in the said Company, it shall and may be lawful for the provisional and other directors of the said Company, for the time being, to demand and receive, to and for the use of the said Company, the sum of ten dollars per centum upon the amount by such person or corporation respectively subscribed, and also the amount of such calls as shall have already been made payable in respect of the stock then already subscribed at the time of such person or corporation respectively subscribing for stock; and all persons subscribing to the capital stock of the said Company shall be considered proprietors and partners in the same, but shall be liable only to the extent of their unpaid stock therein. Proviso.

19. The shares of the capital stock of the said Company shall be transferable, and may, from time to time, be transferred to others by the respective holders and owners thereof: Shares transferable. Provided always, that the original subscribers, or any future transferrer, and the transferee, shall be always held personally liable to the said Company and to the creditors thereof for all or any part of the sums unpaid on such shares by the transferrer or original subscriber subscribed, and for all calls thereon, whether made before or after any such transfer; and in any action brought for the recovery of any call or calls upon such stock, the said Company may sue the original subscriber or the person or persons to whom the same may have been transferred, as the said directors may elect: and failing to secure payment, may enter an action against, and may receive from the original subscriber any unpaid calls on such stock, together with the costs of any previous actions in which the Company may have recovered judgment against any other of the parties liable for such calls. Liability of shareholders and transferees.

20. And it shall further be lawful for any municipality through any part of which or near which the railway or works of said Company shall pass or be situated, to aid or assist the said Company by loaning or guaranteeing or giving money by way of bonus or other means to the Company; and by purchasing and granting to the said Company the Municipalities may aid by bonus. land

land for the right of way, station grounds, gravel pits and workshops, and otherwise in such manner and to such extent as such municipal corporation or corporations, or any of them, may think expedient; or issuing municipal bonds to or in aid of the Company or for all or any of the herein-before mentioned purposes, subject to such restrictions and conditions as may be mutually agreed on between such municipality and the directors of the railway,—such directors and the council of such municipality being respectively authorized to make such agreements as may be necessary for the purpose: Provided always, that such aid, loan, bonus or guarantee shall be given under a by-law for the purpose, to be passed in conformity with the provisions of the “Municipal Institutions Act” of one thousand eight hundred and sixty-six, and chaptered fifty-one; and all such by-laws so passed shall be valid, notwithstanding that such rate may exceed the aggregate rate of two cents in the dollar on the actual value of such ratable property: Provided that the annual rate of assessment shall not in any case exceed, for all purposes, three cents in the dollar on the assessed value of the whole ratable property within the municipality, or portion of a municipality, creating such debt.

Provided the by-laws be passed in conformity with municipal Act.

Bonus may be expended within the limits of the municipality granting the same.

21. Whenever any municipality, or portion of a municipality, shall grant a bonus to aid the making, equipment, and completion of said railway, it shall be lawful for said Company to enter into a valid agreement with such municipality, binding said Company to expend the whole of such bonus upon works of construction within the limits of the municipality granting the same, or upon such other portion of the works as may be agreed to by said municipality.

If portion of municipality desire to aid, Council to pass a by-law.

22. In case a majority of the persons rated on the last assessment roll as freeholders, in any portion of a town, township, or village municipality, do petition the council of such municipality (the said petition to define the metes and bounds of the section of the municipality within which the property of the petitioners is situated), and expressing the desire of the said petitioners to aid in the construction of the said railway by granting a bonus or donation to the said Company for this purpose, and stating the amount which they so desire to give and grant, and to be assessed therefor, the council of such municipality shall pass a by-law: Provided the said by-law shall be approved of as in sections two hundred and twenty-six, two hundred and twenty-seven and two hundred and twenty-eight of the “Municipal Act” of one thousand eight hundred and sixty-six, chaptered fifty-one, by the majority of qualified electors in the portion of the municipality petitioning as aforesaid:

Proviso.

For issuing debentures.

(1). For raising the amount so petitioned for by the freeholders in such portion of the municipality, by the issue

of the debentures of the municipality, payable within twenty years, or sooner, and for the payment to the said Company of the amount of said bonus or donation at the time and on the terms specified in said petition ;

(2.) For assessing and levying upon all the ratable property lying within the section referred to by said petitioners an annual special rate sufficient to include a sinking fund for the repayment of debentures, with the interest thereon, which municipal councils are hereby authorized to execute and issue in such cases respectively ; and no by-law made in pursuance of the powers in this Act conferred shall be invalid merely by reason of any want of compliance with the said sections : Provided such by-laws shall have been approved of by a majority of the persons voting and qualified to vote on such by-law, and shall settle such sufficient and special rates in the manner required by said sections.

For levying an annual special rate.

Proviso.

23. Whenever any municipality, or portion of a municipality, shall grant a bonus or authorize the issue of bonds or debentures to aid the said Company in the making, equipment and completion of the said railway, the debentures therefor may, at the option of the municipality within six weeks after the passing of the by-laws authorizing the same, be delivered to three trustees, to be named one by the Lieutenant Governor in Council, one by the said Company and one by the Warden of the united counties of Leeds and Grenville : said trustees to be residents in the united counties of Leeds and Grenville : Provided, that if the Lieutenant Governor in Council shall refuse or neglect to name such trustee within one month from notice to him in writing of the appointment of the two trustees, the said Company shall be at liberty to name one in the place of the one to have been named by the Lieutenant Governor in Council.

Debentures to be held by trustees.

How trustees to be appointed.

Proviso.

24. That before the election of the directors by the shareholders, the necessary by-laws to grant such aid as aforesaid to the Company, may be passed, the debentures issued, and the agreement entered into between the Company (by the provisional directors) and the said municipalities, relative to depositing such debentures in the hands of some party, to be by him handed over to the trustees when appointed under this Act, and as to the mode of their conversion into cash and the delivery of the said cash or the debentures themselves to the Company,—such agreement containing such other terms as may be agreed upon for the protection of both the municipalities and the Company and the party or parties who may hold the debentures or money.

By-laws to aid may be passed and the debentures may be issued before the election of directors.

25. Any municipal corporation, which shall aid the Company by grant of a bonus or otherwise, may, before the debentures or bonus for such aid shall be delivered to the said trustees, require from the directors for the time being, an agreement which shall specify the stipulations and

Municipality may agree with company as to expenditure of bonus.

conditions under which the moneys arising from the sale of the debentures or bonds issued by such corporation shall be applicable for the purposes of the railway; and when the said moneys shall become payable, pursuant to such agreement, the same shall be paid by the trustees to the Company, upon the certificate of the Chief Engineer of the railway, in the form of Schedule "B" of this Act; and the wrongfully granting any such certificate by such engineer shall be a misdemeanor, punishable by fine and imprisonment by any court of competent jurisdiction.

Appointment
of new trustees.

26. Any trustee appointed may be removed, and a new trustee appointed in his place, at any time, by the consent of the Lieutenant Governor in Council, the said warden, and the said Company.

Trusts on
which the de-
bentures are
to be held.

27. The said trustees shall receive the said bonds, debentures or other securities, and any coupons or interest warrants attached thereto, in trust: firstly, to deposit the same and the interest thereon, from time to time accruing, before the sale thereof, in any chartered bank having an office in the county of Leeds or city of Kingston, in the name of "The Gananoque and Rideau Railway Company Municipal Trust Fund Account," and upon notice to them to be given by the Company, before the completion of the work to which the proceeds of any particular bonds or debentures shall be applicable, to convert such particular securities into money: secondly, to deposit the proceeds of such securities in the name of said account, and to pay the same to the Company upon the certificate of the chief engineer, and such certificate shall be attached to the cheques drawn by the trustees; and thirdly, in the event of the non-fulfilment of the agreement entered into between the Company and any municipal corporation within the time limited, to return the said securities to such corporation: Provided that the Company, if it so elect, having given notice of such, its election, may, upon the completion of any work in respect of which any bonds or debentures shall be applicable, demand and receive the said bonds or debentures from the trustees in lieu of the proceeds thereof.

Proviso.

Act of two
trustees to be
binding.

Company
may take
lands for
railway.

28. The act of any two such trustees to be as valid and binding as if the three had agreed.

29. It shall and may be lawful for the said Company, their servants, agents and workmen, to enter into and upon any lands of Her Majesty, or of any person or persons, body politic or corporate whatsoever, and to take and hold the same, for the purpose of procuring and taking gravel and ballast required for the constructing, maintaining or repairing the said railway and works thereunto belonging, whether such lands be delineated or set out in the plans or in the book of reference filed in pursuance of the provisions of "The Railway Act" or not; and to lay down a track and acquire the right of way from their main line of railway to the said gravel or ballast so required for the purposes

poses of the Company as aforesaid: Provided always, that the said Company shall make compensation to the owner, or owners, of any such lands so taken or used, in the manner pointed out in the provisions of "The Railway Act" relating to lands and their valuation. Proviso.

30. The said Company shall have power and authority to become parties to promissory notes and bills of exchange for sums not less than one hundred dollars, and any such promissory note or any such bill of exchange drawn or accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary and treasurer of the said Company, shall be binding on the said Company; and the said president, vice-president, or the secretary or treasurer, shall not be individually 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 circulated as money or as the notes or bills of a bank. Company may make promissory notes, &c.
Proviso.

31. It shall be lawful for the directors of the said Company for the time being, to make, execute and deliver all such bonds, debentures, mortgages or other securities as to the said directors for the time being shall, from time to time, seem most expedient, for raising the necessary capital for the time being authorized to be raised by the said Company, or for raising any part thereof; the said bonds, debentures and mortgages not to exceed in amount the paid up stock of the Company, and the municipal or other bonuses expended upon such railway; and all such bonds, debentures, mortgages or other securities shall without registration or formal conveyance be taken to be the first and preferential claims and charges upon the undertaking and the property of the Company, real and personal, then existing and at any time thereafter acquired; and each holder of the said securities shall be deemed a mortgagor and incumbrancer *pro ratâ* with all the other holders thereof upon all property of the Company aforesaid: Provided that the Company may issue bonds or debentures, for any sum hereby authorized, in such manner and form as to constitute the same a first mortgage or charge upon any portion of said railway. Directors may issue bonds.
Proviso.

32. All bonds, debentures and other securities shall be executed by the president, for the time being, of the Company, and countersigned by the secretary, and may be made payable to bearer; and all such bonds, debentures and other securities of the said Company, and all dividends and interest warrants thereon, respectively, which shall purport to be payable to bearer, shall be assignable at law by delivery, and may be sued on and enforced by the respective bearers and owners thereof for the time being in their Bonds, &c., to be executed by President and countersigned.

Proviso. names : Provided always that no such debentures shall be issued for an amount less than one hundred dollars.

Form of conveyances. 33. Deeds and conveyances under this Act for the lands to be conveyed to the said Company for the purposes of the Act, shall and may, as far as the title of the said lands or circumstances of the parties making such conveyance will admit, be made in the form given in the schedule of this Act marked " A," and all registrars are hereby required to register in the registry books such deeds on the production thereof and proof of execution, without any memorial and to minute every such entry on the deed ; the said Company are to pay the registrar for so doing the sum of two shillings and sixpence, and no more.

Registration of conveyances.

Agreements with other companies. 34. It shall be lawful for the said Company to enter into any agreement with any other railway company in the Dominion of Canada for leasing the said railway, or any part thereof, or the use thereof at any time or times, or for any period to such other company ; or for leasing or hiring from such other company any railroad or part thereof, or for the use thereof ; or for the leasing or hiring any locomotives, tenders, or movable property ; and generally to make any agreement or agreements with any such other company touching the use by one or the other, or by both companies, of the railway or movable property of either or of both, or of any part thereof ; or touching any service to be rendered by the one company or the other, and the compensation therefor ; or such other railway company may agree for the loan of its credit to, or may subscribe to, and become the owner of the stock of the railway company hereby created, in like manner and with like rights as individuals, but in so far only as the powers hereby conferred may be construed to have reference to any act, deed, matter or thing to be done, executed, fulfilled or performed within the limits of the Province of Ontario to the other, and compensation therefor ; and any such agreement shall be valid and binding, and shall be enforced by courts of law according to the terms and tenor thereof ; and any company or individual accepting and executing such lease shall be and is empowered to exercise all the rights and privileges in the charter conferred.

Powers as to steamboats and vessels.

35. The said Company shall have power to purchase, build, complete, fit out and charter, sell or dispose of, work and control and keep in repair steam or other vessels, to ply on the Rideau Canal waters and on the River Saint Lawrence, in connection with the said railway ; and also to make arrangements and agreements with steamboat proprietors to run steamers or other vessels on the said Rideau Canal waters or the River Saint Lawrence.

SCHEDULE A.

Know all men by these presents that I (*insert the name of the wife also, if she is to release her dower, or for any other purpose to join the conveyance*), in consideration of paid to me (*or as the case may be*) by the Gananoque and Rideau Railway Company, the receipt whereof is hereby acknowledged, do hereby grant, sell and confirm unto the said the Gananoque and Rideau Railway Company, their successors and assigns, all that certain parcel of land, being and composed of (*describe the land*) to have and to hold the said land and premises, together with everything appertaining thereto, to the said the Gananoque and Rideau Railway Company, their successors and assigns forever (*if dower released add*), and I (*name the wife*) release my dower in the premises.

Witness hand and seal, this day
of , one thousand eight hundred and .
Signed, sealed and delivered }
in presence of }

[L.S.]

SCHEDULE B.

CHIEF ENGINEER'S CERTIFICATE.

Gananoque and Rideau Railway Company.

I, A.B., chief engineer for the Gananoque and Rideau Railway Company do hereby certify that the said Company has fulfilled the terms and conditions specified in the agreement dated the day of between the Corporation of and the said Company, that is to say (*here set out the terms and conditions which have been fulfilled*) and that pursuant to said agreement the said Company is entitled to receive from the said trust the sum of

Chief Engineer.

47 Victoria, Chapter 67.

An Act respecting the Gananoque and Rideau Railway Company.

[Assented to 25th March, 1884.]

WHEREAS the parties hereinafter named have petitioned Preamble.
for an Act to revive the Act passed in the thirty-fourth year of Her Majesty's reign, chapter forty-six, and intituled "*An Act to incorporate the Gananoque and Rideau Railway Company*" and also to amend the same, and also to change the name of the said Company to "*The Thousand Islands*"

Islands Railway Company," also to make valid a certain by-law, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:—

34 Vict. c. 46,
revived.

1. The said Act of the Legislature of the Province of Ontario, passed in the thirty-fourth year of Her Majesty's reign, chapter forty-six, and intituled "*An Act to incorporate the Gananoque and Rideau Railway Company*," is hereby revived and continued in full force.

Sec. 1 re-
pealed.

Incorporation.

2. The first section of the said Act shall be repealed and the following substituted therefor: "Hugo B. Rathbun, Edward W. Rathbun, Frederick S. Rathbun, Herbert B. Rathbun, William R. Aylsworth, Roderick Chrysler Carter, and Charles A. Millner, together with such other persons or corporations as shall, under the provisions of this Act, become shareholders in the Company hereby incorporated, shall be and are hereby ordained, constituted, and declared a body corporate and politic, under and by the name of 'The Thousand Islands Railway Company.'"

Sec. 2 re-
pealed.

Provisions of
Railway Act
to apply.

3. The second section of said Act is hereby repealed, and the following substituted therefor: "The several sections and provisions of '*The Railway Act of Ontario*' shall apply to the Company hereby incorporated as if fully set out in this Act, save and except where the same are varied by the special provisions of this Act, and then as so varied they shall apply."

Sec. 4
repealed.
Gauge.

4. The fourth section of the said Act is hereby repealed, and the following substituted therefor: "The gauge of the said railway shall be four feet eight and one-half inches."

Sec. 5
amended.

5. The fifth section is amended by striking out the words "*The Railway Act*" and substituting therefor the words "*The Railway Act of Ontario*."

Sec. 6 re-
pealed.

Provisional
directors.

6. The sixth section of said Act is hereby repealed and the following substituted therefor: "The said Hugo B. Rathbun, Edward W. Rathbun, Frederick S. Rathbun, Herbert B. Rathbun, William R. Aylsworth and Roderick C. Carter, shall be, and they are constituted a board of provisional directors of the said Company, and for the transaction of business a majority shall form a quorum."

Sec. 7
amended.

7. The seventh section is amended by adding in the eleventh line the word "said" before the words "*Railway Act*" in the said eleventh line.

Sec. 8 re-
pealed.

Agreements
with other
companies.

8. The eighth section is hereby repealed, and the following substituted therefor: "It shall be lawful for the said provisional board of directors to purchase from any Company or persons thereunto lawfully authorized, any railway or any part of any railway now constructed or being constructed on any part of the line authorized by the said Act and this Act, and to agree with any such Company for the payment therefor at such price as may be agreed upon in fully paid-up shares of the capital stock of the Company,

or in preferred shares thereof, or partly in shares and partly in mortgage bonds of the Company, or wholly in one or more of said ways; and the shares which, on said purchase, shall be taken in payment or part payment for said railway or works, shall be fully paid-up shares unless otherwise agreed upon, and shall, on being subscribed, entitle the holders thereof to all the rights and privileges of such shareholders; and thereupon the provisional directors shall, by circular addressed to each of the persons so taking said stock, or in whose name the same shall stand in the books of the Company, call a meeting of said shareholders, who, at the time and place named in the circular, may elect five directors of the said Company, who shall be and shall constitute the board of directors of the Company for the year then next ensuing; and a majority of the said board shall form a quorum for the transaction of business."

9. For any further stock which the Company may think proper to have subscribed over and above the paid up stock which may be issued, as in the next preceding section mentioned, the directors of the Company may, at any time, and from time to time, open stock books for the subscription of stock, and may close the same as they deem proper, and reopen the same until stock to the extent authorized by said Act of incorporation is subscribed for, and they may prescribe the terms and conditions on which any such stock shall be subscribed, and they may reject any subscription which in their judgment the interest of the Company requires them to reject; and to any subscription for stock in the said Company, so made as aforesaid and approved by the board of directors, all the provisions of "*The Railway Act of Ontario*" shall apply.

10. The ninth section of said Act shall be repealed and the following substituted therefor: "On such day, in each year after the said election last above mentioned, as the directors shall from time to time appoint by by-law, there shall be holden a general meeting of the shareholders of the Company at which the directors shall be elected and such other business transacted as the by-laws made by the Company or directors may from time to time require, and as may be mentioned in the notice calling the meeting."

11. Public notice of all general meetings or special general meetings shall be given in the *Ontario Gazette*, and in one newspaper published in the county of Leeds, for four weeks in succession before the day on which said meeting shall be held.

12. The sixteenth section of said Act is hereby repealed and the following substituted therefor: "The board of directors may employ one or more of its members as paid director, or directors."

13. Sections eighteen, twenty, twenty-one, twenty-two, twenty-three, twenty-four, twenty-five, twenty-six, twenty-seven, twenty-eight, twenty-nine, thirty-one and thirty-

Issue of stock.

34 Vict. c. 46
s. 9 repealed.Annual meet-
ing.Notice of
meetings.34 Vict. c. 46,
s. 16 repealed.Employment
of paid
directors.Secs. 18, 20-29
31 & 32, and
Schedule B,
repealed.

two, and the sub-sections thereto, and schedule B of the said Act are hereby repealed.

Power to purchase whole lots.

14. Whenever it shall be necessary, for the purpose of procuring sufficient lands for stations or gravel pits, or for constructing, maintaining and using the said railway, and in case by purchasing the whole of any lot or parcel of land over which the railway is to run, the Company can obtain the same at a more reasonable price or to greater advantage than by purchasing the railway line only, the Company may purchase, hold, use and enjoy such lands, and also the right of way thereto, if the same be separated from their railway, and sell and convey the same, or part thereof, from time to time, as they may deem expedient ; but the compulsory clauses of "*The Railway Act*" shall not apply to this section.

Power to take gravel, &c., for construction or maintenance.

15. When stone, gravel, earth or sand is or are required for the construction or maintenance of said railway, or any part thereof, the Company may, in case it cannot agree with the owner of the land on which the same are situate for the purchase thereof, cause a provincial land surveyor to make a map and description of the property so required, and they shall serve a copy thereof with their notice of arbitration, as in the case of acquiring the right of way, and the notice of the arbitration, the award and the tender of the compensation shall have the same effect as in the case of arbitration for the right of way, and all the provisions of "*The Railway Act of Ontario*," as varied and modified by the special Acts relating to the Company, as to the service of the said notice of arbitration, compensation, deeds, payment of money into court, the right to sell, the right to convey, and the parties from whom lands may be taken, or who may sell, shall apply to the subject matter of this section, and to the obtaining materials, as aforesaid, and such proceedings may be had by the Company, either for the right to the fee simple in the lands from which said materials shall be taken, or for the right to take materials for any time they shall think necessary,—the notice of arbitration in case arbitration is resorted to, to state the interest required.

Sidings to quarries and gravel pits.

16. When said gravel, stone, earth and sand shall be taken under the preceding section of this Act, at a distance from the line of the railway, the Company may lay down the necessary sidings and tracks over any lands which may intervene between the railway and the lands on which such materials shall be found, whatever the distance may be, and all the provisions of "*The Railway Act of Ontario*," and of the special Acts relating to the Company, except such as relate to filing plans and publication of notice, shall apply and may be used and exercised to obtain the right of way from the railway to the land on which materials are situated, and such right may be so acquired for a term of years or permanently, as the Company may think proper ; and the powers in this and the preceding section may at

all times be exercised and used in all respects after the railway is constructed for the purpose of repairing and maintaining the said railway :

(2.) When estimating the damages for the taking of gravel, stone, earth or sand, sub-section eight of section twenty of "*The Railway Act of Ontario*" shall not apply.

17. It shall be lawful for the directors of the Thousand Islands Railway Company, to enter into such traffic or working arrangements with the Grand Trunk Railway Company of Canada (if lawfully authorized to enter into such arrangements) as they may agree upon, and to give any other company running powers over their railway, or they may lease or sell their railway to the said Grand Trunk Railway Company of Canada if lawfully authorized to lease or purchase the same; they may also hire or lease engines or rolling stock; all this may be done on such terms and conditions as the board of directors may deem expedient: Provided, however, no such agreement for the sale or lease of the railway shall be valid or binding until it has been submitted to and approved of by a majority of the shareholders present in person or by proxy, and voting at any of the special or general meetings of the shareholders; provided further that the notice calling the meeting shall mention that such agreement will be submitted.

Agreements with other companies.

Proviso.

Proviso.

18. The by-law passed by the village of Gananoque on or about the fourteenth day of June, one thousand eight hundred and eighty-three, and numbered one hundred and seventy-nine, and a certain agreement entered into by said corporations in pursuance thereof, and which agreement forms Schedule B to this Act, are hereby declared legal, valid, and binding in all respects, and if the said the Thousand Islands Railway Company purchase and acquire the railway in said agreement mentioned, they will be entitled to all the rights and privileges mentioned in said by-law, and may enforce the same in the same manner as if they were in said agreement a party thereto.

By-law No. 179 of the village of Gananoque and agreement in Schedule B confirmed.

19. All the provisions of the said Act passed in the thirty-fourth year of Her Majesty's reign, chapter forty-six, which are inconsistent with this Act are hereby repealed.

Inconsistent provisions in 34 V. c. 46 repealed.

20. The following shall be the Schedule A in place of that to the said Act.

Schedule A of 34 Vict. c. 46 replaced by a new schedule. Resolution of Gananoque Water-power Co., dated May 9, 1883, not affected.

21. Nothing in this Act contained shall be held to impair or in any way affect a certain resolution passed at a special meeting of the shareholders of the Gananoque Water-power Company on the ninth day of May, 1883, relating to the right of way over the property owned or controlled by the said Gananoque Water-power Company.

Rights of creditors preserved.

22. Nothing in this Act contained shall in any way impair the rights or remedies of any creditors of the said Gananoque and Rideau Railway Company, but all such rights and remedies shall continue and may be maintained against the said The Thousand Islands Railway Company.

SCHEDULE A.

SECTION 20.

Know all men by these presents, that I (or we) (*insert the name of the vendor or vendors*) in consideration of

dollars paid to me (or us) by the Thousand Islands Railway Company, the receipt whereof is hereby acknowledged, do grant and convey to the said Company, and I (or we) (*insert name of any other party or parties*) in consideration of

dollars paid to me (or us) by the Company, the receipt whereof is hereby acknowledged, do grant and release to the said Company all that certain parcel (*or those certain parcels as the case may be*) of land (*describe the land*) the same having been selected and laid out by the said Company for the purposes of their railway, to hold with the appurtenances unto the said the Thousand Islands Railway Company, their successors and assigns forever (*here insert any other clauses, covenants, or conditions required*).

And I (or we) the wife (or wives) of the said

do hereby bar my (or our) dower in the said lands.

As witness my (or our) hand and seal (or hands and seals) this day of , A.D. 188 .

Signed, sealed and delivered }
in presence of }

[L.S.]

SCHEDULE B.

SECTION 18.

This agreement made in duplicate, this fifteenth day of June, in the year of our Lord one thousand eight hundred and eighty-three, between the Bay of Quinté Railway and Navigation Company of the first part, and the Corporation of the village of Gananoque, in the united counties of Leeds and Grenville, and Province of Ontario, of the second part.

Whereas the Corporation of the said village of Gananoque did, under by-law number one hundred and seventy, passed on the fourteenth day of June, in the year of our Lord one thousand eight hundred and eighty-three, grant a bonus of ten thousand dollars in debentures to the Bay of Quinté Railway and Navigation Company, in aid of the construction of a railway from the Gananoque station of the Grand Trunk Railway of Canada to the dock on the river St. Lawrence, in the said village of Gananoque, known as Rathbun's dock; and—

Whereas the said the Bay of Quinté Railway and Navigation Company have agreed to build and have ready for use

said railway, to be worked by the said Bay of Quinté Railway and Navigation Company; and—

Whereas the said debentures were not to be delivered to the said the Bay of Quinté Railway and Navigation Company, or the nominee of the said last mentioned Company until an agreement in respect to the working of said railway for the carriage of passengers and freight should be entered into between the Corporation of the said village of Gananoque and the Bay of Quinté Railway and Navigation Company to work said railway.

Now therefore this indenture witnesseth that, in consideration of said debentures, the said parties of the first part hereby covenant and agree for themselves and their successors and assigns to and with the said parties of the second part, from the time of the completion of the said railway to work, or cause to be worked, the said railway so to be built as aforesaid for the carriage of passengers and freight between the Gananoque station of the Grand Trunk Railway of Canada and the dock on the river St. Lawrence, in the said village of Gananoque, known as Rathbun's dock, as fully and effectually as the business in and out of the said village of Gananoque in the judgment of the said Company and their assigns will warrant or sustain.

That no greater rate than twenty-five cents shall be charged any passenger each way over said railway, and that freight rates over the same shall not exceed an average rate of forty-five cents per ton of two thousand pounds for freights weighing one ton or more, to or from the said village of Gananoque, but the said sum of forty-five cents shall only apply to the carriage of freights and shall not include the terminal charges and the charge for loading or unloading of such freight.

That on the crossing of said railway on King Street in the said village of Gananoque, at the angle, a platform shall be built and kept in good repair for the accommodation and convenience of passengers by the said parties of the first part, and great care and precaution shall be taken to protect the lives and property of persons passing along said street by bringing each train to a full stop at King street aforesaid before crossing said street.

That one freight train at least per day shall be run over said railway and that a passenger train or coach shall make connection with all regular passenger trains on the Grand Trunk Railway Company of Canada stopping at Gananoque station for passengers.

That no arrangement shall be made with the Grand Trunk Railway of Canada whereby the freight shed at Gananoque station, on the line of the Grand Trunk Railway of Canada, shall be closed without the written consent of the parties of the second part first had and obtained.

And that in the event of the said freight shed being closed, a maximum rate not to exceed an average of forty-five cents per ton on freight weighing one ton or more shall be charged for the carrying of freight to and from said village of Gananoque to the present Gananoque station of the Grand Trunk Railway of Canada, but said rate of forty-five cents shall not include loading or unloading such freight and other terminal charges.

The said parties of the second part hereby agree with the parties of the first part, in consideration of this agreement, on delivery of the same duly executed by the said parties of the first part, and on the completion of the said railway as provided in said by-law, to issue the debentures as provided in said by-law and deliver them to the said parties of the first part, or to such person as shall be directed by the said parties of the first part.

That it is hereby further understood and agreed by and between the parties hereto, that in the event of any dispute as to the provisions of said by-law being complied with, or as to the completion of the work, or such like, the same shall be referred to the arbitrament and final determination of an officer to be appointed by the Minister of Railways, and his decision made under his hand in writing, shall be final and conclusive in the premises.

That the parties hereto shall join in getting from Parliament if possible an Act for the following purposes : First, to confirm the said by-law and to remove all doubts as to its validity ; second to authorize the incorporation of a company to work the said railway so proposed to be built, and to authorize the payment to said company of the said bonus on the order of the said the Bay of Quinté Railway and Navigation Company if so desired by them, and for power to amalgamate or make other arrangements with said last mentioned company ; third, to confirm and make binding this agreement.

And that in order to remove all doubt as to the property to be exempt from taxation under section number ten of said by-law, it is hereby agreed that the following shall be the property to be exempt from taxation, viz. : The proposed railway and its branches and offices, sheds and buildings, and appurtenances thereof as used and necessary for carrying on the business of said railway, and the said exemption shall not apply to any other property of said Company, or other company working said railway.

In witness whereof the parties hereto have executed these presents by the president of the said the Bay of Quinté Railway and Navigation Company and the reeve of the said corporation of the village of Gananoque setting their hands

and causing the seals of the said respective corporations to be hereunto affixed, the day and year first above written.

(Signed) H. B. RATHBUN.
President. [L.S.]
“ W. R. AYLSWORTH,
Secretary.
“ WM. BYERS.
Reeve. [L.S.]

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51 VICTORIA.

CHAP. 76.

An Act respecting the Central Ontario Railway.

[Assented to 22nd May, 1888.]

Preamble.

47 V., c. 60.

WHEREAS the Central Ontario Railway Company has, by its petition, represented that it was authorized by the Act passed in the forty-seventh year of Her Majesty's reign, chaptered sixty and intituled "*An Act respecting the Central Ontario Railway*," to construct its line of railway northward to a junction with the main line of the Canadian Pacific Railway, at a point between the town of Pembroke and Callander Station, and to issue bonds thereon to an amount not exceeding twenty thousand dollars per mile; and whereas, inasmuch as the construction of the said extension will be unusually expensive, and an issue of twenty thousand dollars of bonds per mile thereon would not insure the construction thereof, it is necessary to increase the bonding powers as hereinafter mentioned, and to change the point of junction with the line of the Canadian Pacific Railway, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Section 2
amended.

1. Section two of the Act passed in the forty-seventh year of Her Majesty's reign, chaptered sixty, and intituled "*An Act respecting the Central Ontario Railway*," is hereby amended by striking out the words "the town of Pembroke," in line four, and substituting therefor the words "Sudbury Junction."

Section 3
amended.

2. Section three of the said Act is hereby amended by striking out the word "twenty" in line six, and substituting therefor the word "thirty."



51 VICTORIA.

CHAP. 77.

An Act to amend the Act to incorporate the Kincardine and Teeswater Railway Company.

[Assented to 4th May, 1888.]

WHEREAS the Kincardine and Teeswater Railway Com- Preamble.
pany have, by their petition, prayed that the Act
passed in the session held in the fiftieth and fifty-first years
of Her Majesty's reign, chaptered eighty-three, incorporating
the said Company, may be amended as hereinafter set forth,
and whereas it is expedient to grant the prayer of the said
petition: Therefore Her Majesty, by and with the advice
and consent of the Senate and House of Commons of Canada,
enacts as follows:—

1. The capital stock of the Company shall be seven hun- Capital stock
and shares.
dred and twenty thousand dollars, divided into shares of
fifty dollars each.

2. The Company may extend their line of railway from Extension of
line authoriz-
ed.
the harbor at the town of Kincardine, passing through or
near Inverhuron and the villages of Port Elgin and South-
ampton, in the county of Bruce, to the town of Owen Sound,
in the county of Grey, and the line of railway so extended
shall constitute the line of railway of the said Kincardine
and Teeswater Railway Company.

3. The time for the commencement of the said railway is Time for con-
struction ex-
tended.
hereby extended for the further period of eighteen months
from the time now limited by the said Act for the com-
mencement thereof; and the time for the completion thereof
is hereby extended for the further period of two years from
the time now limited by the said Act for the completion of
the said railway.



51 VICTORIA.

CHAP. 78.

An Act to amend the Act respecting the St. Catharines and Niagara Central Railway Company.

[Assented to 22nd May, 1888.]

Preamble.

44 V. (Ont.)
c. 73.

45 V. (Ont.)
c. 62.

47 V. (Ont.)
c. 62.

WHEREAS by an Act of the Legislature of the Province of Ontario, passed in the forty-fourth year of Her Majesty's reign, intituled "*An Act to incorporate the St. Catharines and Niagara Central Railway Company*," the persons therein named were incorporated under the name of the St. Catharines and Niagara Central Railway Company, with all the powers, rights and privileges in the said statute mentioned, for the construction, equipment and operation of a railway from a point in the city of St. Catharines to a point at or near the village of Bismarck, thence to a point at or near the village of Smithville, thence to a point at or near the village of Caledonia or some other point on the Grand River, or at or near the Canfield Station on the Grand Trunk Railway, in the county of Haldimand, with certain branches, as in the said Act of incorporation described; and whereas by a certain other Act of the Legislature of the said Province, passed in the forty-fifth year of Her Majesty's reign, intituled "*An Act amending the Act incorporating the St. Catharines and Niagara Central Railway Company*," the powers conferred upon the said railway company by their said original Act of incorporation were extended, and among other things authority was conferred upon the said Company to extend a branch line from a point in or near the city of Hamilton to a point in or near the city of Toronto, and to the village of Victoria, in the county of Welland, or some other point on the Niagara River; and whereas by a certain other Act of the Legislature of the said Province, passed in the forty-seventh year of Her Majesty's reign, intituled "*An Act respecting the St. Catharines and Niagara Central Railway Company*," the corporate powers of the said Company were further extended, and a certain by-law of the city of St. Catharines passed to aid the said Company was, upon the terms and conditions in the said Statutes set forth, declared legal, binding,

binding and valid; and whereas by a certain other Act of the Legislature of the said Province, passed in the forty-^{48 V. (Ont.)} eighth year of Her Majesty's reign, intituled "*An Act*^{c. 78.} *respecting the St. Catharines and Niagara Central Railway Company*," certain further corporate powers were conferred upon the said Company, and a certain by-law of the corporation of the town of Thorold granting aid to the said Company was declared legal, valid and binding upon the said corporation; and whereas by a certain other Act of the Legislature of the said Province, passed in the forty-^{49 V. (Ont.)} ninth year of Her Majesty's reign, intituled "*An Act*^{c. 78.} *respecting the St. Catharines and Niagara Central Railway Company*," certain amendments were made to the several Statutes above recited, and certain further corporate powers were conferred upon the said Company; and whereas by an Act of the Parliament of the Dominion of Canada, passed in the session held in the fiftieth and fifty-first years of Her Majesty's reign, intituled "*An Act respecting the St. Catharines and Niagara Central Railway Company*," the said rail-^{50-51 V., c. 60.} way was declared to be a work for the general advantage of Canada, and power was conferred upon the said Company to build a certain other branch line in the said Act described; and whereas the said Company, in the exercise of the powers conferred upon them by the several enactments above recited, have in part acquired the right of way for the line of their said railway, and have nearly completed the construction of their said railway from the Niagara River to the city of St. Catharines; and whereas the said Company have, by their petition, represented that since the passing of the last mentioned Act doubts have been raised as to the corporate powers possessed by the said Company and the manner in which the same should be exercised, and it is desirable that such doubts should be removed, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. From and after the passing of this Act the St. Catharines and Niagara Central Railway Company shall be, and is hereby declared to be, a body corporate subject to the legislative authority of the Parliament of Canada, with all and every the powers, rights, immunities, privileges, franchises and authorities from time to time conferred upon the said Company, under and by virtue of the above recited Acts of the Legislature of the Province of Ontario and each of them, as set out in the schedule to this Act, in as full and ample a manner in all respects as though the several provisions of the said Acts of the Legislature of the Province of Ontario were incorporated into and re-enacted by this Act.

Declaratory.

Incorporation.

Condition of Company to remain unchanged.

2. The said Railway Company shall, in all transactions and matters, occupy the like position, and shall, in all respects, stand in the like plight and condition, and shall, in all things, to the fullest extent, have and possess the same rights, powers and authority as did the said Railway Company incorporated under the said above recited Acts of the Legislature of the Province of Ontario before the said railway was declared a work for the general advantage of Canada and before the passing of this Act.

Application of Railway Act.

3. The provisions of "*The Railway Act*" from section four to section thirty-nine, both inclusive, being part one of the said Act, shall apply to the said St. Catharines and Niagara Central Railway, and, in so far as they are applicable to the undertaking and except to the extent to which they are inconsistent with the provisions of the said Acts of the Legislature of the Province of Ontario above recited, shall be read and construed therewith in the same manner as though forming part thereof and expressly incorporated therewith.

Certain Acts of Ontario Legislature not to be affected.

4. Nothing contained in this Act or in the above recited Act passed by the Parliament of Canada in the session held in the fiftieth and fifty-first years of Her Majesty's reign, intituled "*An Act respecting the St. Catharines and Niagara Central Railway Company,*" shall be construed in any way to affect or render inoperative any of the provisions of the said Acts of the Legislature of the Province of Ontario above recited or any Acts amending the same.

Extension of time for construction.

5. The times limited by the several Acts of the Legislature of the Province of Ontario respecting the St. Catharines and Niagara Central Railway Company, for commencing the main line or branches authorized by the said Acts or any of them, are hereby extended for the period of two years from the passing of this Act, and the times for completing the said main line and branches are hereby extended for five years from the passing of this Act, anything in any of the said Acts to the contrary notwithstanding.

Validity of acts already done under provisions of certain Acts.

6. All works of railway construction already done by or for the said Company, on the main line of railway of the said Company or any of the branches thereof, may be held and used by the said Company for the purposes and as part of the said railway, and shall be deemed part thereof in all respects as if made and constructed under the authority and provisions of Acts passed by the Parliament of Canada in the same words as the above recited Acts of the Legislature of the Province of Ontario; and all and every purchase, grant, or donation of land, money or other property made to the said Company, and all surveys, plans, maps or profiles preliminary to the construction of the said rail-

And of purchases by and grants to the company.

way heretofore made and filed or deposited in any public office, and every and all notices to land-owners of intention to take or exercise powers of the Company with regard to any lands, declarations, certificates of surveyors, appointments or awards of arbitrators, orders or warrants of possession heretofore made or granted by any judge, and all and every act or thing heretofore done, or proceeding of any sort heretofore taken, by the said Company in the exercise of any of their corporate powers in connection with the construction of their said line of railway, and the taking and using of lands for that purpose, and the ascertaining and determining of the amount of compensation to be made in respect of lands taken or injuriously affected by the said railway, if, and so far as, made, done or taken in accordance with the provisions of the said above recited Acts of the Legislature of the Province of Ontario, or of "*The Railway Act of Ontario*," or of "*The Railway Act*," shall be, in all respects, deemed and held to be legal, valid and binding, in the same manner and to the same extent as though the same had been made, done or taken under the authority of and in accordance with the provisions of Acts of the Parliament of Canada passed in the same words as the several Acts above mentioned.

Surveys, ex-propriations, &c.

7. All original stockholders of the said Company who have not assented to the present route as now in process of construction, including the proposed route by way of Burlington Beach to Toronto, shall only be liable in respect to their respective stock therein, when the said Railway Company shall have constructed five miles of the main line of their railway from St. Catharines to Smithville, with the *bonâ fide* intention of completing the same, provided such shareholders shall, within three months from the passing of this Act, elect in writing to be bound by this section.

Liability of certain shareholders defined.

8. Nothing in this Act contained shall affect any litigation heretofore had or now pending.

Pending suits not affected.

SCHEDULE.

STATUTES ON THE PROVINCE OF ONTARIO.

Year and Chapter.	Title of Act.
44 Vic., chap. 73.....	An Act to incorporate the St. Catharines and Niagara Central Railway Company.
45 Vic., chap. 62.....	An Act amending the Act incorporating the St. Catharines and Niagara Central Railway Company.
47 Vic., chap. 72.....	An Act respecting the St. Catharines and Niagara Central Railway Company.
48 Vic., chap. 79.....	An Act respecting the St. Catharines and Niagara Central Railway Company.
49 Vic., chap. 78.....	An Act respecting the St. Catharines and Niagara Central Railway Company.

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51 VICTORIA.

CHAP. 79.

An Act to amend an Act of the present Session, intituled
“ An Act to amend the Act respecting the St. Catharines and Niagara Central Railway Company.”

[Assented to 22nd May, 1888.]

HER Majesty, by and with the advice and consent of Preamble.
the Senate and House of Commons of Canada, enacts
as follows :—

1. Section eight of the Act of the present Session, intituled Section 8 of a.
“ *An Act to amend the Act respecting the St. Catharines and* 78 amended.
Niagara Central Railway Company,” is hereby amended by
inserting after the words “ nothing in,” in the first line of
said section, the words “ section three of.”

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Excellent Majesty



51 VICTORIA.

CHAP. 80.

An Act respecting the Lake Nipissing and James' Bay Railway Company.

[Assented to 4th May, 1888.]

Preamble.

WHEREAS the Lake Nipissing and James' Bay Railway Company have, by their petition, prayed for the passing of an Act to extend the times limited for the commencement and completion of their undertaking, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

47 V., c. 80.

49 V., c. 77.

Time for construction extended.

1. The times limited by the Act forty-seventh Victoria, chapter eighty, incorporating the Lake Nipissing and James' Bay Railway Company, as amended by the Act forty-ninth Victoria, chapter seventy-seven, for the commencement and completion of their undertaking, are hereby extended as follows: The time limited for the commencement of the railway is hereby extended for three years from the passing of this Act, and the first section of the railway as defined by the said Act forty-ninth Victoria, chapter seventy-seven, shall be completed in four years, the second section as defined by the said Act, in six years, and the third section as defined by the said Act, in eight years, from the time of the passing of this Act.

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51 VICTORIA.

CHAP. 81.

An Act to amend the Act incorporating the Hereford Branch Railway Company, and to change the name of the Company to "The Hereford Railway Company."

[Assented to 4th May, 1888.]

WHEREAS the Hereford Branch Railway Company Preamble.
have, by their petition, represented that they are
desirous that the name of the said Company may be changed,
and have also prayed for an Act to amend, as hereinafter
mentioned, the Act incorporating the said Company, passed
in the session held in the fiftieth and fifty-first years of Her
Majesty's reign, and chaptered ninety-three; and whereas 50-51 V., c. 93.
it is expedient to grant in part the prayer of the said peti-
tion: Therefore Her Majesty, by and with the advice and
consent of the Senate and House of Commons of Canada,
enacts as follows:—

1. The name of the Company is hereby changed from Name chang-
ed.
"The Hereford Branch Railway Company," which it now
bears, to "The Hereford Railway Company"; but such
change in name shall not, in any way, alter or affect the Existing
rights and ob-
ligations not
to be affected.
rights or liabilities of the Company, nor in any wise affect
any suit or proceeding now pending, either by or against
the Company, which, notwithstanding such change in the
name of the Company, may be prosecuted or continued as
if this Act had not been passed.

2. Notwithstanding anything in the sixth and seventh Number of
directors.
sections of the Act incorporating the Company contained,
the number of the directors of the Company may be any
number not less than five and not exceeding nine, that may
be fixed from time to time by by-law of the Company.

3. Section eight of the said Act is hereby amended by Section 8
amended.
striking out the word "Three" in the first line thereof and
substituting therefor the words "A majority of the."

Section 18
amended.

4. Section eighteen of the said Act is hereby amended by striking out the following words at the end thereof: "Provided however, that a majority of the directors shall be resident in Canada, and British subjects."

Extension
may be built.

5. In extension of the line authorized to be built by the said Act, the Company may lay out, construct, finish and operate a double or single line of railway, of the gauge of four feet eight and one-half inches, from the point of connection with the Atlantic and North-West Railway to a point of connection with the Quebec Central Railway, either in the township of Westbury, in the county of Compton, or in the township of Dudswell, in the county of Wolfe.

Connection
with other
railways.

6. The Company may make a connection with the main line of the Quebec Central Railway and with the railway of the Dominion Lime Company.

Capital stock
increased

7. The capital stock of the Company is hereby increased by the sum of two hundred thousand dollars, making the total capital stock of the Company five hundred thousand dollars, divided into five thousand shares of one hundred dollars each.

Amount of
bonds limited.

8. The power of the Company to issue bonds is hereby limited to a sum not exceeding fifteen thousand dollars per mile of the said railway, including in the mileage the extension to the Quebec Central Railway; and section eleven of the said Act incorporating the Company is hereby amended by striking out the word "twenty" in the eighteenth line of the said section, and substituting therefor the word "fifteen."

Section 11
amended.

Company may
acquire cer-
tain other rail-
ways, with
sanction of
shareholders
and of Govern-
or in Coun-
cil.

9. The Company may purchase or lease the Quebec Central Railway and the railway of the Dominion Lime Company, or either of the said two railways, provided that all agreements entered into between the companies for the purchase or lease of the said railways have been first sanctioned by two-thirds of the votes at a special meeting of the shareholders of the Company called for the purpose of considering the same, notice of the hour and place of such meeting having been given for at least fourteen days previously in English and French in the *Canada Gazette*, and in one or more newspapers published in the city of Sherbrooke, at which meeting shareholders representing at least two-thirds in value of the stock are present in person or represented by proxy, and that it has also been sanctioned by the Governor in Council:

Notice of ap-
plication for
sanction of
Governor in
Council.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in English and French in the *Canada Gazette* and in one newspaper

newspaper in each of the counties through which the railway runs, if any such newspapers are published, for at least two months prior to the time named in such notice for the making of such application ; and such notice shall state a time and place when and where the application is to be made, and that all parties may then and there appear and be heard on such application.

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51 VICTORIA.

CHAP. 82.

An Act to amend the Act to incorporate the Maskinongé and Nipissing Railway Company.

[Assented to 22nd May, 1888.]

Preamble.

49 V., c. 79.

WHEREAS a petition has been presented praying for an Act to amend, as hereinafter mentioned, the Act passed in the session held in the forty-ninth year of Her Majesty's reign, and chaptered seventy-nine, intituled "*An Act to incorporate the Maskinongé and Nipissing Railway Company*," and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Section 1 amended.

1. Section one of the Act passed in the session held in the forty-ninth year year of Her Majesty's reign, and chaptered seventy-nine, intituled "*An Act to incorporate the Maskinongé and Nipissing Railway Company*," is hereby amended by striking out the names "Thomas W. Ferry" and "James J. White," and substituting therefor the names "William Shoobred" and "Philip Low."

New corporators.

Section 5 amended.

2. Section five of the said Act is hereby amended by striking out the names "Thomas W. Ferry" and "James J. White," and by inserting after the name "John H. Verrall" the names "William Shoobred, Philip Low, Henry J. Low and Laurent Grenier."

Time for construction extended.

3. Section twenty-two of the said Act is hereby repealed, and in lieu thereof it is hereby enacted that the works upon the main line of the railway shall be commenced within two years and completed within seven years from the passing of this Act, otherwise the powers granted shall cease and be null and void as respects so much of the railway as then remains uncompleted.



51 VICTORIA.

CHAP. 83.

An Act to confirm a Mortgage given by The Central Railway Company to The Central Trust Company of New York to secure an issue of Debentures.

[Assented to 22nd May, 1888.]

WHEREAS The Central Railway Company has now in Preamble. course of construction that portion of its line of railway from the head of Grand Lake in the county of Queen's, in the Province of New Brunswick, to Norton, in the county of King's, in the said Province of New Brunswick, where it intersects the Intercolonial Railway; and whereas under and by virtue of an Act of the Parliament of Canada made and passed in the session held in the fiftieth and fifty-first years 50-51 V. c. 75. of Her Majesty's reign, chaptered seventy-five, and intituled "*An Act to enable The Saint Martin's and Upham Railway Company to sell its railway and property,*" the said Central Railway Company purchased, subject to the provisions of the said Act, the Saint Martin's and Upham railway, extending from the town of Saint Martin's, in the city and county of Saint John, to Hampton, there connecting with the line of the Intercolonial Railway, and all the property and franchises of the said Saint Martin's and Upham Railway Company, as appears by a conveyance from that Company to The Central Railway Company, dated the thirty-first of October, one thousand eight hundred and eighty-seven; and whereas the Central Railway has therefore become a work for the general advantage of Canada under the provisions of section one hundred and twenty-one of "*The Railway* Railway Act. *Act;*" and whereas the said Central Railway Company has authorized an issue of its bonds or debentures to an amount equal to twelve thousand dollars per mile for each mile of the said railway from the head of Grand Lake to Norton, and for each mile of the railway from Hampton to Saint Martin's and the extension of one mile from there to Rourke's Mills; and whereas the said Central Railway Company has, in order to secure the payment of the said bonds and interest, executed and delivered an indenture of mortgage to the Central Trust Company of New York (a corporation

tion by the laws of the State of New York), bearing date the fifth day of November, one thousand eight hundred and eighty-seven, by which it conveyed to the Central Trust Company of New York that part of the line of railway authorized to be constructed by The Central Railway Company, extending from the head of Grand Lake to Norton aforesaid, and also the Saint Martin's and Upham Railway so purchased as aforesaid, with the extension to Rourke's Mills, together with all rights of way, lands, cars, rolling stock and property of whatever kind, acquired by the said Central Railway Company for the use of the said lines of railway, to secure the said bonds or debentures; and whereas the said railway Company has, by its petition, prayed that an Act may be passed confirming the said purchase, mortgage and issue of bonds, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

- Declaratory.** 1. The railway of the said Central Railway Company including therein the St Martin's and Upham Railway is a work for the general advantage of Canada.
- Certain deeds, &c., ratified.** 2. The said purchase of The Saint Martin's and Upham Railway by The Central Railway Company, and the said conveyances thereof, and the said issue of bonds or debentures by The Central Railway Company, and the said mortgage to secure the same made by The Central Railway Company to the Central Trust Company of New York, as set forth in the schedule to this Act, are hereby severally ratified, confirmed and declared valid: Provided always, **Proviso: rights saved.** that nothing in this Act contained shall interfere with any prior registered mortgage or the claim or lien of any person upon the said railways or either of them, if any such exists.
- Annual meeting.** 3. The annual meeting of the said Company shall be held at Fredericton on the first Tuesday in June, or on such other day and at such other place as may be determined by the by-laws, at such hour as the directors for the time being appoint,—at which meeting the directors shall be chosen by ballot;
- Votes.** 2. At such meeting, or any other meeting of shareholders, each shareholder shall be entitled to one vote for every share of stock held by him, and may vote by proxy given to any other shareholder;
- Special meetings.** 3. The board of directors may call special meetings of the shareholders whenever the board deems it expedient and proper, giving such notice as the by-laws direct.
- Certain rights not affected.** 4. Nothing in this Act contained shall affect or vary any right of the Government of Canada to resume possession of the rails loaned, under a resolution of the House of Com-

mons and Orders in Council, to The Saint Martin's and Upham Railway Company.

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SCHEDULE.

FIRST MORTGAGE, THE CENTRAL RAILWAY COMPANY.

This indenture, made this fifth day of November, 1887, by and between The Central Railway Company, hereinafter called the Railway Company, a corporation of the Province of New Brunswick, in the Dominion of Canada, the party hereto of the first part, and The Central Trust Company of New York, a corporation of the city and State of New York, in the United States of America, trustee, hereinafter called the trustee, the party hereto of the second part ;

Whereas The Central Railway Company is an existing railway corporation, under and by virtue of an Act of the Legislature of the Province of New Brunswick, in the Dominion of Canada, made and passed in the thirty-fourth year of Her present Majesty's reign, entitled "*An Act to incorporate the Central Railway Company ;*"

And whereas by the said Act, incorporating the said Company, and by certain reviving and amendatory Acts, the said Company was empowered to build, equip, maintain and operate *inter alia* a line of railway from St. Mary's, in the county of York opposite the city of Fredericton, to an intersection with The Intercolonial Railway at some point between St. John Station, in the city of St. John, and Salesbury Station, in the county of Westmoreland, a part of which line, viz. : from the head of Grand Lake, in the county of Queen's, to an intersection with The Intercolonial Railway, formerly known as The European and North American Railway, at Norton Station, is in process of construction ;

And whereas under and by virtue of the power and authority given by a certain Act of the Parliament of the Dominion of Canada, made and passed in the fiftieth year of Her present Majesty's reign, entitled "*An Act to enable The Saint Martin's and Upham Railway Company to sell its railway and property.*" and of a certain Act of the Legislature of the Province of New Brunswick, made and passed in the fiftieth year of Her present Majesty's reign, entitled "*An Act to extend and enlarge the charter of The Central Railway Company,*" The Central Railway Company has duly acquired title by deed of conveyance and transfer from The St. Martin's and Upham Railway Company, dated the thirtieth day of October, A.D , 1887, and duly approved by the Governor in Council, to the railway, appurtenances, property and franchises of the said The St. Martin's and Upham Railway Company, a corporation of the Province of New Brunswick,—which railway extends from the town of St. Martin's, on the shore of the Bay of Fundy at Quaco Harbor,

Harbor, in the county of St. John, to Hampton Station on the said The Intercolonial Railway ;

And whereas under and by virtue of the franchises purchased from The St. Martin's and Upham Railway Company, The Central Railway Company is authorized to build a branch line commencing at the town of St. Martin's and running along the harbor of Quaco to Rourke's Mills, a distance of about one mile ;

And whereas by the last recited Act of the Legislature of the Province of New Brunswick, The Central Railway Company was authorized to issue its debentures or bonds to an amount equal to twelve thousand dollars (\$12,000) per mile for every mile of railway which the said Company is authorized to build from the head of Grand Lake to an intersection with the said The Intercolonial Railway, and also to issue its debentures or bonds at the rate of twelve thousand dollars (\$12,000) per mile for every mile of railway that the said The Central Railway Company might purchase,—which debentures or bonds, it is by said Act provided, shall be and form a first charge on the said lines of railway, and purchased roads, and the property, lands, buildings, tolls, income, and franchises and rights, connected therewith or appertaining thereto, then had or that might be thereafter acquired by the said The Central Railway Company, as may be expressed in such debentures or bonds, —and shall be in such form, for such amount, and payable at such times and places as the directors from time to time or at any time may appoint, and shall be signed by the president and treasurer, and shall have the corporate seal affixed thereto, and shall bear interest at the rate of six per cent. per annum, payable half-yearly, with interest coupons attached ;

And whereas, the said Act further provides that the said debentures or bonds may be issued by authority of a majority of the directors of the said Company, given by a vote of the board of directors at any lawful meeting thereof at any time held, and that the president and secretary, under the seal of the Company, shall have full power to sign and deliver any trust, mortgage or conveyance of the railway line and lines, property, lands, estate, franchises, tolls, rights, privileges and easements of the said Company, necessary or advisable to sign or execute and deliver for the purpose of securing, or that would have a tendency to secure, the payment of the said debentures or bonds and the interest thereon ;

And whereas at a meeting of the board of directors of The Central Railway Company, duly called and held, the said board did, in pursuance of the authority in them vested by the said last mentioned Act of the Legislature of the Province of New Brunswick, unanimously resolve, that in order to provide means for the construction of the said line of railway extending from the head of Grand Lake to Norton

Station, and for the purchase of the railway and franchises of The St. Martin's and Upham Railway Company,—which said railway extends from the town of St. Martin's to Hampton Station,—and for the construction of said branch line running from the town of St. Martin's to Rourke's Mills, there being no debentures or bonds outstanding against any of the said lines of railway, The Central Railway Company issue its debentures or bonds to an amount equal to twelve thousand dollars (\$12,000) per mile for every mile of the said line, extending from the head of Grand Lake to Norton Station, the length of the said line being about forty-four (44) miles, and that The Central Railway Company further issue its debentures or bonds to an amount equal to twelve thousand dollars (\$12,000) per mile for every mile of the said railway purchased by it from The St. Martin's and Upham Railway Company,—which said railway extends from the town of St. Martin's to Hampton Station, together with the aforesaid branch line, commencing at the town of St. Martin's and running along the harbor of Quaco to Rourke's Mills, the length of the said line and branch line together being about thirty-one (31) miles;

And whereas the said board of directors in every respect as above has further determined that the said debentures or bonds shall be of the denomination of \$1,000 in gold coin of the United States, or £200 sterling lawful money of Great Britain, numbered consecutively from one upwards, and shall be payable on the first day of November, nineteen hundred and thirty-seven (1937), and bear interest at the rate of six per cent. per annum, payable semi-annually, on the first days of May and November of each year, in like coin or money, that the said debentures or bonds shall be signed by the president and treasurer of the said Company, and shall have the corporate seal of the said Company affixed thereto, and shall be duly authenticated as hereinafter provided by the trustee under this mortgage or by its successor or successors in office,—each of said debentures or bonds to have interest coupons attached, with the name of the treasurer of the said Company engraved thereon;

And whereas, the said board of directors in every respect as above has further determined that said debentures or bonds, trustee's certificates and coupons, respectively, shall be in form and substance similar to the following, that is to say:

THE DOMINION OF CANADA, PROVINCE OF NEW BRUNSWICK.
THE CENTRAL RAILWAY COMPANY.

\$1,000.

No.

£200.

FIRST MORTGAGE BOND.

For value received The Central Railway Company promises to pay to The Central Trust Company of New York, or bearer,

bearer, one thousand dollars in gold coin of the United States of America, or two hundred pounds British sterling, at the office of The Central Trust Company of New York, in the city of New York, or at the agencies of The Central Railway Company, in the cities of London, or St John, on the first day of November, nineteen hundred and thirty-seven (1937), and on presentation and surrender of the annexed coupons, as they shall severally become due, to pay interest on such principal sum at the rate of six per cent. per annum from the first day of November, eighteen hundred and eighty-seven (1887), until such principal sum shall be paid,—such interest being payable the first days of May and November of each year, in like coin, at the Company's agencies as aforesaid.

This bond is one of a series of bonds issued and to be issued at the rate of twelve thousand dollars (\$12,000) per mile of railway, and numbered consecutively from one upwards, secured by a first mortgage or deed of trust, bearing even date herewith, executed by the said The Central Railway Company to the Central Trust Company of New York, trustee, upon the following lines of railway in the Province of New Brunswick: *first*, the line extending from the head of Grand Lake, in the county of Queen's, to Norton Station, on The Intercolonial Railway; *second*, the line extending from the town of St. Martin's, in the county of St. John, to Hampton Station, on said The Intercolonial Railway; *third*, the branch line from said last mentioned line, extending from the said town of St. Martin's, along the harbor of Quaco, to Rourke's Mills; and also upon the equipments, appurtenances, franchises and property belonging to the said The Central Railway Company, and used or enjoyed for the purposes of said lines of railway, or which may hereafter be acquired for the purposes or in the operation of said lines of railway, all of which is more particularly set forth in said mortgage, to which reference is hereby made, and which has been duly recorded.

This bond shall not become valid until the certificate indorsed hereon shall have been signed by the trustee herein named. For these provisions and all other terms and conditions upon which this bond is issued, reference is hereby made to the aforesaid mortgage.

In witness whereof The Central Railway Company has caused its corporate seal to be hereunto affixed, and these presents to be signed by its president and treasurer, this
day of _____ A. D.

President.

Treasurer.

[SEAL.]

INTEREST COUPON, No.

On the first day of _____ The Central Railway
Company will pay to the bearer, at the office of The Central
Trust

Trust Company of New York, in the city of New York, or at the said Railway Company's agencies in the cities of London or St. John, thirty dollars (\$30) in gold coin, or six pounds sterling, being six months' interest then due on its first mortgage bond, No.

Treasurer.

TRUSTEE'S CERTIFICATE.

This certifies, that this bond is one of the series of bonds, within mentioned, and described in a mortgage or deed of trust executed by The Central Railway Company to the undersigned trustee, on the fifth day of November, A.D., 1887, and duly recorded; and the holder hereof is entitled to the benefit of the trust thereby created.

THE CENTRAL TRUST COMPANY OF NEW YORK, TRUSTEE,
By

President.

And whereas the said board of directors, in every respect as above, has determined that an indorsement shall be made on each of said bonds, allowing the owner, at his option, to have a registration thereof made on the books of the Company, which indorsement is required to be in form or substance as follows:—

“This bond may be registered in the name of its owner on the books of the Company in New York city, or in such other place as the Company may open books for that purpose,—which registry shall be noted hereon by the Company's transfer agent, and thereafter no transfer of this bond shall be valid unless made on said books of the Company by the owner and noted as aforesaid; but the same may be discharged from registration by being transferred to bearer, and thereafter it shall be transferable by delivery, but it may be again registered as before; the registry of the bond shall not affect or restrain the negotiability of the coupons by delivery merely;”

And whereas the board of directors, in every respect as above, has determined and directed that a mortgage or deed of trust, to be called the first mortgage, be executed to secure the payment of the said bonds and the interest thereon, according to the terms, provisions and stipulations in said bonds contained, and that the president and secretary, under the seal of the said Company, shall sign the same in behalf of the said Company;

And whereas at the said meeting of the board of directors, in every respect as above, this form of mortgage was submitted and approved by them as the form of mortgage to be executed in accordance with their above-recited resolutions;

And whereas at a general meeting of the stockholders of the said Company, duly called and held on the fifth day of November, all of the above-recited actions taken by the board of directors were fully authorized, ratified and confirmed:

Now, therefore, this indenture witnesseth, that The Central Railway Company, party of the first part, for and in consideration of the premises and of the sum of one dollar to it duly paid by the said party of the second part, at or before the ensembling and delivery of these presents, the receipt whereof is hereby acknowledged, and in order to secure the payment of the principal and interest of the bonds aforesaid, ratably and without discrimination or preference, according to their tenor and effect, has granted, bargained, sold, aliened, remised, released, conveyed and confirmed, assigned, transferred and set over, and by these presents doth grant, bargain, sell, alien, remise, release, convey and confirm, assign, transfer and set over unto the party of the second part, its successors and assigns forever, all and singular the line of railway of the party of the first part, extending from a point at or near the head of Grand Lake in the county of Queen's, to Norton Station in King's county, on the line of The Intercolonial Railway, formerly known as The European and North American Railway, a distance of about forty-four miles, constructed or to be constructed; and all and singular the line of railway of the party of the first part, extending from the town of St. Martin's, on the shore of the Bay of Fundy, at Quaco Harbor, in the county of St. John, through the parish of St. Martin's, in the said county, and through the parishes of Upham and Hampton, in King's county, to Hampton Station on the line of the said The Intercolonial Railway, a distance of about thirty miles; and all and singular the branch line from the last mentioned line, extending from the said town of St. Martin's along the harbor of Quaco to Rourke's Mills, a distance of about one mile; together with all lands, buildings, bridges, fixtures, telegraph lines, and structures of every kind and nature whatsoever, and all improvements and additions thereto, and all sidings, side tracks and turn-outs, now owned by the party of the first part, or which may be hereafter acquired by it for the use of the said lines of railway; and also all easements, rights of way and rights in land of any kind or nature whatsoever, now held or hereafter to be acquired for the use of the said lines of railway; and also all rolling stock, cars, engines, rails, ties, machinery, tools, and materials of whatever kind, and all other personal property of every kind and nature whatsoever, now held or hereafter to be acquired for the use of the said lines of railway; and also all leaseholds, leases and rights under the same, now held for the use of the said lines of railway; and also all other contracts, rights under contracts, choses in action and rights of any nature or kind
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 whatsoever,

whatsoever, legal or equitable, now held or hereafter to be acquired for the use of the said lines of railway; and also all powers, privileges and corporate rights and franchises, including the franchises to operate said lines of railway, now held or hereafter to be acquired for the use of said lines of railway; and also all other property, estate, right, title, interest or thing which the said party of the first part now owns or holds or may and shall hereafter acquire or hold, necessary or convenient for the use, occupation and enjoyment of said lines of railway, *excepting always, nevertheless*, all subsidies given or granted to the said Company by the Governments of the Province of New Brunswick or the Dominion of Canada or otherwise in aid of the said lines of railway; to have and to hold, the premises, property, rights, franchises, and estates hereby conveyed or intended to be conveyed, with all and singular the reversions, remainders, tolls, rents, issues and profits, privileges and appurtenances, now or hereafter belonging, or in anywise appertaining thereto, except as above excepted, unto the said party of the second part and its successors, and their heirs and assigns forever, in trust, nevertheless, for the following uses and purposes, that is to say:—

First.—In trust to secure the payment of the principal sums mentioned in the bonds to be issued and certified as aforesaid, and intended to be hereby secured, and also the interest on the same, as therein stipulated to the holders and owners of the same, according to the tenor of the said bonds.

Second.—In trust to secure by way of mortgage the payment of the expenses of executing this trust; that is to say, commissions or compensation to the trustee for its trouble, which commissions or compensation shall amount to one dollar (\$1.00) per bond for each and every bond issued and secured by these presents, and all other necessary expenses actually paid or incurred in the execution thereof.

And it is hereby declared, agreed and understood to be the true intent and meaning of these presents and the parties hereto that all the property, real, personal and mixed, corporeal or incorporeal of every kind and nature, hereafter acquired for the use of the said lines of railway shall be transferred and deemed to be transferred hereunder as fully and effectually without any Act or deed of the said Company, as if the said Company now owned or were possessed of the same:

Provided, however, and these presents are upon the express condition, that if the party of the first part, its successors or assigns, shall well and truly pay or cause to be paid unto the holders of said bonds, to be issued as aforesaid, the principal and interest to become due thereon to said holders at the times and in the manner stipulated in the said bonds, and in said interest coupons, according to the true intent and meaning thereof; and also, shall well and

truly pay to the trustee the necessary expenses of executing this trust; and shall well and truly keep, perform and observe all and singular the covenants, promises and conditions in said bonds and in this indenture expressed, to be kept, performed and observed by or on the part of the said party of the first part; then these presents and the estate and rights hereby granted shall cease, determine, and be void, otherwise to be and remain in full force and effect.

And it is hereby expressly covenanted, declared, and agreed by and between the parties hereto, and the party of the first part, for itself, its successors and assigns, doth hereby covenant and agree with the respective persons and corporations, firms and partnerships who shall hold the bonds and interest coupons aforesaid, or any or either of them, that the trusts, uses, purposes, conditions, and covenants for and upon which the rights, franchises and property real and personal, hereinbefore described, are conveyed to and are to be held and disposed of by the party hereto of the second part, are as follows, that is to say:

First—The Railway Company shall upon the execution and delivery of this mortgage, or deed of trust, execute and deliver to the trustee its bonds in the form and to the amount hereinbefore provided for. The trustee shall hold the said bonds, and certify in the manner hereinafter provided, and deliver them to the Railway Company at such times and in such amounts as the Railway Company shall request: Provided, however, that no bonds shall be certified by the trustee to an amount greater than twelve thousand dollars (\$12,000) for each mile of railway fully constructed and completed, and certified to be so by an engineer appointed by the trustee.

Second.—Each of the said bonds to be made by the Railway Company as aforesaid, before being issued and delivered shall be certified by the trustee, by a certificate in the form hereinbefore set forth, indorsed thereon, to be one of the series of bonds secured to be paid by this mortgage, and until so certified no such bond shall be or be deemed secured by this mortgage, nor shall it entitle the holders thereof to any obligation against the Railway Company or to have any lien or claim upon the said mortgaged premises.

Third—The engineer's certificate herein provided for shall be full authority to the trustee for the certification and delivery to the Railway Company of the bonds at the rate of twelve thousand dollars (\$12,000) per mile, in bonds, for each mile of railway certified by said engineer to be fully constructed and completed.

Fourth.—The Railway Company will punctually pay both principal and interest of the bonds intended to be hereby secured, in gold coin of the United States or in lawful money of Great Britain, and shall and will, from time to time, pay and discharge all taxes, assessments, and governmental charges, lawfully imposed upon the said railroad,

and other hereby mortgaged premises or upon any part thereof, the lien of which might or could be held to be prior to the lien hereof, so that the priority of this mortgage may be duly preserved; and the Railway Company shall not and will not permit any matter or thing whatsoever, whereby the lien thereof might or could be impaired, until the said bonds hereby secured with all interest accrued thereon shall be fully paid and satisfied.

Fifth.—This deed shall not operate nor be held to prohibit the Railway Company, its successors and assigns, so long as it or they shall remain in possession of the said mortgaged premises, and there shall be no subsisting default in the payment of the principal or interest of the bonds hereby secured, or of some of them, or in respect to something hereby required to be done, observed, kept or performed by the Railway Company, from selling and conveying or otherwise disposing of, for the use and benefit and the maintenance of said railway free from the encumbrances and trust hereof, any real or personal property now owned or hereafter acquired by the Railway Company, which at any time cannot be advantageously used in the proper and judicious operation, management or maintenance of said railway and the business thereof; but in no case shall any sale or other disposition of such property be made without the express assent in writing of the trustee,—which assent the said trustee is hereby authorized to give.

Sixth.—Until default shall be made in the payment of the principal or interest of the bonds hereby secured, or of some of them, or in respect to something hereby required to be done, observed, kept or performed by the Railway Company, the Railway Company shall be suffered and permitted to possess, manage, operate, and enjoy the hereinbefore described railway, rights, franchises and other property, real and personal, with the equipment and appurtenances thereunto belonging, and to receive and use the tolls, income, rents, issues and profits thereof.

Seventh.—And it is further covenanted that if the Railway Company shall fail to pay the interest on any of the bonds intended to be secured hereby for ninety days after the same shall become due and payable, and after demand made for the payment of the same, the trustee may, on proof thereof, declare the said bonds, principal and interest, to be due and payable, and the said bonds, principal and interest, shall thereupon become due and payable; and if the Railway Company shall fail to pay the principal sum of any of the said bonds, when and as the same shall become due and payable, for ninety days after demand made at the office aforesaid for the payment of the same, or shall suffer or allow any taxes to fall in arrear, whereby the security of this mortgage may be impaired, it shall be the duty of the trustee, upon the written request of the holders or owners, of any of the said bonds, amounting at least to twenty-five

per cent. of the amount then issued and outstanding, to enter upon and take possession of the railroad, estates, real and personal, and premises hereby mortgaged or agreed or intended so to be, and shall and will thereupon operate, use, manage and control the said railroad, estates, real and personal, and premises, in the interest of and for the benefit of the bondholders secured by this mortgage; or it shall be the duty of the trustee, after or without entering or taking such possession, upon the written request of the holders of twenty-five per cent. of the said bonds then outstanding, to proceed to sell the railroad, estates, real and personal, corporate rights and franchises, and premises hereby mortgaged or agreed or intended so to be, to the highest bidder, at public sale, for cash, or as in the next section provided, in the city of St. John,—having first given notice of such intended sale by publication in at least two newspapers, published in the city of New York, two published in the city of London, two published in the city of St. John, at least once in each week for twelve consecutive weeks next preceding such sale,—and from time to time adjourn such sale in its discretion, and upon such sale make and deliver to the purchaser or purchasers of the railway, estates, real and personal, corporate rights and franchises and premises so sold, a good and sufficient deed or deeds for the same, freed from all and every the trusts hereby created, and without liability on the part of the said purchaser or purchasers to see to the application of the purchase money. And the proceeds derived from the operation and management of the road as aforesaid, or from the sale as aforesaid, after deducting the expenses of the trust, and such sum or sums as may be sufficient to indemnify the trustee against any liability, loss or damage, for or on account of any matter or thing done by it in good faith, in pursuance of its duty as trustee, shall be appropriated to the payment in full without giving preference, priority, or distinction of one bond over another: *first*, of the interest due on said bonds, preference being given to the coupons in the order that they fell due; and *second*, of the principal of all of the aforesaid bonds then outstanding, and intended to be hereby secured, in full, if the said income or proceeds be sufficient, but if not, then *pro ratâ*; or it shall be the duty of the trustee, upon the written request of holders of twenty-five per cent. in amount of said bonds then outstanding to proceed to protect and enforce the rights of the bondholders under these presents by a suit or suits in equity or at law, whether for the specific performance of the stipulated covenants and agreements, or any of them contained herein, on the part of the Railway Company to be kept and performed, whether in aid of the execution of powers herein granted or otherwise, as the trustee, being advised by counsel learned in the law, shall deem most effectual to protect and enforce such rights; it being understood, and it is hereby expressly

declared, that the rights of entry and sale hereinbefore granted are intended as cumulative remedies additional to all other remedies allowed by law, and the same shall not be deemed, in any manner whatever, to deprive the trustee or the beneficiaries under this trust of any legal or equitable remedy, by judicial proceedings, consistent with the provisions of these presents, according to the true intent and meaning thereof.

But, nevertheless, a majority in interest of said bondholders may, in case of such default in the payment of interest, by an instrument or concurrent instruments in writing, signed by them or their attorneys in fact, duly authorized for that purpose, instruct the trustee to declare the said principal sum due, or to refrain from making such declaration upon such terms and conditions as said majority shall deem proper, or may annul or reverse the declaration if already made by the trustee, anything herein contained to the contrary notwithstanding, and the trustee shall act upon such instruction; but the action of the trustee or of the bondholders, in case of any default, shall not affect or impair the right of a majority in interest of such bondholders at any time while such default continues, to declare or direct the trustee to declare such principal due, nor shall it in any wise affect any subsequent default on the part of the Railway Company, or impair any right resulting therefrom.

Eighth.—In case of any foreclosure sale, or any sale under the provisions hereof, the purchaser or purchasers at such sale shall be entitled in making settlement for or payment of the purchase money bidden, to turn in toward the payment of such purchase money any of the bonds secured hereby held by such purchaser or purchasers, counting such bonds for that purpose at the sum which shall be payable out of the net proceeds of such sale to the holder or holders of such bonds, as his or their just share of such net proceeds after allowing for the proportion of payment which may be required in cash for the costs and expenses of the sale, and if such share of net proceeds shall be less than the amount then due upon such bonds to make such settlement by receiving on such bond the amount to be credited thereupon.

Ninth.—And it is hereby covenanted and agreed that no part of the property or premises hereby mortgaged, or the equity of redemption therein, shall, under any present or future law, be liable to be seized or taken in execution, or sold under or by virtue of any judicial proceedings, judgment or decree, upon any bond hereby secured, or the interest thereon, and that this covenant shall operate as a bar to any judgment or decree on which said execution can be issued, and may be pleaded in bar of the same, or otherwise used so as effectually to restrain any bondholder from proceeding for the recovery of the same out of the mortgaged premises or property otherwise than at the suit of the trustee,

its successors or assigns, as mortgagee or mortgagees in trust, as stipulated in this indenture.

Tenth.—Upon the filing of a bill in equity or other commencement of judicial proceedings to enforce the rights of the trustee and of the bondholders under these presents, the trustee shall be entitled to the appointment, by any court of competent jurisdiction, of a receiver or receivers of the property hereby mortgaged, and of the earnings, income, rents, issues and profits thereof, pending such proceedings with such powers as the court making such appointment shall confer.

Eleventh.—Whenever all the bonds and coupons secured hereby which shall have been duly issued shall be paid and cancelled or destroyed, the trustee may, and upon the request of the Railway Company shall, cancel and discharge the lien of these presents, and execute and deliver to the Railway Company such deed or deeds as shall be required to satisfy the lien hereof and reconvey to the Railway Company the estate and title hereby conveyed.

Twelfth.—It is hereby mutually covenanted and agreed between the parties hereto that the trustee shall not be under any obligation to take any action toward the execution of this trust, which, in its opinion, will be likely to involve it in personal expense or liability, unless one or more of said bondholders shall, as often as required by the trustee, give it reasonable indemnity against the same, anything herein contained to the contrary notwithstanding.

And it is hereby further mutually covenanted and agreed between the parties hereto, that the trustee may resign and discharge itself of the trust hereby created by notice in writing to the Railway Company, to be given at least three months before such resignation shall take effect, or such shorter time as the Railway Company shall accept as adequate.

And whenever a vacancy shall occur in the office of trustee hereunder, by resignation or otherwise, a successor of the party of the second part may be appointed by the holders of a majority of the said bonds hereby intended to be secured, and at the time being outstanding, by an instrument or concurrent instruments in writing signed by them or by their agents or attorneys in fact duly appointed for that purpose; or if it be found or deemed to be impracticable to appoint a successor in that way, and such vacancy shall remain unfilled for three months, an application on behalf of the holders of all of said bonds may be made, on thirty (30) days' notice in writing to the Railway Company, by the holders of one-tenth of said bonds then outstanding, to any court of competent jurisdiction to appoint such successor; and the provisions herein contained in regard to the party of the second part shall apply to such successor, and he or it may resign or be discharged, and any vacancy thus or otherwise occurring in said trusteeship at any time during the continuance of the trusts hereby created, may be filled in the same manner as hereinbefore provided.

Thirteenth.—The several bonds hereby secured may be registered in the owners' names on the Company's books in the city of New York, or in any other place at which the Company may establish an office for such registration,—which registry shall be noted on each bond so registered by the Company's transfer agent,—and thereafter no transfer of such bonds shall be valid unless made on the Company's said books by the registered owner thereof and similarly noted on such bond; but the same may be discharged from registry by being transferred to bearer, and thereafter such bonds shall be transferable by delivery, but may be again registered as before. The registry of said bonds shall not restrain the negotiability of the coupons by delivery merely.

Fourteenth.—The Railway Company shall, at all times hereafter until the principal and interest of the bonds secured hereby are paid in full, keep and maintain an office or financial agency in the city of New York, for the registration and transfer of said bonds, and for the payment of the principal and interest thereon as the same become due.

Fifteenth.—It is mutually covenanted and agreed by the parties hereto, that the trustees under this mortgage and deed of trust shall not be liable nor responsible for any matter or thing connected with the trust hereby created, except for its own wilful and intentional breaches thereof.

Sixteenth.—And it is further agreed, that the word "trustee," wherever mentioned in this instrument, shall apply to the party of the second part or to any other trustee or trustees succeeding to it in said trust, and shall be held and construed to mean the trustee or trustees for the time being.

In witness whereof, the said The Central Railway Company, in pursuance of the authority conferred upon it by law, and of the resolutions of its stockholders and board of directors, has caused these presents to be signed by its president and secretary, and its corporate seal to be hereto affixed; and The Central Trust Company, in token of its acceptance of the trusts hereby created, has caused these presents to be signed by its president and secretary and its corporate seal to be hereunto affixed the day and year first above written.

(Signed) A. E. KILLAM,
President.

[SEAL.] (Signed) W. T. WHITEHEAD,
Secretary.

THE CENTRAL TRUST COMPANY OF NEW YORK.
Trustee.

ATTEST : (Signed by) G. SHERMAN,
Vice-President.

[SEAL.] (Signed) C. H. P. BABCOCK,
Secretary.



51 VICTORIA.

CHAP. 84.

An Act respecting the Port Arthur, Duluth and Western Railway Company.

[Assented to 4th May, 1888.]

Preamble.

WHEREAS the Port Arthur, Duluth and Western Railway Company, formerly called the Thunder Bay Colonization Railway Company, was incorporated by an Act of the Legislature of the Province of Ontario passed in the forty-sixth year of Her Majesty's reign, intituled "*An Act to incorporate the Thunder Bay Colonization Railway Company*"; and whereas that Act was amended by three subsequent Acts of the same Legislature, which appear in the Statutes of the said Province as forty-ninth Victoria, intituled "*An Act respecting the Thunder Bay Colonization Railway Company*"; fiftieth Victoria, intituled "*An Act to change the name of the Thunder Bay Colonization Railway Company*"; and fifty-first Victoria, intituled "*An Act to further amend the Acts respecting the Port Arthur, Duluth and Western Railway Company*"; and whereas the said Company is authorized to build its railway from the town of Port Arthur to a point at or near the west or south-west end of Gun Flint Lake, in the said Province, at or near the boundary line between the District of Thunder Bay and the State of Minnesota, one of the United States of America; and whereas it is important to the Company to be able to interchange business with connecting railways at the said boundary line, and the Company has, by its petition, prayed that it should become a railway corporation under and within the jurisdiction of the Parliament of Canada, with all necessary powers to make such connections; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Declaratory.

1. The Port Arthur, Duluth and Western Railway is hereby declared to be a work for the general advantage of Canada.

2. The Port Arthur, Duluth and Western Railway Company, hereinafter called "the Company," is hereby declared to be a body corporate and politic within the jurisdiction of the Parliament of Canada for all and every the purposes mentioned in, and with all and every the franchises, rights, powers, privileges and authorities conferred upon it by virtue of the said recited Acts of the Legislature of the Province of Ontario and each and every of them as set forth in the schedule to this Act, and with the further power of connecting with any other lines of railway in the said State of Minnesota, but subject always to any conditions or limitations imposed by the said recited Acts, or any of them, and to all debts, obligations or liabilities of the Company, and to any rights in any suit or action now pending in any courts of Ontario: Provided however, that "*The Railway Act*" of Canada shall apply instead of "*The Railway Act of Ontario*" to the exercise of the powers given by the said first recited Acts, as amended, with respect to the expropriation of lands and all matters to which "*The Railway Act*" of Canada would apply if the said Company had been originally incorporated by the Parliament of Canada.

Incorporation and powers of the company.

Subject to certain conditions.

Railway Act of Canada to apply.

3. All grants heretofore voted to the Thunder Bay Colonization Railway Company by the Parliament of Canada, may be paid to the Company under the new name conferred upon it by this Act, subject to the provisions of the several Acts relating to such grants.

As to grants made to the company.

4. The Company shall, in all matters, occupy the same position and shall stand in the same plight and condition in every respect as the Company incorporated under the said recited Acts of the Province of Ontario immediately before the time of the passing of this Act, excepting in so far as its powers may be affected by the passing of this Act.

Effect of this Act.

SCHEDULE.

STATUTES OF THE PROVINCE OF ONTARIO.

46 *Victoria.*

An Act to incorporate the Thunder Bay Colonization Railway Company.

[Assented to 1st February, 1883.]

WHEREAS E. A. Wild and others have, by their petition, represented that it is desirable that a railway should be constructed from some point at or near the village of Prince Arthur's Landing, in the district of Thunder Bay, to

Preamble.

some point south-east of Arrow Lake in the same district, and have prayed for an Act accordingly; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:—

Incorporation.

1. E. A. Wild, Simon J. Dawson, Thomas Marks, Harmon D. Hull, Alfred Boulton, Christopher W. Bunting, Robert Laird, Daniel F. Burk, George T. Marks, William S. Colbron, George S. Hart and Theodore W. Myers, with such other persons and corporations as shall in pursuance of this Act become shareholders of the said Company hereby incorporated, are hereby constituted and declared a body corporate and politic by the name of the Thunder Bay Colonization Railway Company (hereinafter called the Company), and the said several persons in this section named shall be provisional directors of the said Company.

Location of line.

2. The Company shall have full power and authority to construct a railway from some point at or near the village of Prince Arthur's Landing to some point south-east of Arrow Lake, both points in the said district of Thunder Bay.

Gauge.

3. The gauge of the said railway shall be four feet eight and one-half inches.

Power to purchase, &c., wharves, &c.

4. It shall and may be lawful for the Company at any point where the railway or any branch thereof, approaches within two miles of any navigable waters to purchase and hold as its own absolute property, and for the use of the Company, wharves, piers, docks, water lots and lands, and upon the said water lots and lands and in and over the waters adjoining the same to build and erect elevators, store-houses, ware-houses and engine houses, sheds, wharves, docks, piers and other erections for the use of the Company and the steam and other vessels owned, worked or controlled by the Company, or any other steam or other vessels, and to collect wharfage and storage charges for the use of the same, and also to erect, build, repair and maintain all moles, piers, wharves and docks necessary and proper for the protection of such works, and for the accommodation and convenience of vessels entering, leaving, lying, loading and unloading within the same, and to dredge, deepen and enlarge such works and the said wharves, piers and docks, water lots, lands, elevators, store-houses, ware-houses, engine-houses, sheds and other erections, or any thereof, or any portions thereof in its discretion to sell, lease or convey

Power to purchase and work vessels in connection with railway.

5. It shall and may be lawful for the Company to purchase, build, complete, fit out and charter, sell and dispose of, work and control and keep in repair steam or other vessels, from time to time, to ply on lakes, rivers and canals of this Province in connection with the said railway, and also to make arrangements and agreements with the steamboat and vessel proprietors, by chartering or otherwise, to ply on the

the said lakes, rivers and canals in connection with the said railway.

6. The several clauses of the Railway Act of Ontario shall be incorporated with and be deemed to be part of this Act, and shall apply to the Company and to the railway to be constructed by them, except so far as they may be inconsistent with the enactments hereof, and the expression "this Act," when used herein shall be understood to include the clauses of the said Railway Act so incorporated with this Act as aforesaid.

Railway Act incorporated.

7. The capital stock of the Company shall be five hundred thousand dollars, in five thousand shares of one hundred dollars each, and shall be raised by the persons and corporations who may become shareholders in the Company; and the money so raised shall be applied in the first place to the payment of all expenses for procuring the passage of this Act, and for making the surveys, plans and estimates connected with the works hereby authorized, and the remainder of such money shall be applied to the making, equipment, completion and working of the said railway and the purposes of this Act.

Capital stock.

8. The provisional directors of the said Company shall hold office as such until other directors shall be appointed, under the provisions of this Act, by the shareholders, and it shall be lawful for the provisional directors for the time being of the Company, or a majority of them, present at a meeting called for the purpose to supply the place or places of any of their number from time to time dying or declining or becoming incapable to act as such provisional directors, and to associate with themselves at a meeting called for the purpose of deciding thereon not more than five other persons who shall thereupon become and be provisional directors of the Company equally with themselves.

Provisional directors to hold office until other directors appointed.

9. The said board of provisional directors shall have full power to open up stock-books and procure subscriptions for the undertaking, to make calls upon the subscribers, to cause surveys and plans to be executed and to call a general meeting of the shareholders for the election of directors as hereinafter provided; and such provisional directors may appoint a committee from their number to open such stock books, giving at least four weeks' notice in the *Ontario Gazette* and in one paper published in the village of Prince Arthur's Landing of the time and place of meeting, to open such books and to receive such subscriptions; and the said committee or a majority of them may, in their discretion, exclude any person from subscribing.

Powers of provisional directors.

10. When and so soon as shares to the amount of one hundred thousand dollars in the capital stock of the Company shall have been subscribed, and ten thousand dollars shall have been paid into one of the chartered banks of the Dominion having an office in the Province of Ontario (which shall on no account be withdrawn therefrom un-

First election of directors.

less for the service of the Company) the provisional directors, or a majority of them, present at a meeting duly called for the purpose, shall call a meeting of the subscribers for the purpose of electing directors giving at least four weeks' notice in a paper published in the village of Prince Arthur's Landing, and in the *Ontario Gazette*, of the time, place and object of such meeting; and at such general meeting the shareholders present, either in person or by proxy, and who shall, at the opening of such meeting, have paid ten per centum on the stock subscribed by them, shall elect nine persons to be directors of the Company in manner and qualified as hereinafter directed, which said directors shall constitute a board of directors and shall hold office until the next general annual meeting.

Allotment of stock.

11. It shall be lawful for the directors, in procuring subscriptions for stock, to allot such stock in such amounts and subject to the payment of such calls, of such amount and at such times, and at such discount as they may think fit, or they may agree for the sale of such stock or any part thereof at such price as they may think fit, and may stipulate for the payment of the purchase money at the time of subscription or by instalments; and the amount of every such instalment as and when payable shall be deemed to be money due in respect of a call duly made in accordance with the provisions contained in section twenty-seven of "*The Railway Act of Ontario*," and non-payment of any such instalment shall carry with it all the rights, incidents and consequences as mentioned in the said Act as in the case of a call due by a shareholder on a share.

Directors may make certain payments in paid up stock or in bonds.

12. The said provisional directors or the elected directors may pay or agree to pay in paid-up stock, or in the bonds of the said Company, such sums as they may deem expedient to engineers or contractors, or for right of way, or material, plant or rolling stock, and also, when sanctioned by a vote of shareholders at any general meeting, for the services of promoters or other persons who may be employed by the directors for the purpose of assisting the directors in the furtherance of the undertaking or purchase of right of way, material, plant or rolling stock, whether such promoters or other persons be provisional directors or not, and any agreements so made shall be binding on the Company.

Annual meetings.

13. The general annual meeting of the shareholders of the Company shall be held in such place in the village of Prince Arthur's Landing, or at such other place and on such days and at such hours as may be directed by the by-laws of the Company, and notice thereof shall be sufficient if the same be published once in the *Ontario Gazette* at least four weeks previous to the day of such meeting, and once a week in one newspaper published in the village of Prince Arthur's Landing during the four weeks preceding the week in which such meeting is to be held.

14. Special general meetings of the shareholders of the Company may be held at such place in the village of Prince Arthur's Landing, or at such other place and at such times, and in such manner and for such purposes as may be provided by the by-laws of the Company upon such notice as is provided in the last preceding section. Special general meetings.

15. In the election of directors under this Act, no person shall be elected a director unless he shall be the holder and owner of at least ten shares of the stock of the Company, upon which all calls have been paid up. Qualification of directors.

16. Aliens as well as British subjects, and whether resident in this province or elsewhere, may be shareholders in the Company; and all such shareholders shall be entitled to vote on their shares equally with British subjects, and shall also be eligible to office as directors in the Company. Rights of aliens.

17. At all meetings of the board of directors, whether of provisional directors or of those elected by the shareholders, five directors shall form a quorum for the transaction of business. Quorum of directors.

18. It shall be lawful for the Company to enter into any agreement with any company or companies thereto lawfully authorized for leasing to them the said railway, or any part thereof; and it shall further be lawful for the Company to enter into any agreements with any company or companies for the working of the said railway, or for running powers over the same, on such terms and conditions as the directors of the several contracting companies may agree on, or for leasing and hiring from such other contracting company or companies any portion of their railway or the use thereof, and generally to make any agreement or agreements with any other companies touching the use by one or the other, or by both companies of the railway, or the rolling stock of either or both, or any part thereof, or touching any service to be rendered by the one company to the other, and the compensation therefor; and any such agreement shall be valid and binding according to the terms and tenor thereof; and the company or companies leasing or entering into agreement for using the said line may and are hereby authorized to work the said railway in the same manner and in all respects as if incorporated with its own line, and to exercise, so far as the same are applicable, all the rights, powers and privileges by this Act conferred: Provided, that every such lease or agreement shall first be sanctioned at a general meeting called for the purpose of considering the same, according to the by-laws of the Company and the provisions of this Act, by the vote of two-thirds in value of the shareholders present in person or by proxy at such meeting. Agreements for lease of railway.
Proviso.

19. It shall be lawful for the directors of the Company to enter into agreement with any company or companies (if lawfully authorized to enter into such an agreement) person or persons, for the leasing, hiring or use of any locomotives, carriages, rolling stock and other movable property Agreements for use of rolling stock, &c.

property from such companies or persons for such time or times and on such terms as may be agreed on, and also to enter into agreement with any railway company or companies if so lawfully authorized, for the use by one or more of such contracting companies of the locomotives, carriages, rolling stock and other movable property of the other or others of them, on such terms as to compensation and otherwise as may be agreed upon.

Negotiable instruments.

20. The Company shall have power and authority to become parties to promissory notes and bills of exchange for sums not less than one hundred dollars; and any such promissory note or bill of exchange made or indorsed by the president of the Company and countersigned by the secretary of the said Company and under the authority of a quorum of the directors, shall be binding on the Company; and every such promissory note or bill of exchange 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 Company affixed to such promissory note or bill of exchange, nor shall the persons signing the same be individually responsible for the same unless the said promissory notes or bills of exchange have been issued without the sanction and authority of the directors as herein provided and enacted: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill of exchange payable to bearer, or intended to be circulated as money or as the notes or bills of a bank

Proviso.

Grants of land to company.

21. Any municipality through which the said railway may pass, is empowered to grant, by way of gift to the Company, any lands belonging to such municipality which may be required for right of way, station grounds or other purposes connected with the running or traffic of the said railway; and the Company shall have power to accept gifts of land from any government or any person, or any body politic or corporate, and shall have power to sell, or otherwise dispose of the same, for the benefit of the Company.

Power to hold additional property at the extremities of the railway.

22. The said Company shall have power to purchase and hold such land as may be required at each extremity of the said railway, for the purpose of building thereon store-houses, warehouses, engine-houses and other erections for the uses of the said Company, and the same, or portions thereof, in their discretion to sell or convey, and also to make use, for the purpose of the said railway, of any stream or watercourse at or near which the said railway passes, doing, however, no unnecessary damage thereto and not impairing the usefulness of such stream or watercourse.

Use of streams.

Power to collect back charges on goods.

23. The said Company shall have power to collect and receive all charges, subject to which goods or commodities may come into their possession, and on payment of such back charges, and without any formal transfer, shall have the same lien for the amount thereof upon such goods or commodities

commodities as the persons to whom such charges were originally due had upon such goods or commodities while in their possession, and shall be subrogated by such payment in all the rights and remedies of such persons for such charges.

24. It shall and may be lawful for any municipality through which the said railway passes, and having jurisdiction in the premises, to pass a by-law or by-laws empowering the Company to make their road and lay their rails along any of the highways within such municipality, and whether or not the same be in possession or under the control of any joint stock company; and if such highway be either in the possession of, or under the control of any joint stock company, then also with the assent of such Company; and it shall and may be lawful for the Company to enter into and perform any such agreement as they may, from time to time, deem expedient, with any municipality, corporation or person, for the construction or for the maintenance and repair of gravel or other public roads leading to the said railway.

Right to use
highways.

25. For the purpose of constructing, working, and protecting the telegraph lines to be constructed by the Company on their line of railway, the powers conferred upon telegraph companies by the Act respecting electric telegraph companies are hereby conferred upon the Company, and the other provisions of the said Act for the working and protection of telegraph lines shall apply to any such telegraph lines constructed by the Company.

Telegraph
lines.

26. It shall further be lawful for the council of any municipality in which any part of the said railway is situate, by by-law specially passed for that purpose, to exempt the Company and its property within such municipality, either wholly or in part, from municipal assessment and taxation, or to agree to a certain sum per annum or otherwise, in gross, by way of commutation or composition for payment, or in lieu of all or any municipal rates or assessments to be imposed by such municipal corporation, and for such term of years as such municipal corporation may deem expedient, not exceeding twenty-one years, and any such by-law shall not be repealed unless in conformity with a condition contained therein.

Exemption
from taxation.

27. Whenever the Company can obtain the whole of any lot or parcel of land over which the railway is to be carried at a more reasonable price or to greater advantage than by purchasing the railway line only, the Company may purchase, hold and enjoy the whole of such lot or parcel of land and may sell and convey the same, or any part thereof, from time to time, as they may deem it expedient; but the compulsory clauses of the Railway Act shall not apply in this section.

Power to
acquire whole
lots.

28. When stone, gravel, earth or sand is or are required for the construction or maintenance of said railway, or any part

Power to ac-
quire quarries
and gravel
pits, &c.

part thereof, the Company may, in case they cannot agree with the owner of the lands on which the same is situate, for the purchase thereof, cause a provincial land surveyor to make a map and description of the property so required, and they shall serve a copy thereof with their notice of arbitration, as in case of acquiring the roadway, and the notice of the arbitration, the award, and the tender of the compensation shall have the same effect as in the case of arbitration for the roadway; and all the provisions of the Railway Act of Ontario, and of this Act, as to the service of the said notice, arbitration, compensation, deeds, payment of money into court, the right to sell, the right to convey, and the parties from whom lands may be taken, or who may sell, shall apply to the subject matter of this section, as to the obtaining materials as aforesaid; and such proceedings may be had by the Company, either for the right to the fee simple in the land from which said material shall be taken or for the right to take material for any time they shall think necessary,—the notice of arbitration, in case arbitration is resorted to, to state the interest required.

Sidings to
gravel pits,
&c.

29. When said gravel, stone or other material shall be taken under the preceding section of this Act, at a distance from the line of the railway, the Company may lay down the necessary sidings and tracks over any lands which may intervene between the railway and the lands on which said material shall be found,—whatever the distance may be; and all the provisions of the Railway Act of Ontario, and of this Act, except such as relate to filing plans and publication of notice, shall apply and may be used and exercised to obtain the right of way from the railway to the land on which such materials are situated; and such right may be so acquired for a term of years or permanently, as the Company may think proper, and the powers in this and the preceding section may, at all times, be exercised and used in all respects, after the railway is constructed, for the purpose of repairing and maintaining the said railway.

Proviso.

(2.) When estimating the damages for the taking of gravel, stone, earth or sand, sub-section eight of section twenty of the Railway Act of Ontario shall not apply.

Issue of
bonds.

30. The directors of the Company, after the sanction of the shareholders shall have been first obtained at any annual general meeting, or any special general meeting, to be called from time to time for such purpose, shall have power to issue bonds of the Company for the purpose of raising money for prosecuting the said undertaking, and such bonds shall, without registration or formal conveyance, be taken and considered to be the first and preferential claim and charge upon the undertaking and real property of the Company, including its rolling stock and equipments, then existing and at any time thereafter acquired; and each

holder of the said bonds shall be deemed a mortgagee and incumbrancer *pro rata* with all the other holders thereof upon the undertaking and the property of the Company as aforesaid; and the Company may, by by-law, before issue, fix and define the amount or denomination of such bonds, the time or times and the place or places for payment of the principal moneys thereof, and the interest thereon, and other particulars in reference thereto: Proviso. Provided however, that the whole amount of such issue of bonds shall not exceed in all the sum of two hundred and fifty thousand pounds sterling, and that the rate of interest thereon shall not exceed six per centum per annum; and Proviso. provided also further, that in the event, at any time, of the interest of the said bonds remaining unpaid and owing, then at the next ensuing general meeting of the Company, and at all subsequent general meetings, so long as such interest or any part thereof shall remain unpaid and in arrear, all holders of bonds shall have and possess the same rights and privileges and qualifications for directors, and for voting, and for all purposes as are attached to shareholders: Proviso. Provided, that the holder of any bond or bonds shall have, at least three days before any such meeting, produced the bond or bonds held by him to the secretary for registration in his name, or that in the case of the holder of any bond or bonds residing in Great Britain and Ireland, and having such bond or bonds in his custody or under his control, then such holder shall have, at least three days before any such meeting, produced to the secretary a certificate under the hand and official seal of a notary public stating the numbers of such bond or bonds, and that they had been produced before him by such holder; and in either of such cases it shall be the duty of the secretary to register the name of such holder and the numbers of the bonds held by him, but the failure or neglect of the secretary in that respect shall not affect the rights, privileges and qualifications of such holder or holders: any such bondholder shall be entitled to five votes for every bond of the amount of one hundred pounds sterling held by him, or in that proportion.

31. The Company hereby incorporated may, from time to time, for advances of money to be made thereon, mortgage or pledge any bonds, debentures, or mortgage securities, which under the powers of this Act can be issued for the construction of the railway or otherwise. Power to mortgage bonds.

32. The railway shall be commenced within two years, and completed within seven years after the passing of this Act. Time for construction.

33. Conveyances of land to the Company for the purposes of and powers given by this Act, made in the form set out in the Schedule A hereunder written, or the like effect, shall be sufficient conveyances to the Company, their successors and assigns, of the estate or interest, and sufficient bar of dower respectively of all persons executing the same; Form of conveyance.

and such conveyances shall be registered in the same manner and upon such proof of execution as is required under the registry laws of Ontario ; and no registrar shall be entitled to demand more than seventy-five cents for registering the same, including all entries and certificates thereof, and certificates indorsed on the duplicate thereof.

Construction
by ten mile
sections.

34. The Company is hereby authorized and empowered to take and make the surveys and levels of the land through which the railway of the Company is to pass, together with the map or plan thereof, and of its course and direction, and of the lands intended to be passed over and taken therefor, so far as then ascertained, and also the book of reference for the railway ; and to deposit the same as required by the clauses of the Railway Act of Ontario and amendments thereto, with respect to "plans and surveys," by sections or portions less than the whole length of the said railway authorized, of such length as the Company may, from time to time, see fit, so that no one of such sections or portions shall be less than ten miles in length ; and upon such deposit as aforesaid, of the map or plan and book of reference, of any and each of such sections or portions of the said railway, all and every of the clauses of the said Railway Act, and the amendments thereof, applied to, included in or incorporated with this Act, shall apply and extend to any and each of such sections or portions of the said railway, as fully and effectually as if the surveys and levels had been taken and made of the lands through which the whole of the said railway is to pass, together with the map or plan of the whole thereof, and of its whole course and direction, and of the lands intended to be passed over and taken, and the book of reference, for the whole of the said railway, had been taken, made, examined, certified and deposited, according to the said clauses of the said Railway Act and the amendments thereof, with respect to "plans and surveys."

Power to
erect snow
fences.

35. The Company shall have the right, on and after the first day of November in each year, to enter into and upon any lands of Her Majesty, or into or upon any lands of any corporation or person whatsoever, lying along the route or line of said railway, and to erect and maintain snow fences thereon, subject to the payment of such damages, if any, as may be hereafter established in the manner provided by law, in respect of such railway to have been actually suffered : Provided always, that any such snow fences so erected shall be removed on or before the first day of April following.

SCHEDULE A.

(Section 33.)

Know all men by these presents, that I (or we) (*insert the name or names of the vendor*) in consideration of
dollars paid to me (or us) by the Thunder Bay Colonization
Railway

Railway Company, the receipt whereof is hereby acknowledged, do grant and convey, and I (or we) (*insert the name of any other party or parties*) in consideration of dollars paid to me (or us) by the said Company, the receipt whereof is hereby acknowledged, do grant and release all that certain parcel (or those certain parcels *as the case may be*) of land (*describe the land*), the same having been selected and laid out by the said Company for the purposes of its railway, to hold, with the appurtenances, into the said Thunder Bay Colonization Railway Company, its successors and assigns (*here insert any other clauses, conditions and covenants required*) and I (or we) wife (or wives) of the said do hereby bar my (or our) dower in the said lands; as witness my (or our) hand and seal (or hands and seals) this day of one thousand eight hundred and

Signed, sealed and delivered } [L.S.]
 in the presence of }

49 *Victoria.*

An Act respecting the Thunder Bay Colonization Railway Company.

[Assented to 25th March, 1886.]

WHEREAS the Thunder Bay Colonization Railway Company has, by its petition, prayed for power to extend its line from a point at or near Whitefish Lake to a point at or near Nameukan Lake with a branch to a point near Crooked Lake; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:—

1. The said Company shall have full power and authority to extend their line of railway from a point at or near Whitefish Lake to a point at or near Nameukan Lake, with a branch to a point at or near Crooked Lake, the said railway passing through Hunter's Island. Location of line.

2. Section 7 of the Act passed in the 46th year of the reign of Her present Majesty, chaptered 56, is hereby amended by striking out the words "five" in the first and second lines of the said section, and inserting the words "twelve" in the place thereof. 46 V., c. 56, s. 7, amended.

3. Section 30 of the said Act is hereby amended by striking out the word "two" in the twentieth line of the said section and inserting the word "six" in the place thereof. 46 V., c. 56, s. 30, amended.

50 *Victoria.*

An Act to change the name of the Thunder Bay Colonization Railway Company.

[Assented to 23rd April, 1887].

Preamble.

WHEREAS the Thunder Bay Colonization Railway Company was duly incorporated under the provisions of an Act of the Legislature of Ontario, passed in the forty-sixth year of Her Majesty's reign, chaptered fifty-six; and whereas certain further powers were given and amendments made by an Act of the Legislature of Ontario, passed in the forty-ninth year of Her Majesty's reign, chaptered seventy-nine; and whereas the said Thunder Bay Colonization Railway Company has, by its petition, prayed that its corporate name may be changed; and whereas it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:—

Name changed.

1. The corporate name of the said Company shall be changed to that of "The Port Arthur, Duluth and Western Railway Company," by which name instead of "The Thunder Bay Colonization Railway Company," the said Company shall have and exercise all the powers and privileges granted by the said Acts or any other Acts relating to the said Company.

Right to certain subsidies not affected.

2. Notwithstanding the said change of name it shall be lawful for the said Company to apply for and receive in the name of the Thunder Bay Colonization Railway Company all subsidies or aid granted to the Thunder Bay Colonization Railway Company under or by virtue of any Act of the Parliament or Order in Council of the Dominion of Canada, in the same manner as if this Act had not been passed.

46 V., c. 56, s. 30 & 49 V., c. 79, s. 3, repealed.

3. Section 30 of the Act passed in the 46th year of Her Majesty's reign, chaptered 56, as amended by section 3 of the Act passed in the 49th year of Her Majesty's reign, chaptered 79, is hereby repealed, and the following section is substituted therefor:

Issue of bonds.

"The directors of the Company, after the sanction of the shareholders shall have been first obtained at any annual general meeting, or any special general meeting, to be called from time to time for such purpose, shall have power to issue bonds of the Company for the purpose of raising money for prosecuting the said undertaking; and such bonds shall, without registration or formal conveyance, be taken and considered to be the first and preferential claim and charge upon the undertaking and real property of the Company, including its rolling stock and equipments then existing, and at any time thereafter acquired; and each holder of

the said bonds shall be deemed a mortgagee and incumbrancer *pro ratâ* with all the other holders thereof upon the undertaking and the property of the Company as aforesaid ; and the Company may, by by-law before issue, fix and define the amount or denomination of such bonds, the time or times and the place or places for payment of the principal moneys thereof and the interest thereon, and other particulars in reference thereto: Provided however, that the whole amount of such issue of bonds shall not exceed twenty thousand dollars per mile of the said railway, and that the rate of interest thereon shall not exceed six per centum per annum ; and provided also further, that in the event at any time of the interest of the said bonds remaining unpaid and owing, then at the next ensuing general meeting of the Company, and at all subsequent general meetings, so long as such interest or any part thereof shall remain unpaid and in arrear, all holders of bonds shall have and possess the same rights and privileges and qualifications for directors, and for voting, and for all purposes as are attached to shareholders ; provided that the holder of any bond or bonds shall have, at least three days before any such meeting, produced the bond or bonds held by him to the secretary, for registration in his name, or that in the case of the holder of any bond or bonds, residing in Great Britain and Ireland and having such bond or bonds in his custody or under his control, then such holder shall have, at least three days before any such meeting, produced to the secretary a certificate under the hand and official seal of a notary public, stating the numbers of such bond or bonds, and that they had been produced before him by such holder ; and in either of such cases it shall be the duty of the secretary to register the name of such holder and the numbers of the bonds held by him, but the failure or neglect of the secretary in that respect shall not affect the rights, privileges and qualifications of such holder or holders ; any such bondholder shall be entitled to five votes for every bond of the amount of one hundred pounds sterling held by him, or in that proportion.

51 *Victoria.*

An Act to further amend the Acts respecting the Port Arthur, Duluth, and Western Railway Company.

[Assented to 23rd March, 1888]

WHEREAS the Port Arthur, Duluth, and Western Railway Company has, by its petition, prayed for power to vary the route of its main line of railway ; and whereas it is expedient to grant the prayer of the said petition :
Preamble.

Therefore Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows :—

49 V., c. 79,
s. 1 repealed

1. Section 1 of the Act passed in the 49th year of Her Majesty's reign, chaptered 79, is hereby repealed and the following substituted therefor :—

Location of
line

“1. The said Company shall have full power and authority to construct their line from a point in or near the town of Port Arthur by way of Whitefish Lake to a point at or near the west or south-west end of Gun Flint Lake.”

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 85.

An Act to confirm the Charter of Incorporation of the Great North-West Central Railway Company.

[Assented to 22nd May, 1888.]

WHEREAS by an Act of the Parliament of Canada passed ^{Preamble.} in the Session held in the forty-ninth year of Her Majesty's reign, chaptered eleven, and intituled "*An Act* ^{49 V., c. 11.} to authorize the grant of certain subsidies in land for the construction of the railways therein mentioned," it was provided that, for the purpose of incorporating the persons undertaking the construction of the North-West Central Railway and those who should be associated with them in the undertaking, the Governor in Council might grant to them, under such corporate name as he should deem expedient, a charter conferring upon them the franchises, privileges and powers requisite for the said purposes, which should be similar to such of the franchises, privileges and powers granted to railway companies during the said Session, as the Governor should deem most useful or appropriate to the said undertaking, and that such charter, being published in the *Canada Gazette*, with any Order or Orders in Council relating to it, should have force and effect as if it were an Act of the Parliament of Canada, and otherwise as therein set out; and whereas under and in pursuance of the said Act, the Governor in Council did, on the twenty-second day of July, one thousand eight hundred and eighty-six, approve of an Order in Council granting a charter to the persons therein named for the purposes aforesaid and incorporating them, together with such other persons as might become shareholders in the Company thereby incorporated, as a body corporate and politic by the name of "The Great North-West Central Railway Company,"—which said charter and the further Order in Council of the third day of August, one thousand eight hundred and eighty-six, amending the provisions thereof respecting the bond issue of the said Company, were accordingly duly published in the *Canada Gazette* on the sixth day of November, one thousand eight hundred and eighty-six; and whereas the Company has

been duly organized and has commenced and is prosecuting, under the said charter, the work of construction of the said railway; and whereas the said Company has, by its petition, prayed for the confirmation of the said charter as thus amended, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Charter confirmed.

1. The said charter, amended in the fourteenth section thereof as provided by Order in Council approved on the third day of August, one thousand eight hundred and eighty-six, and set out in the schedule to this Act, is hereby confirmed as thus amended, and is declared to have the same force and effect as if it were an Act of the Parliament of Canada since the grant and publication thereof.

Section 5 of charter amended.

2. The fifth section of the said charter, set out in the schedule hereto, is hereby further amended by adding at the end of the said section the words “of whom a majority shall form a quorum.”

Schedule incorporated.

3. The said schedule following shall be read with and form a portion of this Act, that is to say:—

SCHEDULE.

JOHN J. MCGEE,
Deputy Governor.

CANADA.

VICTORIA, by the Grace of God, of the United Kingdom of Great Britain and Ireland, Queen, Defender of the Faith, &c., &c., &c.

To all to whom these presents shall come, or whom the same may in any wise concern,—GREETING:

Recital,

49 V., c. 11.

Whereas by an Act of the Parliament of Canada passed in the Session held in the 49th year of Her Majesty's Reign, and chaptered 11, it is in effect enacted, that the Governor in Council may grant to the North-West Central Railway Company, or to such other company as may undertake the construction of the railway or a railway from a point on the Manitoba and North-Western Railway, *viâ* Rapid City, westward, Dominion lands to the extent of six thousand four hundred acres for each mile of the Company's railway, for the whole distance from Brandon Station, on the Canadian Pacific Railway, or from such point on the Manitoba and North-Western Railway, as aforesaid, to Battleford, in the Provisional District of Saskatchewan, about four hundred and fifty miles;

And whereas it is in and by the said Act further enacted, that inasmuch as it may become necessary for the construction of the railway in respect of which the granting of a subsidy is authorized by the second section of the said Act, that a company should be incorporated with the powers requisite for such construction, and for making financial arrangements for the purposes thereof; therefore, that for the purpose of incorporating the persons undertaking the construction of the said railway, or a railway from a point on the Manitoba and North-Western Railway, *viâ* Rapid City, westward, and for the incorporation of those who shall be associated with them in the undertaking, the Governor in Council may grant to them, under such corporate name as he shall deem expedient, a charter conferring upon them the franchises, privileges and powers requisite for the said purposes, which shall be similar to such of the franchises, privileges and powers granted to railway companies during the present Session, as the Governor shall deem most useful or appropriate to the said undertaking; and such charter, being published in the *Canada Gazette*, with any Order or Orders in Council relating to it, shall have force and effect as if it were an Act of the Parliament of Canada: Provided always, that in the event of a company being so incorporated, it shall be provided in the charter that such company shall be subject to all the present legal obligations of the North-West Central Railway Company, in relation to the said railway;

Now Know Ye, that, by and with the advice of Our Privy Council for Canada, and under the authority of the hereinbefore in part recited Act, and of any other power and authority whatsoever in Us vested in this behalf, We do, by these Our Letters Patent, grant a charter unto the persons hereinafter mentioned by name and to those who may be associated with them for the purposes hereof, conferring upon them the franchises, privileges and powers hereinafter set forth, that is to say:—

Charter granted.

1. Honorable Francis Clemow, of the City of Ottawa, senator, Charles Thornton Bate, of the same place, esquire, William Anderson Allan, of the same place, contractor, James Murray, of St. Catharines, contractor, and Alphonse Charlebois, of the City of Quebec, contractor, together with such other persons as may become shareholders in the company to be hereby incorporated, are hereby declared to be a body corporate and politic by the name of "The Great North-West Central Railway Company," hereinafter called "the company,"—and the said railway and the works hereby authorized are hereby declared to be for the general advantage of Canada; and "*The Consolidated Railway Act*, 42 V., c. 9, 1879," and the Acts amending the same, shall, as hereby modified, apply to the said railway as if this charter were an Act of the Parliament of Canada.

Incorporation.

Corporate name.

Line of railway described.

2. The Company may lay out, construct and operate a railway from a point on the Canadian Pacific Railway at or near Brandon, in the Province of Manitoba, to the Rocky Mountains *viâ* Battleford; and also build and operate branch lines of railway from the first above described line,—all such lines to be approved by the Governor in Council.

Provisional directors and their powers.

3. The said Francis Clemow, Charles Thornton Bate, William Anderson Allan, James Murray and Alphonse Charlebois, shall be provisional directors of the Company (of whom four shall be a quorum) and shall hold office as such until the first election of directors under this charter, and shall have power forthwith to open stock books, procure subscriptions for stock for the undertaking, make calls on stock subscribed, receive payments thereon, make or cause to be made, plans and surveys of the works herein contemplated, and to deposit in any chartered bank of Canada all moneys received by them on account of stock subscribed, or otherwise received on account of the Company, and to withdraw the same for the purposes only of the undertaking, and to receive on behalf of the Company, any grant, loan, bonus or gift made to it in aid of the undertaking or any portion of it.

Capital stock and shares.

4. The capital stock of the Company shall be two millions of dollars (with power to increase the same in the manner provided by "*The Consolidated Railway Act, 1879,*" and the Acts amending the same) to be divided into shares of one hundred dollars each; and the money so raised shall be applied in the first place to the payment of all expenses and disbursements connected with the organization of the company, and other preliminary expenses, and making the surveys, plans and estimates connected with the works hereby authorized, and all the remainder of such money shall be applied to the making, completing and equipping and maintaining of the said railway and other purposes of this charter, and no other purpose whatsoever.

First meeting of shareholders.

5. When twenty-five per cent of the stock has been subscribed and ten per cent, thereof has been paid into some chartered Bank to the credit of the company or to the credit of the Receiver General, the provisional directors shall call a general meeting of the subscribers to the capital stock to be held at Ottawa, Province of Ontario, for the purpose of electing five directors,—giving at least two weeks' previous notice of such meeting in the *Canada Gazette* and in some daily newspaper published in the said City of Ottawa, and also by circular addressed by mail to each subscriber, stating the time, place and purpose of the said meeting; and at such general meeting the shareholders may choose five persons qualified as hereinafter mentioned to be directors of the company who shall constitute a board of directors and shall hold office until the first Tuesday in June in the year following their appointment.

Notice.

Election of directors.

6. Thereafter the annual general meeting of the shareholders for the election of directors and other general purposes shall be held at such place as may be appointed by by-law of the company on the first Tuesday in the month of June in each year, and two weeks' previous notice shall be given by publication in the *Canada Gazette* and in one newspaper published in the Province of Manitoba and in one newspaper published in the City of Ottawa.

Annual general meeting.

7. No person shall be elected a director of the company unless he shall be the holder and owner of at least fifty shares in the stock of the company and shall have paid up all calls thereon; Provided always, that the directors so elected may by by-law or resolution passed by them close the stock books after shares to the amount of five hundred thousand dollars shall have been subscribed, and may, from time to time, re-open said stock books and receive subscriptions for additional shares of stock up to the limit authorized by this charter, when and as the same shall be required for the purposes of the company.

Qualification of director.

Books may be closed and re-opened.

8. No call to be made at any time upon the capital stock shall exceed ten per centum on the subscribed capital, and not less than thirty days shall intervene between any one call and a succeeding call.

Calls.

9. The provisional directors or elected directors may make or issue stock as paid-up stock and may pay or agree to pay in such paid-up stock or in the bonds of the company such sums as they may deem expedient to engineers or contractors or for right of way or material, plant or rolling stock, and for the services of such persons as have been or may be employed by the said directors in the furtherance of the undertaking or purchase of right of way, material, plant or rolling stock.

Paid up stock may be issued for certain purposes.

10. It shall be lawful for the provisional or elected directors, when authorized by the shareholders at any general meeting or special meeting called for that purpose, to accept payment in full for stock from any subscriber therefor at the time of subscription thereof, or at any time before the making of a final call thereon, and to allow such percentage or discount as they may deem expedient and reasonable; and thereupon to issue to such subscriber scrip to the full amount of such stock subscribed.

Payment of stock in full.

11. The said company may, for the purposes of the railway, receive from the Government of Canada, from any Government, person or body corporate, in aid of the construction, equipment and maintenance of the said railway, grants of land, bonuses, loans or gifts of money or securities for money, and may from time to time purchase from the Government of Canada land in the North West Territories, and may sell, convey and mortgage the same for the purpose of raising money for the prosecution of the undertaking.

Grants in aid may be received.

Bridges may
be built.

12. The company shall have power and authority to lay out and construct, complete, maintain, work, manage and use a railway bridge over any navigable stream or streams on the line of the said railway ; and the sections of "*The Consolidated Railway Act, 1879,*" and of the Acts amending the same under the head of "powers," "plans and surveys," and "lands and their valuation," shall, so far as necessary, apply to the power hereby given.

Plans to be
submitted for
approval.

13 The company shall not commence any such bridge or any work thereunto appertaining, until the company shall have submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until the plan and site of such bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching any such bridge and works shall have been complied with ; nor shall any such plan be altered, nor any deviation therefrom allowed except upon the permission of the Governor in Council and upon such conditions as he shall impose ; provided always, that if any such bridge be placed over any such river or stream at a place where the same is navigable, and if the Governor in Council shall determine that such bridge shall be a drawbridge, the same shall be constructed so as to have one draw in the main channel of such river or stream, which draw shall be of such width as the Governor in Council may determine, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river or stream ; and the said draw shall, at all times during the season of navigation, be kept open, except when actually required to be closed for the passage of railway trains, and shall be otherwise tended and moved at the expense of the company, so as not to hinder unnecessarily the passage of any vessel ; from sundown until sunrise during the season of navigation suitable lights shall be maintained on any such bridge, to guide vessels approaching the said draw.

No deviation
from plan.

Drawbridges.

Lights

Issue of
bonds.

14. The directors of the Company, under the authority of the shareholders to them given by a resolution of a special general meeting called for that purpose, are hereby authorized to issue bonds under the seal of the said Company, signed by its president or other presiding officer and countersigned by its secretary and treasurer, and such bonds shall be made payable at such times and in such manner and at such place or places in Canada or elsewhere, and bearing such rate of interest as the directors shall think proper ; and the directors shall have power to issue and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which, at the time, they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking : Provided, that the amount of bonds so issued, sold or pledged shall not exceed twenty thousand dollars per mile to be issued in proportion

Disposal of
bonds.

Amount
limited.

to the length of railway constructed or under contract to be constructed : Provided also, that no such bonds shall be issued until at least five hundred thousand dollars shall have been subscribed to the capital stock and ten per centum of the same *bonâ fide* paid thereon ; but notwithstanding anything in this charter contained the Company may secure the bonds to be issued by them by a mortgage deed, creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as shall be described in said deed ; but such rents and revenues shall be subject in the first instance to the payment of working expenses of the railway ; and by the said deed the company may grant to the holders of such bonds or to the trustee or trustees named in such deed all and every the powers and remedies granted by this charter in respect of said bonds, and all other powers and remedies not inconsistent with this charter, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this charter, as the case may be ; and all such powers, rights and remedies as shall be so contained in such mortgage deed shall be valid, binding and available to the bondholders in the manner and form as herein provided.

Time of issue.

May be secured by mortgage deed.

Powers may be granted by deed.

15. The bonds hereby authorized to be issued shall, without registration or formal conveyance, be the first preferential claims and charges upon the said Company and the undertaking, tolls and income and real and personal property thereof now or at any time hereafter acquired, save and except as is provided for in the last preceding clause ; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities, and shall have priority as such.

Bonds a first charge.

16. If the Company shall make default in paying the principal of, or interest on any of the bonds hereby authorized, at any time when the same shall, by the terms of the bonds, become due and payable, then, at the next ensuing annual general meeting of the said company and all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights, privileges and qualifications for directors and for voting at general meetings as would be attached to them as shareholders if they had held fully paid up shares of the Company to a corresponding amount : Provided, nevertheless, that the right given by this section shall not be exercised by any bondholder, unless the bonds in respect of which he shall claim to exercise such rights shall have been first registered in his name in the same manner as is provided by law for the registration of the shares of the said Company ; and for that purpose the Company shall be bound on demand to register any of the said bonds and to register any transfer thereof in the same manner as a transfer of shares : Provided also, that the exercise of the rights given by this section

Powers of bondholders in case of non-payment.

Bonds to be registered.

Rights saved.

shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds shall be entitled.

Transfer of
bonds, &c.

17. All bonds, debentures and other securities hereby authorized and the coupons and interest warrants thereon respectively may be made payable to bearer, and shall in that case be transferable by delivery, unless and until registry thereof in the manner provided in the next preceding clause, and while so registered they shall be transferable by written transfer registered in the same manner as in the case of shares; but they shall again become transferable by delivery, upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

Deeds need
not be regis-
tered.

18. It shall not be necessary, in order to preserve the priority, lien, charge, mortgage or privilege purporting to appertain to or be created by any bond issued or mortgage deed executed under the provisions of this charter, that such bond or mortgage deed should be enregistered in any manner or in any place whatever, but every such mortgage deed shall be deposited in the office of the Secretary of State,—of which deposit notice shall be given in the *Canada Gazette*; a copy of such mortgage deed certified to be a true copy by the Secretary of State or his deputy shall be received as *primâ facie* evidence of the original in all courts of justice without proof of the signatures or seal upon such original.

Deposit of
deed.

land and pro-
ceeds thereof.

19. The lands to be acquired by the Company or granted by the Government and held for sale for the purposes thereof may be conveyed to trustees to be held and conveyed by them upon the trusts and for the purposes herein declared in reference to such lands, and all moneys arising from the sale of such lands shall be held and applied in trust for the purposes following, that is to say: first, in payment of the expenses connected with the acquisition, survey, management and sale of the lands; secondly, in payment of dividends and interest on the bonds from time to time payable in cash by the Company; thirdly, in payment and redemption of the said bonds when and as they become due respectively; fourthly, for the general purposes of the Company.

Release of
lands sold.

20. All lands sold and conveyed by the said Company or by the said trustees after a conveyance thereof to them upon the trusts aforesaid and which have been paid for in cash, shall be for ever released and discharged from all mortgages, liens and charges of any kind or nature by this charter or by the said Company created; and the purchase money arising from the sale of such lands by the Company or trustees shall be applied in the first place in the satisfaction of any mortgage thereon created by the Company, and after payment of any such mortgage or lien created by the

the Company thereon, shall be applied in accordance with the trusts in the next preceding clause declared.

21. The company shall have power and authority to become parties to promissory notes and bills of exchange for sums of not less than one hundred dollars, and any such note or bill made, accepted or indorsed by the president or vice-president thereof as president or vice-president thereof, and countersigned by the secretary and under the authority of a majority or quorum of the directors, shall be binding on the said Company; and any such promissory note or bill of exchange so made as aforesaid 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 president or vice-president or secretary be individually responsible or liable for the same unless the said promissory notes or bills of exchange have been issued other than as aforesaid: Provided however, that nothing in this clause shall be construed to authorize the Company to issue any note or bill payable to bearer or intended to be circulated as money or as the bills or notes of a bank.

Promissory notes may be made.

No note to be payable to bearer.

22. It shall be lawful for the Company to enter into any agreement with any other company for the use or partial use of the railway of the company, or for the leasing or hiring from such other company any other railway or part thereof or the use thereof and for any period or term, or for the leasing or hiring any locomotives, cars or movable property.

Agreements with other companies.

23. Any lands acquired by the Company before or after the passing of this charter, which are not required for the right of way or actual working of the said railway, may be sold, mortgaged or disposed of as the directors of the said Company think necessary and advantageous for the purposes of the Company; and the said lands shall not be subject to any lien or charge for the bonds issued by the said Company, unless so made by a mortgage executed thereon by the Company.

Disposal of surplus land.

24. The Company shall have the right to acquire and take in the manner provided by "*The Consolidated Railway Act, 1879*," and the Acts amending the same, such additional width of land along the line of the railway and its branches as may be needed for snow fences and barriers, and the Company may erect such fences and barriers, wherever the same may be requisite in the opinion of the Company, on any lands near to the line of the said railway on such terms and subject to the payment of such compensation to the owners of the said lands as may be agreed on or as may be determined by arbitration in the manner provided by the sections of the said "*The Consolidated Railway Act, 1879*" relating to lands and their valuation.

Acquisition of land.

Compensation.

Telegraph
and telephone
lines.

25. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph or telephone in connection with and along their line of railway and branches as may be necessary or useful for the purposes of their undertaking.

Running pow-
ers in behalf
of C. P. R.

26. The Governor in Council shall have for and on behalf of the Canadian Pacific Railway running powers over the said road, subject to such terms as shall be agreed upon with the Company, or, on failure to agree, as shall be fixed and determined by arbitrators to be appointed by such Company and the Governor in Council respectively, and such third person as shall be appointed by a judge of the Supreme Court of Canada at the request of the said Company or of the Minister of Railways and Canals.

Certain debts
to be paid by
the company.

27. Provided always that the Company hereby incorporated shall be and remain liable for, and shall pay and discharge all debts which were due on or before the second day of June last past by the North-West Central Railway Company, and the Souris and Rocky Mountain Railway Company or either of them for railway construction, and which have not since been paid and discharged, and the said Company hereby incorporated in accepting this charter, do for themselves and their successors covenant, promise and agree to and with Her Majesty The Queen, Her heirs and successors, that they will fully pay and discharge all such debts, and will cause all just claims for labor, board of laborers employed in or about such construction, and building materials in respect of such construction due by contractors to be paid by such contractors.

Form of Conveyance of land to Company.

Form of con-
veyance of
land.

Deeds of conveyance of lands to the Company (not being letters patent from the Crown), may, in so far as circumstances will admit, be in the form following, that is to say:

Know all men by these presents, that I, A. B., in consideration of _____ paid to me by the Great North West Central Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said Great North-West Central 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 _____

A. B. (L.S.)

Signed, sealed and delivered }
in the presence of }

C. D.
E. F.
206

or

or in any other form to the like effect ; and every deed made in accordance herewith shall be held and construed to impose upon the vendor executing the same, the obligation of guaranteeing the Company and its assigns against all dower and claim for dower, and against all hypothecs and mortgages, and against all liens and charges whatsoever, not excepted in the grant, and also that he has a good, valid and transferable title thereto.

Effect of conveyance.

IN TESTIMONY WHEREOF, We have caused these Our Letters to be made Patent, and the Great Seal of Canada to be hereunto affixed. WITNESS, JOHN JOSEPH MCGEE, Esquire, Deputy of Our Right Trusty and Entirely Beloved Cousin the Most Honorable Sir HENRY CHARLES KEITH PETTY-FITZMAURICE, Marquis of Lansdowne, in the County of Somerset, Earl of Wycombe, of Chipping Wycombe, in the County of Bucks, Viscount Calne and Calnstone in the County of Wilts, and Lord Wycombe, Baron of Chipping Wycombe, in the County of Bucks, in the Peerage of Great Britain ; Earl of Kerry, and Earl of Shelburne, Viscount Clanmaurice and Fitzmaurice, Baron of Kerry, Lixnaw, and Dunkerron, in the Peerage of Ireland ; Knight Grand Cross of Our Most Distinguished Order of Saint Michael and Saint George ; Governor General of Canada, and Vice Admiral of the same.

At Our Government House, in Our City of Ottawa, this twenty-second day of July, in the year of Our Lord one thousand eight hundred and eighty-six, and in the Fiftieth year of Our Reign.

By Command,

G. POWELL,

Under Secretary of State.

GEO. W. BURBIDGE,

Deputy of the Minister of Justice,
Canada.

REPORT of a Committee of the Honorable the Privy Council, approved by His Excellency the Governor General in Council, on the 3rd August, 1886.

On a report dated 30th July, 1886, from the Minister of Public Works for the Minister of Railways and Canals, representing that the Honorable Mr. Clemow on behalf of the corporators to whom a charter was granted by Order in Council dated 22nd July, 1886, under the name of "The Great North-West Central Railway Company," has declined to accept the charter on the ground that the bond issue by the Company is therein restricted to \$20,000 per mile, and that it appears that the arrangements made by the Company

Recital.

have been predicated on an issue of \$25,000 per mile, which limit has been sanctioned in the case of several other companies to whom charters were granted at the last Session of Parliament :

The Minister further represents that inasmuch as the Act of last Session, 49 Victoria, chapter 11, under which the charter of the Great North West Central Railway Company is granted, authorizes the conferring on the corporators of the franchises, privileges and powers necessary for the undertaking and such as were granted to railway companies during that session, and as he sees no objection under the circumstances to increase the limit of the bond issue as asked for by the corporators, he recommends that the 14th clause of the charter be so amended as to permit the issue by the Company of bonds to the amount of \$25,000 per mile.

Section 14 of
charter
amended.

The Committee, concurring in the above, advise that the requisite authority be granted to amend the charter accordingly.

JOHN J. MCGEE,
Clerk, Privy Council.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 86.

An Act to amend the Acts relating to the Manitoba and North-Western Railway Company of Canada.

[Assented to 4th May, 1888.]

WHEREAS the Manitoba and North-Western Railway Company of Canada have, by their petition, prayed that certain amendments may be made to the Acts relating to the said Company, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. Section seventeen of the Act passed in the session held in the forty-fifth year of the reign of Her Majesty, chapter eighty, and section five of the Act passed in the session held in the forty-seventh year of the reign of Her Majesty, chapter sixty-nine, are hereby repealed.

Section 17 of 45 V., c. 80 and s. 5, of 47 V., c. 69 repealed.

2. The Company shall complete not less than twenty miles of their railway, as defined by their Act of incorporation and amending Acts, during this and each calendar year hereafter, to the satisfaction of the Governor in Council; failing which the power granted to the Company to extend their line of railway any further distance than the length of railway then completed shall be forfeited.

Time for construction limited.

3. The directors of the Company may make and issue as paid up stock, shares in the Company whether subscribed for or not and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls; and all paid up stock heretofore issued and allotted in accordance with the provisions of this section is hereby legalized and confirmed.

Paid up stock may be issued for certain purposes.



51, VICTORIA.

CHAP. 87.

An Act to amend the Acts relating to the Wood Mountain and Qu'Appelle Railway Company.

[Assented to 22nd May, 1888.]

Preamble.

WHEREAS the Wood Mountain and Qu'Appelle Railway Company have, by their petition, prayed that certain amendments may be made to the Acts relating to the said Company, and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

46 V., c. 74.

1. Notwithstanding anything contained in the Act passed in the session held in the forty-sixth year of Her Majesty's reign, chaptered seventy-four, intituled "*An Act to incorporate the Wood Mountain and Qu'Appelle Railway Company,*" or

48-49 V., c. 16.

in the Act amending the said Act, passed in the session held in the forty-eighth and forty-ninth years of Her Majesty's reign, chaptered sixteen, the time for completing the first section of the road between Fort Qu'Appelle and the Canadian Pacific Railway is hereby extended to the thirtieth day of September, in the present year, one thousand eight hundred and eighty-eight, and one hundred miles of the road shall be completed by the thirty-first day of December next thereafter.

Time for construction extended.

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51 VICTORIA.

CHAP. 88.

An Act to amend the Act incorporating the Shuswap and Okanagon Railway Company.

[Assented to 4th May, 1888.]

WHEREAS the Shuswap and Okanagon Railway Company have, by their petition, prayed for certain amendments to their Act of incorporation, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. Sub-section two of section fifteen of the Act forty-ninth Victoria, chapter eighty-two, incorporating the Company, is hereby amended by substituting the words "twenty-five thousand dollars per mile" instead of the words "twenty thousand dollars per mile" in the eleventh line thereof; and the Company is hereby authorized to make and issue bonds to the extent of twenty-five thousand dollars per mile, in the manner mentioned in the said Act, and subject to the provisions therein contained.

Section 15 of 49 V., c. 82 amended.

Issue of bonds.

2. Section twenty-two of the said Act is hereby repealed and in lieu thereof it is hereby enacted that the works upon the main line of the said railway shall be commenced within two years and completed within five years from the passing of this Act.

Time for construction extended.

3. Notwithstanding anything in the twelfth section of the Act incorporating the Company contained, the number of directors to be elected at all future elections of directors of the Company shall be seven, of whom four shall be a quorum.

Number of directors.

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51 VICTORIA.

CHAP. 89.

An Act to enable the Esquimalt and Nanaimo Railway Company to run a Ferry between Beecher Bay, in British Columbia, and a point on the Straits of Fuca, within the United States of America.

[Assented to 4th May, 1888.]

Preamble.

WHEREAS the Esquimalt and Nanaimo Railway Company are desirous of being allowed to construct, maintain and work a steam ferry from the proposed terminus of their railway line at Beecher Bay, on the north side of the Straits of Fuca, in British Columbia, to a point on the south side of the said Straits of Fuca, in the territory of the United States of America, for the purpose of connecting with the American system of railways; and whereas a petition has been presented praying that an Act may be passed for that purpose, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Steam ferry
may be estab-
lished.

1. The Esquimalt and Nanaimo Railway Company may for the purposes of their railway, construct, maintain and work a steam ferry between Beecher Bay, in the Province of British Columbia, the proposed terminus of their railway on the Straits of Fuca, and some point on the Straits of Fuca, within the United States of America.

OTTAWA: Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 90.

An Act to incorporate the Grenville International Bridge Company.

[Assented to 22nd May, 1888.]

WHEREAS the construction and operation of a railway Preamble.
bridge across the River St. Lawrence, in or near the town of Prescott or some other point in the county of Grenville, to the city of Ogdensburg or some other point in the State of New York, one of the United States of America, with one or more lines of railway to connect the said bridge with the railways in the county of Grenville, would be of great advantage to the public; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant in part the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Hon. A. W. Ogilvie, Sir Alex. T. Galt, F. W. Henshaw, Incorporation.
C. S. Gzowski, Andrew F. Gault and D. Morrice, all of the city of Montreal, and J. A. Gemmill, of the city of Ottawa, barrister-at-law, together with such persons as under the provisions of this Act become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Grenville International Bridge Company," hereinafter called the Company. Corporate name.

2. The head office of the Company shall be in the city of Montreal; but the board of directors may establish one or more offices in other places in Canada or elsewhere. Offices of the company.

3. The Company may lay out, construct, work, maintain, manage and use a railway bridge, with the necessary approaches, over the River St. Lawrence, at or near the town of Prescott, or some other point in the county of Grenville, to the city of Ogdensburg, in the State of New York, one of the United States of America; and may construct and arrange the said bridge for the use and passage of foot Railway bridge over the St. Lawrence.
passengers

Connecting lines of railway.

passengers and vehicles, or either, as and whenever they deem advisable; and may also, to connect the said railway bridge with existing and future lines of railway in the county of Grenville, lay out, construct and operate one or more lines of railway, not exceeding six miles in length, of the gauge of four feet eight and one-half inches:

Tolls on foot bridge to be subject to approval.

2. If the Company construct or arrange the said bridge for the use of foot passengers and carriages, as well as for railway purposes, then the tolls to be charged for the passage of such foot passengers and carriages shall, before being imposed, first be submitted to and approved of, and may be amended and modified from time to time, by the Governor in Council; but the Company may, at any time, reduce the same, and a notice showing the tolls authorized to be charged shall, at all times, be posted up in a conspicuous place on the said bridge.

Tariff to be posted up.

Provisional directors and their powers.

4. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum, and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn, except for the purposes of the undertaking or upon the dissolution of the Company, for any cause whatsoever.

Moneys deposited to be withdrawn for certain purposes only.

Capital stock and shares.

5. The capital stock of the Company shall be two millions of dollars, divided into shares of one hundred dollars each; and the 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 of the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railways and bridge, and other purposes of this Act.

First meeting of shareholders.

6. So soon as five hundred thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company, at the city of Montreal, at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in the city of Montreal,—at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect seven directors from the shareholders possessing the

Notice thereof.

the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided. Election of directors.

7. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the second Wednesday of March in each year, at the head office of the Company or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in the city of Montreal. Annual general meeting

8. At such annual general meeting the subscribers for the capital stock assembled who have paid all calls due on their shares shall choose seven persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company. Number of directors.

9. No person shall be elected a director of the Company unless he is a shareholder holding at least fifty shares in the stock of the Company, and has paid up all calls made thereon and then due. Paid directors.

10. The directors of the Company, or of the consolidated company hereinafter mentioned, under the authority of the shareholders to them given at any special general meeting called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper: Qualification of directors.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking: Issue of bonds.

3. The amount of such bonds so issued, sold or pledged shall not exceed two millions of dollars. Disposal of bonds.

11. The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed; but such rents and revenues shall be subject Amount limited.

Working expenditure.

ject in the first instance to the payment of the working expenditure of the railways, bridge and approaches thereto :

Powers granted by deed.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be ; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided :

Validity of deed.

Deposit of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Bonds to be a preferential claim on the undertaking.

12. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bondholder to be a mortgagee.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Powers of bondholders in case of non-payment.

13. If the Company makes default in paying the principal of or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid-up shares of the Company to a corresponding amount :

Rights of bondholder defined.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Registration of bonds.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Certain rights
not affected.

14. All bonds hereby authorized may be made payable to bearer, and shall in that case be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Transfer of
bonds.

15. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Promissory
notes may be
issued.

Notes not to
be payable to
bearer.

16. The Company may receive, in aid of the construction of the railways or bridge, or any part thereof, from any person or body corporate, municipal or politic, having power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions, or with respect thereto.

Grants in aid
may be re-
ceived.

17. The directors of the Company elected by the shareholders may make and issue as paid up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock
may be issued
in certain
cases.

18. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the railways or bridge.

Telegraph
and telephone
lines.

Agreement
with another
company.

19. The Company may enter into an agreement with any Company whose railway connects with the bridge or the lines of the Company leading thereto, for conveying or leasing to such Company, the railways or bridge of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit: provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy, and that it has also been sanctioned by the Governor in Council:

Sanction of
shareholders
and of Govern-
or in Coun-
cil.

Notice of
application
for sanction.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in the county of Grenville, for at least two months prior to the time named in such notice for the making of such application; and such notice shall state a time and place when and where the application is to be made,—and that all persons may then and there appear and be heard on such application.

Railway
companies
may lend their
credit to the
company.

20. Any railway company whose line now runs or which shall hereafter run its trains to or from any point at or near the said town of Prescott, or other point in the county of Grenville, or shall run its trains in connection with any such railway, may, with the consent of a majority of the holders of its stock, loan its credit to the corporation hereby created, or may subscribe to or become the owner of the stock thereof, in like manner and with like rights as individuals, notwithstanding any Acts of the Parliament of Canada to the contrary.

Plans to be
submitted to
Governor in
Council.

21. The Company shall not commence the said bridge nor any work thereunto appertaining until it has submitted to the Governor in Council plans of the said bridge and of all the intended works thereunto appertaining, nor until such plans and the site of such bridge have been approved by the Governor in Council, and such conditions as he thinks fit for the public good to impose touching the said bridge and works have been complied with; nor shall any such plan be altered nor any deviation therefrom allowed except by the permission of the Governor in Council and upon such conditions as he imposes:

No deviation
without per-
mission.

Navigation
not to be ob-
structed.

2. The said bridge shall be constructed with spaces of not less than two hundred feet in width between the piers, so as not to materially obstruct the navigation of the river

St. Lawrence; and the said bridge shall have a clear headway of sixty-one feet at high water level, and shall have at least one draw across the main channel of the river, which said draw shall be of ample width to give free and unobstructed passage to rafts or vessels of every description navigating the said river:

Drawbridge.

3. From sundown until sunrise, during the season of navigation, suitable lights shall be maintained by the Company upon the said bridge to guide rafts or vessels approaching the said draw from either direction; and for assisting the passage of any raft or vessel through the said draw, the Company shall, at all times, keep in readiness one or more steam-tugs suitable for towing the said rafts or vessels through the said draw, whenever requested so to do by the officers of such rafts or vessels, without charge; and the Company shall be liable to pay the owners of any raft or vessel or of the cargo or freight thereof, all damages they may respectively sustain by reason of any neglect in respect of any of the foregoing provisions:

Lights.

Steam tug for passing the draw.

Damages.

4. The Company may own and construct docks, piers, wharves and landing stages for the use of the said tugs; but shall not commence the actual construction of the same or any of them until the plans and site of each of the works referred to in this sub-section have first been submitted to and approved of by the Governor in Council.

Wharves, &c., for use of tugs.

Subject to approval.

22. When the said bridge is completed and ready for traffic, all trains of all railways terminating at or near the town of Prescott aforesaid or in the State of New York at or near the city of Ogdensburg now constructed or hereafter to be constructed, including the cars of any other railway company which may be brought over such railways, shall have, and be entitled to, the same and equal rights and privileges in the passage of the said bridge, so that no discrimination or preference in the passage of the said bridge and approaches thereto or in tariff rates for transportation shall be made in favor of or against any railway whose trains or business pass over the said bridge.

No discrimination in rates of toll to be made.

23. In case of any disagreement, and as often as the same arises, as to the rights of any railway whose trains or business pass over the said bridge, or as to the tariff rates to be charged in respect thereof, the same shall be determined by arbitrators, one to be appointed by the Company hereby incorporated and another by the company with whom the disagreement has arisen, and a third, who shall be some person experienced in railway affairs, by one of the superior courts of the Province of Ontario, upon application to such court, due notice thereof having been given to the parties interested; and the award of the said arbitrators or the majority of them shall be final: Provided, that the terms of award shall not be binding for a longer term than five years:

Arbitration in case of disagreement.

Term of award limited.

As to amalgamated company or lessee.

2. Provided always, that sections twenty-two and twenty-three of this Act shall apply to the amalgamated company hereinafter provided for, or to any company which under section nineteen of this Act may lease the said bridge.

Tolls.

21. Whenever the said bridge is completed the Company may, subject to the approval of the Governor in Council, erect toll-gates, fix rates of toll, levy tolls, and make such erection as the directors deem expedient to guard the entrance of the said bridge, and may make such by-laws, rules and regulations not inconsistent with the provisions of this Act in relation to the use of the said bridge, its railway, machinery, appurtenances and approaches, by railway companies, their trains and carriages, and the compensation to be paid therefor, as the said directors think proper.

Power to use highway, &c.

25. The Company may use any of the public highways for the construction or maintenance of the bridge or the works authorized by this Act, with the consent of the municipal council having jurisdiction over such highway; and the Company may, with the consent of the Crown, enter upon and take beaches of the River St. Lawrence, and lands covered with water, the property of the Crown, and erect coffer-dams, and other such works on the said river as are necessary for the construction of such bridge, provided the navigation of such river is not unnecessarily obstructed by such works.

Amalgamation with a company incorporated in United States.

26. The Company may, having first obtained the sanction of the Governor in Council in the manner provided by section nineteen of this Act, unite, amalgamate and consolidate its stock, property and franchises with the stock, property and franchises of any company incorporated by the laws of the State of New York, one of the United States of America, or by the Congress of the United States, for a similar purpose with the Company hereby incorporated, and may enter into all contracts and agreements therewith, necessary to such union and amalgamation.—which said company shall be, by the laws of the State of New York or of Congress, authorized to enter into such amalgamation or consolidation.

Proceedings for amalgamation.

27. The directors of the Company hereby incorporated, and of any corporation proposing to so amalgamate or consolidate as aforesaid, may, after having obtained the sanction in the next preceding section mentioned, enter into a joint agreement, in duplicate, under the corporate seals of the said corporations, for the amalgamation and consolidation of the said corporations,—prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new corporation, the number and names of the directors and other officers thereof, and who shall be the first

What the agreement may contain.

directors and officers thereof, and their places of residence, the number of shares of the capital stock, the amount or par value of each share, and the manner of converting the capital stock of each of the said corporations into that of the new corporation, and how and when and for how long directors and officers of such new corporation shall be elected, and when elections shall be held, with such other details as they deem necessary to perfect such new organization and the consolidation and amalgamation of the said corporations and the after management and working thereof; and such new corporation shall, subject to the provisions of this Act, have power to consolidate or unite with any railway company having powers of consolidation or union, whose line of railway connects with the said bridge, by the same means and to the same ends as the same may be consolidated by this Act:

Further powers of amalgamation.

2. No provision of this Act and no condition therein contained shall be affected or varied by any such agreement.

Act not to be varied.

28. Such agreement shall be submitted to the shareholders of each of the said corporations at meetings thereof to be held separately for the purpose of taking it into consideration; a month's previous notice of the time and place of such meetings and the object thereof shall be given by written or printed notices addressed to each of the persons in whose names at the time of giving such notice the capital stock of such corporations stands on the books of such corporations, and delivered to such persons respectively or addressed to them by mail at their last known post office address or place of residence, and also by a general notice to be published in the *Canada Gazette* and in a newspaper published in the county of Grenville once a week for four successive weeks:

Agreement to be submitted to shareholders.

2. At such meetings of shareholders, such agreement shall be considered, and a vote by ballot taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote, and the said ballots to be cast in person or by proxy; and if two-thirds of the votes of all the shareholders of each corporation are for the adoption of such agreement, then that fact shall be certified upon each of the said duplicates by the secretary of each of such corporations, under the corporate seal thereof; and if the said agreement is so adopted at the respective meetings of the stockholders of each of the said corporations, one of the duplicates of the agreement so adopted and of the certificates thereon shall be filed in the office of the Secretary of State of Canada and the other in the office of the Secretary of State of the State of New York; and a notice of the amalgamation, the location of the chief office in Canada and the name of the new corporation shall be published by the secretary of the new Company in the *Canada Gazette*; and the said agreement shall from thence be taken and deemed to be the agreement and act of consolidation and amalgamation of the Company and of such other

Proceedings at meetings for considering it.

Deposit of agreement if adopted.

Effect of deposit.

corporation, and a copy of such agreement so filed and of the certificates thereon properly certified, shall be evidence of the existence of such new corporation.

New corpora-
tion and its
powers and
duties.

29. Upon the making and perfecting of the said agreement and act of consolidation as provided in the next preceding section, and the filing of the said agreement as in the said section provided, the several corporations, parties thereto, shall be deemed and taken to be consolidated and to form one corporation by the name in the said agreement provided, and shall possess all the rights, powers, privileges and franchises, and be subject to all the disabilities and duties of each of such corporations so consolidated and united, except as herein provided.

Property
vested in
new corpora-
tion.

30. Upon the consummation of such act of consolidation as aforesaid, all and singular the property, real, personal and mixed, and all rights and interests appurtenant thereto, all stock subscriptions and other debts due on whatever account, and other things in action belonging to such corporations or either of them shall be taken and deemed to be transferred to and vested in such new corporation without further act or deed; Provided, however, that all rights of creditors and all liens upon the property of either of such corporations shall be unimpaired by such consolidation, and all debts, liabilities and duties of either of the said corporations shall thenceforth attach to the new corporation and be enforced against it to the same extent as if the said debts, liabilities and duties had been incurred or contracted by it; And provided also, that no action or proceeding, legal or equitable, by or against the said corporations so consolidated or either of them shall abate or be affected by such consolidation, but for all the purposes of such action or proceeding such corporation may be deemed still to exist, or the new corporation may be substituted in such action or proceeding in the place thereof.

Certain
rights not im-
paired.

As to suits by
or against
either com-
pany.

Notice before
commencing
the works.

31. The Company shall, three months before any steps are taken in erecting the piers of the said bridge, cause to be published in one of the public newspapers in the city of Montreal and in the county of Grenville, a notice, in which shall be stated the particular location of the said bridge with reference to known landmarks, the number of its piers, the length and breadth of its piers and the distances between them, the width in the clear of the draw opening and the entire length of the bridge from land to land, and its height above the water at ordinary stages; and a copy of this notice, the facts of which shall be verified by the oath of the engineer, signed by the president and secretary of the Company, and acknowledged by them before a magistrate or notary public, shall be filed in the office of the clerk of the peace of the united counties of Leeds and Grenville.

Copy to be
filed.

32. This Act shall have no force or effect until duly certified copies of any Act passed by the Legislature of the State of New York, incorporating any company for objects similar to those contemplated by this Act, and any Act of the Congress of the United States conferring the necessary powers in respect to the same, are filed in the Department of the Secretary of State of Canada,—upon which the Governor in Council may, by proclamation, order that on, from and after a date to be mentioned therein, this Act shall be of full force and effect, and this Act shall accordingly thenceforth have full force and effect.

Conditions precedent to coming into force of this Act.

33. The provisions of "*The Railway Act*," in so far as they are not inconsistent with this Act, shall apply to the Company and shall form part of this Act.

Railway Act to apply.

34. The bridge shall be commenced within three years and completed within six years from the passing of this Act, otherwise the powers hereby granted shall cease and be null and void as respects such of the works as then remain uncompleted.

Limitation of time.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 91.

An Act to incorporate the River Detroit Winter Railway Bridge Company.

[Assented to 22nd May, 1888.]

Preamble.

WHEREAS the construction of a winter bridge across the Detroit River, at or near the town of Windsor or Sandwich, for railway purposes, open to all persons and companies upon equal terms, tolls and conditions, would be of advantage to the public; and whereas the persons hereinafter named have petitioned for an Act of incorporation for the purposes aforesaid, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. W. K. Muir, William Hendrie, Arthur Rankin, H. C. Symmes, William Thompson, W. B. McMurrich and George Hendrie, together with such persons as, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted and declared to be a body corporate and politic, by the name of "The River Detroit Winter Railway Bridge Company," hereinafter called "the Company."

Corporate name.

Offices of the company.

2. The head office of the Company shall be in the town of Windsor; but the board of directors may establish one or more offices in other places in Canada or elsewhere.

Railway Act to apply.

3. The Act intituled "*An Act respecting Railways*," and any Act amending the same, are hereby incorporated with this Act, and shall form part thereof and be construed therewith as forming one Act.

Company may build bridge over Detroit river.

4. The Company may construct, maintain, work and manage a railway winter bridge across the River Detroit for railway purposes, from a point on the Canadian side of the said river, at or near the town of Windsor or Sandwich, to a point on the opposite side of the said river, in the State of Michigan,

Michigan, one of the United States of America, with one or more tracks thereon for the passage of locomotive engines and railway trains, with the necessary approaches, tracks, machinery and appliances to enable the railway companies whose lines connect therewith to use the said bridge; and may, subject to the proviso in section thirteen of this Act contained, purchase, acquire, take and hold, such lands, lands covered with water, beaches, and other property, as are necessary for the purposes of the said bridge or for the convenient using of the same.

Power to acquire lands, &c.

5. The Company may work trains by steam, electricity, or such other power as they see fit, for local passenger and freight traffic over the said bridge, between the County of Essex and the State of Michigan, and may connect the said trains with other railways.

Power to work trains across bridge.

6. All shareholders in the Company, whether British subjects or aliens, or residents in Canada or elsewhere, shall have equal rights as stockholders in the Company, to vote on their stock, and shall be eligible to office in the Company.

Equal rights of shareholders.

7. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum, and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed, which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever:

Provisional directors and their powers.

Moneys deposited to be withdrawn for certain purposes only.

2. If more than the whole stock has been subscribed the provisional directors shall allocate and apportion the stock, to the extent of the authorized capital, among the subscribers as they deem most advantageous and conducive to the furtherance of the undertaking.

Allocation of stock.

8. The capital stock of the Company shall be one million dollars, divided into shares of one hundred dollars each, with power to increase the same as provided by "The Railway Act;" and the 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 of the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said bridge and other purposes of this Act.

Capital stock and shares.

First meeting
of shareholders.

9. So soon as two hundred and fifty thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company, at the town of Windsor, at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in each of the cities of Toronto and Detroit and in the town of Windsor,—at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them, shall elect seven directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

Notice thereof.

Election of directors.

Annual general meeting.

10. The annual general meeting of the shareholders for the election of directors and other general purposes, shall be held on the first Wednesday in June in each year, at the town of Windsor or elsewhere in Canada, as is appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette* and in one or more daily newspapers published in Toronto, Windsor and Detroit.

Number of directors.

11. At such annual general meeting, the subscribers for the capital stock assembled, who have paid all calls due on their shares, shall choose seven persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Paid directors.

Qualification.

12. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares in the stock of the Company, and has paid up all calls made thereon and then due.

Plans of bridge, &c., to be submitted to Governor for approval.

13. The Company shall not commence the said bridge or any work thereunto appertaining, until it has submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until such plans and the site of such bridge have been approved by the Governor in Council, and such conditions as he thinks fit for the public good to impose, touching the said bridge and works, have been complied with; nor shall any such plan be altered, nor any deviation therefrom allowed, except by the permission of the Governor in Council, and upon such conditions as he imposes:

No deviation from plans.

Navigation not to be obstructed.
Draws.

2. The said bridge shall be so planned as not to materially obstruct the navigation of the river, and shall have not less than two openings or draws of four hundred and fifty feet each, in width in the clear, in the main channel, and two openings

openings or draws on the Detroit side of two hundred feet each in the clear, which draws shall be so placed as to best accommodate the navigation of the said river; and the said bridge shall be not less than fifteen feet high above high-water mark, measuring to the bottom chord of the bridge; and the said draws shall constantly remain open during the season of navigation, and lights shall always be maintained by the Company on the piers of the said bridge from sundown until sunrise, to guide vessels approaching the said draws; and for assisting the passage of any vessel or raft through the said draws, the Company shall, at all times, keep in readiness a steam-tug suitable for towing the said vessels or rafts through the said draws respectively, whenever requested so to do by the officers of such vessels or rafts, without charge; and the Company shall be liable to pay the owners of any vessel or raft, or of the cargo or freight thereof, all damages they may respectively sustain by reason of any neglect in respect of any of the foregoing provisions; and during the remainder of the year the said draws shall, for the accommodation of river traffic, be promptly opened at all times upon the customary signals being given; and the operation and working of the said draws shall, at all times, be under the supervision of the Governor in Council and shall be subject to such rules and regulations as he prescribes; and the Company shall, during the construction of the said bridge, put up and maintain at night, during the season of navigation, a good and sufficient light at each end of any coffer-dam or pier erected by it, the said light to be placed at least five feet above the said dam or pier: Provided, that before taking possession of any part of the beach or land covered with water, or other property of the Crown, the Company shall obtain the consent of the Governor in Council.

Lights.

Steam-tug.

Damages.

Regulations.

Lights during construction.

Proviso: as to property of the Crown.

14. Whenever it becomes necessary, for the purpose of procuring material for constructing, maintaining and using the approaches to the said bridge, to purchase more land than is required for such purpose, the Company may purchase, hold, use and enjoy such lands, and also the right of way thereto, if the same are separated from the said bridge, in such manner and for such purposes connected with the constructing or use of the said bridge as they deem expedient, and may sell or convey the same, or parts thereof not permanently required for the use of the said bridge.

Powers as to lands.

15. When the said railway bridge is completed and ready for traffic, all trains of all railways terminating at or near the site of the said bridge, now constructed or hereafter to be constructed, whether in the County of Essex or in the State of Michigan, including the cars of any other railway company brought over such railways, shall have and be entitled to the same and equal rights and privileges

Use of bridge.

No discrimination. in the passage of the said bridge, so that no discrimination or preference in the passage of the said bridge and approaches thereto, or in tariff rates for transportation, shall be made in favor of or against any railway whose trains or business pass over the said bridge.

Arbitration in case of disagreement. **16.** In case of any disagreement as to the rights of any railway whose trains or business pass over the bridge hereby authorized to be constructed, or as to the tariff rates to be charged in respect thereof, the same shall be determined by arbitrators, one to be appointed by the Company hereby incorporated and another by the company with whom the disagreement has arisen, and a third, who shall be some person experienced in railway affairs, by one of the superior courts of the Province of Ontario upon application to such court—due notice thereof having been given to the parties interested; and the award of the said arbitrators or a majority of them shall be final.

Issue of bonds. **17.** The directors of the Company, or of the consolidated company hereinafter mentioned, under the authority of the shareholders to them given at any special general meeting called for the purpose, in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company and have paid all calls due thereon, may issue bonds signed by the president or other presiding officer and countersigned by the secretary, —which countersignature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Disposal of bonds. 2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Amount limited. 3. The amount of such bonds so issued, sold or pledged shall not exceed one million two hundred thousand dollars.

Mortgage deed to secure bonds. **18.** The Company may secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future or both, as are described in the said deed; but such rents and revenues shall be subject, in the first instance, to the payment of the working expenditure of the said bridge and the approaches thereto:

Working expenditure. 2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights and remedies granted by this Act in respect of the said bonds, and all other powers,

rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be ; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding and available to the bondholders in manner and form as therein provided :

Validity of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada, of which deposit notice shall be given by the Company in the *Canada Gazette*.

Deposit of deed.

19. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company, and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section :

Bonds to be a preferential claim on the undertaking.

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders ; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Bondholder to be a mortgagee.

20. If the Company makes default in paying the principal of, or interest on any of the bonds hereby authorized, at the time when the same, by the terms of the bonds, becomes due and payable, then at the next annual general meeting of the Company, and at all subsequent meetings, all holders of bonds so being and remaining in default shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings, as would attach to them as shareholders if they held fully paid up shares of the Company to a corresponding amount :

Powers of bondholders in case of non-payment.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon ; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares :

Rights of bondholders defined.

Registration.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Certain rights not affected.

21. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery

Transfer of bonds, &c.

very, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers registered in the same manner as in the case of the transfer of shares.

Promissory notes may be issued.

22. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority, until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Notes not to be payable to bearer.

Grants in aid may be received.

23. The Company may receive, in aid of the construction of the said bridge, from any person or body corporate, municipal or politic, having power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Paid up stock may be issued in certain cases.

24. The directors of the Company, elected by the shareholders, may make and issue as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment of right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Telegraph and telephone lines.

25. The Company may also construct electric telegraph and telephone lines, for the purposes of its undertaking in connection with the said bridge.

Agreements with railway companies for use of bridge, &c.

26. The Company may, subject to the sanction of the Governor in Council, enter into an agreement with any railway company or companies in the Dominion of Canada or in the United States of America having its terminus on the Detroit River, for leasing the said bridge, or the use thereof, at any time or times or for any period, to such railway company or companies, or for leasing or hiring from such company or companies any rail-

way or part thereof or the use thereof, or for leasing or hiring any locomotives, tenders or movable property, and generally make any agreement or agreements with such company or companies touching the use by the one or the other or others, of the bridge or railway or railways, or movable property of either, or of any of them, or any part thereof, or touching any service to be rendered by the one company to the other or others, and the compensation therefor; and any such railway company or companies may agree for the loan of its credit to, or may subscribe to and become owner of the stock of the Company hereby created, in like manner and with like rights as individuals, and any such agreement shall be valid and binding and shall be enforced by the courts of law according to the terms and tenor thereof, and any company accepting and executing such lease may exercise all the rights and privileges by this Act conferred:

Loan of credit, or subscription for stock, by railway companies.

Enforcing agreements.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in each of the cities of Toronto and Detroit and in the town of Windsor, for at least two months prior to the time named in such notice for the making of such application; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application:

Notice of application for sanction.

3. Subject to obtaining the sanction mentioned in the next preceding sub-section, the Company may unite, amalgamate and consolidate its stock, property and franchises with the stock, property and franchises of any bridge company incorporated or which may be incorporated by the laws of the State of Michigan, one of the United States of America, for a similar purpose with the Company hereby incorporated, and may enter into all contracts and agreements therewith necessary to such union and amalgamation,—which said company shall be, by the laws of the State of Michigan or of the United States of America, authorized to enter into such amalgamation and consolidation: Provided always, that sections fifteen and sixteen of this Act shall apply to such amalgamated company or to any company which leases the said bridge.

Amalgamation with another company.

Certain provisions to apply.

27. The directors of the Company hereby incorporated, and those of any corporation proposing to so amalgamate or consolidate as aforesaid, may, after having obtained the sanction in the next preceding section mentioned, enter into a joint agreement in duplicate under the corporate seals of the said corporations, for the amalgamation and consolidation of the said corporations,—prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new corporation, the number and names of the directors and other

Proceedings in case of amalgamation.

other officers thereof, and who shall be the first directors and officers thereof and their places of residence, the number of shares of the capital stock, the amount or par value of each share and the manner of converting the capital stock of each of the said corporations into that of the new corporation, and how, and when, and for how long directors and other officers of such new corporation shall be elected, and when elections shall be held,—with such other details as they deem necessary to perfect such new organization and the consolidation and amalgamation of the said corporations and the after management and working thereof; and such new corporation shall, subject to the provisions of this Act, have power to consolidate or unite with either or any of the lines of railway having power of consolidation or union, connecting with the said bridge, by the same means and to the same ends as the same may be consolidated by this Act :

Power of new corporation to amalgamate.

Agreement not to vary Act.

2 No provision of this Act, and no condition therein contained, shall be affected or varied by any such agreement.

Agreement to be submitted to stockholders.

28. Such agreement shall be submitted to the stockholders of each of the said corporations at meetings thereof, to be held separately, for the purpose of taking the same into consideration; notice of the time and place of such meetings and the object thereof shall be given by written or printed notices addressed to each of the persons in whose names, at the time of giving such notice, the capital stock of such corporations stands on the books of such corporations, and delivered to such persons respectively, or addressed to them by mail, at their last known post office address or place of residence, and also by a general notice to be published in the *Canada Gazette* and in newspapers published in Toronto, Windsor and Detroit, once a week for four successive weeks. At such meetings of stockholders such agreement shall be considered, and a vote by ballot taken for the adoption or rejection of the same,—each share entitling the holder thereof to one vote and the ballots being cast in person or by proxy; and if two-thirds of the votes of all the stockholders of each corporation are for the adoption of such agreement, then that fact shall be certified upon each of the said duplicates by the secretary of each of such corporations, under the corporate seal thereof; and if the said agreement is so adopted at the respective meetings of the stockholders of each of the said corporations, one of the duplicates of the agreement so adopted and of the said certificates thereon shall be filed in the office of the Secretary of State of the Dominion of Canada and the other in the office of the Secretary of State of the State of Michigan; and notice of the said deposit, of the name of the corporation and of the location of the chief office in Canada shall be published in the *Canada Gazette* by the Secretary of the Company, and the said agreement shall from thence be

Proceedings after adoption by two-thirds of each corporation.

Deposit of agreement.

Notice of deposit.

taken and deemed to be the agreement and Act of consolidation and amalgamation of the Company and of such other corporation; and a copy of such agreement so filed and of the certificates thereon, properly certified, shall be evidence of the existence of such new corporation.

29. Upon the making and perfecting of the said agreement and Act of consolidation as provided in the next preceding section, and the filing of the said agreement as in the said section provided, the several corporations, parties thereto, shall be deemed and taken to be consolidated and to form one corporation by the name in the said agreement provided, with a common seal, and shall possess all the rights, powers, privileges and franchises, and be subject to all the disabilities and duties of each of such corporations so consolidated and united, except as herein provided.

When amalgamation shall be deemed complete.

30. Upon the consummation of such Act of consolidation as aforesaid, all and singular the property, real, personal and mixed, and all rights and interest appurtenant thereto, all stock subscriptions and other debts due on whatever account, and other things in action belonging to such corporations, or either of them, shall be taken and deemed to be transferred to and vested in such new corporation, without further act or deed: Provided however, that all rights of creditors and all liens upon the property of either of such corporations shall be unimpaired by such consolidation, and all debts, liabilities and duties of either of the said corporations shall thenceforth attach to the new corporation, and be enforced against it to the same extent as if the said debts, liabilities and duties had been incurred or contracted by it: and provided also, that no action or proceeding, legal or equitable, by or against the said corporations so consolidated, or either of them, shall abate or be affected by such consolidation; but for all the purposes of such action or proceeding such corporation may be deemed still to exist, or the new corporation may be substituted in such action or proceeding in the place thereof.

Property to be vested in new corporation.

Proviso: as to debts.

Proviso: as to suits.

31. At all meetings of the consolidated company, herein provided for, each stockholder shall be entitled to cast one vote for each share of stock held by him, and to vote either in person or by proxy.

Votes and proxies.

32. The Company shall not commence the actual erection of the said bridge, until an Act of the Congress of the United States of America has been passed consenting to or approving of the bridging of the said river.

Erection of bridge not to be commenced until authorized by U. S.

33. In case the State of Michigan or the United States of America at any time provide for the appointment of a commission for regulating the working of the said bridge,

Appointment of commission to regulate use of bridge.

Approval of
Governor in
Council.

bridge, the use thereof, and the compensation to be made therefor, and for settling any dispute in respect thereof, it shall be lawful for the Governor in Council to join in the appointment of the said commission on such terms as he thinks proper, and to appoint one or more persons as members of the said commission; and the decisions of the said commissioners shall first be submitted to the Governor in Council and if approved of shall thereafter be final and conclusive, to the extent to which the same are final and conclusive by virtue of the provisions made by the State of Michigan or the United States of America.

Limitation of
time.

34. The bridge shall be commenced within three years and completed within five years from the passing of this Act, otherwise the powers hereby granted shall cease and be null and void.

OTTAWA : Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 92.

An Act to authorize the construction of Bridges over the Assiniboine River at Winnipeg and Portage la Prairie for railway and passenger purposes.

[Assented to 22nd May, 1888.]

WHEREAS the Executive Government of the Province of Manitoba desire to construct a line of railway from a point in the city of Winnipeg to the town of Portage la Prairie in the said Province; and whereas in carrying out the undertaking it will be necessary to cross, by means of swing bridges, the Assiniboine River at the city of Winnipeg, and also at or near the town of Portage la Prairie, the said river being a navigable water and therefore under the jurisdiction of the Parliament of Canada; and whereas the said Government has presented a petition praying to be allowed to construct the said bridges; and whereas it is desirable in the interests of Canada, as well as of the Province of Manitoba, that power should be conferred upon the Commissioner of Railways of the said Province to construct the said bridges: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. The Commissioner of Railways of the Province of Manitoba may construct, maintain, work and manage two swing bridges for railway and passenger purposes, with all the necessary approaches thereto, over the Assiniboine River, one at the city of Winnipeg and the other at or near the town of Portage la Prairie, and may purchase, acquire and hold such real estate as is requisite for all the said purposes; and such real estate and structures shall be vested in Her Majesty, to and for the public uses of the said Province of Manitoba, subject to the provisions of this Act.

Commissioner of Railways of Manitoba may construct bridges over Assiniboine river.

2. The said Commissioner shall not commence the construction of the said bridges, or any work thereunto appertaining, until he has submitted to the Governor in Council plans of such bridges, and of all intended works thereunto appertaining, nor until such plans and the site of each of

Plans to be approved by Governor in Council.

such bridges have been approved by the Governor in Council, and such conditions as he thinks fit for the public good to impose, touching the said bridges and works, have been complied with,—nor shall any plan be altered, or any deviation therefrom allowed, except by the permission of the Governor in Council, and upon such conditions as he imposes; and such bridges shall be constructed so as to each have one draw in the main channel of the Assiniboine River, which draws shall be of such width as the Governor in Council determines, and shall otherwise give free passage to vessels of every description navigating the said river; and the said draws shall, at all times, be kept closed, except when actually required to be opened for the passage of vessels, and shall be tended and moved at the expense of the said Commissioner, so as not to hinder unnecessarily the passage of any vessel; from sundown until after sunrise during the season of navigation suitable lights shall be maintained on each of such bridges to guide vessels approaching the said draws:

Details of construction.

Lights.

Tolls on foot bridge subject to approval.

Tariff to be posted up.

Necessary powers conferred on the said Commissioner of Railways.

Commissioner may as such sue and be sued in Manitoba.

2. If the said Commissioner constructs or arranges the said bridges, or either of them, for the use of foot passengers and carriages, as well as for railway purposes, then the tolls to be charged for the passage of such foot passengers and carriages shall, before being imposed, first be submitted to and approved of, and may be amended and modified from time to time by the Governor in Council; but the said Commissioner may, at any time, reduce the same; and a notice shewing the tolls authorized to be charged shall, at all times, be posted up in a conspicuous place on each of the said bridges.

3. The said Commissioner, for the time being, shall, for the purposes of this Act, have all the powers necessary for the effectual carrying out of the said purposes, which are conferred upon railway corporations for similar purposes by "*The Railway Act*," and shall be subject to all the obligations imposed by the said Act on railway corporations, in so far as such powers and obligations are applicable to the works hereby authorized; and such Commissioner, for the time being, may exercise such powers and shall be liable for the non-performance of such obligations in and by his name of office; and the word "Company" or "directors" in the said Act shall, with respect to this Act, be construed as meaning the said Commissioner, whenever such construction is required to give effect to this Act.

4. The said Commissioner in his said capacity, and by his said title, may sue and be sued, plead and be impleaded in any court of law or equity in the Province of Manitoba, for and in respect of any matter appertaining to the said bridges or the construction thereof, or the acquiring of lands therefor, or for the working of the said bridges; and any judgment

judgment or award against the said Commissioner given or made under and by virtue of this Act, shall be enforceable by execution or other process from any of the said courts against all property acquired for the purposes of the said bridges.

5. The powers and rights conferred, and the liabilities imposed upon the said Commissioner by this Act, shall be vested in, and may be exercised by or enforced against any Commissioner or public officer who is hereafter, by the Legislature of the Province of Manitoba, substituted in the place of the said Commissioner, and invested with his functions and powers in reference to the said bridges.

How and by whom the powers may be exercised.

6. When the said bridges are completed and ready for traffic, all trains of all railways terminating at or near the said bridges, or either of them, and now constructed or hereafter to be constructed, including the cars of any other railway company which are brought over such railway, shall have and be entitled to the same and equal rights and privileges in the passage of the said bridges, or either of them, so that no discrimination or preference in the passage of the said bridges, or either of them, and of the approaches thereto, or in tariff rates for transportation shall be made in favor of or against any railway whose trains or business pass over the said bridges or either of them.

Passage of cars over the bridges.

No discrimination in rates.

7. In case of any disagreement as to the rights of any railway whose trains or business pass over the bridges, or either of them, hereby authorized to be constructed, or as to the tariff rates to be charged in respect thereof, the same shall be determined by arbitrators, one to be appointed by the said Commissioner and another by the company with whom the disagreement has arisen, and a third, who shall be some person experienced in railway affairs, by one of the superior courts of the Province of Manitoba upon application to such court—due notice thereof having been given to the parties interested; and the award of the said arbitrators or a majority of them shall be final.

Arbitration in case of disagreement.

8. The works hereby authorized shall be commenced within two years and completed within four years from the passing of this Act, otherwise the powers hereby granted shall cease and be null and void as respects so much of the works as then remains uncompleted.

Limitation of time.



51 VICTORIA.

CHAP. 93.

An Act to incorporate the Canada and Michigan Tunnel Company.

[Assented to 4th May, 1888.]

Preamble.

WHEREAS the persons hereinafter named have petitioned for power to build a tunnel under the Detroit River suitable for railway purposes, from some point in or near the town of Windsor or the town of Sandwich, in the county of Essex, towards the city of Detroit, in the State of Michigan, and for the incorporation of a Company for that purpose; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. James Ross, of Sherbrooke, civil engineer, James Dudley Hawks, of Detroit, civil engineer, George Laidlaw, of Toronto, esquire, Andrew Onderdonk, of New York, civil engineer, George Bliss, of New York, banker, D. O. Mills, of New York, esquire, H. B. Laidlaw, of New York, banker, and Nicol Kingsmill, of Toronto, barrister-at-law, together with such persons as under the provisions of this Act become shareholders in the Company hereby incorporated, are constituted a body corporate, under the name of "The Canada and Michigan Tunnel Company," hereinafter called "the Company."

Corporate name.

Object and general powers of company.

2. The company may construct, maintain, work and manage a tunnel under the waters of the Detroit River, for railway purposes, from some point at or near the town of Windsor or the town of Sandwich, in the county of Essex, towards the city of Detroit, in the State of Michigan, and may lay and place therein one or more tracks for the passage of engines and cars, and construct a railway not exceeding five miles in length as an approach to the said tunnel, and such other approaches as may be necessary:

Form of tunnel.

2. The said tunnel may be double either in whole or in part, with a third tunnel if necessary for drainage purposes, and

and with branch tunnels, if necessary, from points near the end of the main tunnel.

3. The Company may purchase, acquire, take and hold such lands, lands covered with water, beaches and other property as are necessary for the purpose of constructing the said tunnel and for the convenient using of the same, and also for the construction of such approaches as may be necessary for the said tunnel.

Purchase of necessary lands.

4. The company may use any of the public highways for the construction and maintenance of the tunnel or works authorized by this Act, with the consent of the council of the municipality having jurisdiction over such highways.

Use of public highways.

5. The company may work trains by steam, horse or other power, for local and through passenger and freight traffic between Detroit and the towns of Windsor and Sandwich, through the said tunnel, and connect the said trains with other railways, and by rails or otherwise work the said trains within the said corporate limits of Windsor and Sandwich.

Power to work trains.

6. "The Railway Act" is hereby incorporated with this Act, and shall form part thereof and be construed therewith as forming part thereof, when not inconsistent with the special provisions of this Act; and it is hereby declared that the word "land," mentioned in the said Act, shall include any privilege required by the Company for constructing or operating the works by this Act authorized, or any portion thereof, under any land, without the necessity of acquiring a title in fee simple thereto.

Railway Act incorporated.

"Land" interpreted.

7. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the company, and a majority of such provisional directors shall be a quorum; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking, and receive payments on account of stock subscribed, and cause plans and surveys to be made, and acquire any plans and surveys now existing, and may deposit in any chartered bank of Canada moneys received by them on account of stock subscribed,—which moneys shall not be withdrawn except for the purposes of the undertaking or upon the dissolution of the company from any cause whatsoever.

Provisional directors and their powers.

Moneys deposited to be withdrawn for certain purposes only.

8. If more than the whole stock has been subscribed, the provisional directors shall allocate and apportion it among the subscribers as they deem most advantageous and conducive to the furtherance of the undertaking.

Allotment of stock.

Equal rights
of sharehold-
ers.

9. All shareholders in the Company, whether British subjects or aliens, or resident in Canada or elsewhere, shall have equal rights to hold stock in the Company and to vote on the same and to be eligible to office in the Company.

Capital stock
and shares.

10. The capital stock of the Company shall be five hundred thousand dollars, divided into shares of one hundred dollars each, with power to increase the same to one million; and the 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 or purchasing the surveys, plans and estimates of the works hereby authorized to be made or purchased; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said tunnel and other purposes of this Act.

First meeting
of sharehold-
ers.

11. So soon as two hundred thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the town of Windsor, at such time and place as they think proper, giving at least fourteen days' notice thereof in the *Canada Gazette* and in one or more of the daily newspapers published in Toronto; at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect nine directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

Notice there-
of.

Election of
directors.

Annual gen-
eral meeting.

12. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Thursday following the first Wednesday in June in each year, at the town of Windsor, or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in the *Canada Gazette*, and in one or more daily newspapers published in Toronto.

Number of
directors.

13. At such annual general meeting the subscribers for the capital stock assembled who have paid all calls due on their shares shall choose nine persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Paid direc-
tors.

Qualifica-
tion.

14. No person shall be elected a director of the Company unless he is a shareholder holding at least twenty shares

in the stock of the Company, and has paid up all calls made thereon and then due.

15. No call to be made at any time upon the said capital stock shall exceed ten per cent. on the subscribed capital: Calls on stock.

2. Shares in the capital stock of the Company may be transferred by any form of instrument in writing; but no transfer shall become effectual unless the stock or scrip certificates issued in respect of the shares intended to be transferred are surrendered to the Company, or the surrender thereof dispensed with by the Company: Transfer of stock.

3. The directors of the Company may, subject to the rules and regulations from time to time of the board, appoint an agent in the city of London, England, and also an agent in the city of New York, in the State of New York, with power to pay dividends, to open and keep books of transfer for the shares of the Company, and for the issue of scrip and stock certificates, and thereupon shares may be transferred from the Canada office to the London or New York office, in the names of the transferees, in the same manner as shares may be transferred in the former office, and *vice versa*; and shares originally taken and subscribed for in Great Britain, and shares originally taken and subscribed for in the United States, may be respectively entered upon the books at the London or at the New York office, and scrip certificates be issued for them; and the agent or other officer shall transmit an accurate list of all such transfers and scrip certificates so issued to the secretary or other officer of the Company in Canada, who shall thereupon make the requisite entries respecting such transfer and scrip certificates in the register kept in Canada, and thereupon the same shall be binding on the Company, as to all the rights and privileges of shareholders, as though the scrip certificates had been issued by the secretary of the Company in Canada: Agents in London and New York.
Transfer of shares between Canada and agencies.
Share lists to be transmitted to Canada.

4. Whenever any transfer is made in England or the United States of any share of stock of the Company, the delivery of the transfer and stock or scrip certificates to the agent or agents of the Company for the time being in London and New York, shall be sufficient to constitute the transferee a shareholder in the company in respect to the share of stock so transferred; and such agent or agents shall transmit an accurate list of all such transfers to the secretary of the Company in Canada, who shall thereupon make the requisite entries in the register; and the directors may, from time to time, make such regulations as they think fit for facilitating the transfer and registration of shares of stock, and the forms in respect thereof, as well in Canada as elsewhere, and as to the closing of the register of transfers for the purpose of dividends; and all such regulations, not inconsistent with the provisions of this Act, Effect of transfer made in England or United States.
Directors may make regulations as to transfers.

or of "*The Railway Act*," as altered or modified by this Act, shall be valid and binding.

Issue of bonds.

16. The directors of the Company, under the authority of the shareholders to them given at any special general meeting called for the purpose in the manner hereinbefore mentioned, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and have paid all calls due thereon, may issue bonds, signed by the president or other presiding officer, and countersigned by the secretary,—which counter-signature and the signature to the coupons attached to such bonds may be engraved; and such bonds may be made payable at such times and in such manner, and at such place or places in Canada or elsewhere, and may bear such rate of interest as the directors think proper:

Disposal of bonds.

2. The directors may issue and sell or pledge all or any of the said bonds, at the best price and upon the best terms and conditions which at the time they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking:

Amount limited.

3. The amount of such bonds so issued, sold or pledged, shall not exceed four millions of dollars.

Mortgage deed to secure bonds.

17. The Company shall secure such bonds by a mortgage deed creating such mortgages, charges and incumbrances upon the whole of such property, assets, rents, and revenues of the Company, present or future or both, as are described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenditure of the tunnel and approaches:

Working expenditure.

Powers granted by deed.

2. By the said deed the Company may grant to the holders of such bonds, or the trustees named in such deed, all and every the powers, rights, and remedies granted by this Act in respect of the said bonds, and all other powers, rights and remedies not inconsistent with this Act, or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all the powers, rights and remedies so provided for in such mortgage deed shall be valid and binding, and available to the bondholders in manner and form as therein provided:

Validity of deed.

Deposit of deed.

3. Every such mortgage deed shall be deposited in the office of the Secretary of State of Canada,—of which deposit notice shall be given by the Company in the *Canada Gazette*.

Bonds to be a preferential claim on the undertaking.

18. The bonds hereby authorized to be issued shall be taken and considered to be the first preferential claim and charge upon the Company and the franchise, undertaking, tolls and income, rents and revenues, and real and personal property thereof, at any time acquired, save and except as provided for in the next preceding section:

2. Each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders; and no proceedings authorized by law or by this Act shall be taken to enforce payment of the said bonds or of the interest thereon, except through the trustee or trustees appointed by or under such mortgage deed.

Bondholder to be a mortgagee.

19. If the Company makes default in paying the principal or interest on any of the bonds hereby authorized at the time when the same, by the terms of the bond, becomes due and payable, then, at the next annual general meeting of the Company and at all subsequent meetings, all holders of bonds so being and remaining in default shall in respect thereof have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders if they held fully paid up shares of the Company to a corresponding amount:

Powers of bondholders in case of non-payment.

2. The rights given by this section shall not be exercised by any bondholder unless it is so provided by the mortgage deed, nor unless the bond in respect of which he claims to exercise such rights has been registered in his name, in the same manner as the shares of the Company are registered, at least ten days before he attempts to exercise the right of voting thereon; and the Company shall be bound on demand to register such bonds, and thereafter any transfers thereof, in the same manner as shares or transfers of shares:

Rights of bondholders defined.

Registration.

3. The exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds are entitled under the provisions of such mortgage deed.

Certain rights not affected.

20. All bonds hereby authorized may be made payable to bearer, and shall, in that case, be transferable by delivery, until registration thereof as hereinbefore provided, and while so registered they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Transfer of bonds, &c.

21. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible

Promissory notes may be issued.

Notes not to be payable to bearer. for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Grants in aid received. **22.** The Company may receive in aid of the construction of the tunnel or any part thereof, from any person or body corporate, municipal or politic, having power to grant the same, any bonus of money or debenture or other benefit of any sort, either with or without conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

Paid up stock may be issued in certain cases. **23.** The directors of the Company elected by the shareholders may make and issue, as paid up stock, shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Telegraph and telephone lines. **24.** The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the tunnel.

Agreement with another company. **25.** The Company may enter into any agreement with any railway company in Canada or in the United States of America, having its terminus on the Detroit River, for conveying or leasing to such company the undertaking of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, machinery, and other property to it belonging, or for an amalgamation with such company, on such terms and conditions as are agreed upon, and subject to such restrictions as to the directors seem fit; provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on notice given in the manner hereinbefore mentioned,—at which meeting shareholders representing at least one-half in value of the stock are present in person or represented by proxy,—and that it has also been sanctioned by the Governor in Council:

Sanction of shareholders and of Governor in Council.

Notice of application for sanction.

2. Before such sanction by the Governor in Council is given, notice of the application therefor shall be published in the *Canada Gazette*, and in one newspaper in the county of Essex, for at least two months prior to the time named in such notice for the making of such application; and such notice shall state a time and place when and where the application is to be made, and that all persons may then and there appear and be heard on such application.

26. When the said tunnel is completed and ready for traffic, all trains of all railways terminating at or near the said tunnel, or in the State of Michigan at or near some point opposite the said tunnel, and now constructed or hereafter to be constructed, including the cars of any other railway company which may be brought over such railways, shall have, and be entitled to, the same and equal rights and privileges in the passage of the said tunnel, and of all the approaches thereto without discrimination or preference and at corresponding tariff rates for the persons and property transported—so that no discrimination in the passage of the said tunnel and approaches thereto or in tariff rates for such transportation shall be made in favor of or against any railway whose trains or business pass through the said tunnel.

All railway trains to be entitled to cross without preference.

27. In case of any disagreement as to the rights of any railway whose trains or business pass through the work hereby authorized to be constructed, or as to the tariff rates to be charged in respect thereof, the same shall be determined by arbitrators, one to be appointed by the Company hereby incorporated and another by the company with whom the disagreement has arisen, and a third, who shall be some person experienced in railway affairs, by one of the superior courts of the Province of Ontario upon application to such court—due notice thereof having been given to the parties interested; and the award of the said arbitrators or a majority of them shall be final: Provided, that the terms of the said award shall not be binding for a longer term than five years.

Arbitration in case of disagreement.

Proviso.

28. The Company, with the authority of a special general meeting of the shareholders called for the purpose, expressed by a resolution concurred in by two-thirds of the shareholders present at such meeting or represented by proxy, may unite, amalgamate and consolidate its stock, property and franchises with the stock, property and franchises of any other company incorporated by the laws of the State of Michigan, one of the United States of America, for a purpose similar to that of the Company hereby incorporated, and may enter therewith into all contracts and agreements necessary to such union and amalgamation,—such company being by the laws of the State of Michigan authorized to enter into such amalgamation or consolidation.

Powers of amalgamation.

29. The directors of the Company hereby incorporated and any corporation proposing to amalgamate or consolidate as aforesaid, may enter into a joint agreement for the amalgamation and consolidation of the said corporations, prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new corporation and the location of its head office, and should such

Proceedings in case of amalgamation.

head office be located in the United States, then the location of its chief office in Canada, the number and names of the directors and other officers thereof, and who shall be the first directors and officers thereof, and their places of residence, the number of shares of the capital stock, the amount of par value of each share and the manner of converting the capital stock of each of the said corporations into that of the new corporation, and how and when and for how long directors or other officers of such new corporation shall be elected, and when elections shall be held, with such other details as they deem necessary to perfect such new organization and the consolidation and amalgamation of the said corporations, and the after management and working thereof; and such new corporation shall have power to consolidate or unite with any company having powers of consolidation or union, and owning a line of railway connecting with the said tunnel, its approaches or lines of railway, by the same means and to the same ends as the same may be consolidated under this Act.

Power of new corporation to amalgamate.

Deposit of agreement.

30. The agreement so adopted shall be filed in the office of the Secretary of State of Canada; and a copy of such agreement so filed, properly certified, shall be evidence of the existence of such new corporation; and a notice of the amalgamation, the location of the office in Canada, and the name of the corporation shall be published in the *Canada Gazette*.

When amalgamation shall be deemed complete.

31. Upon the making and perfecting of the said agreement and act of consolidation as hereinbefore provided, and the filing of the said agreement as in the next preceding section provided, the several corporations, parties thereto, shall be deemed and taken to be consolidated and to form one corporation, by the name in the said agreement provided, with a common seal, and shall possess all the rights, powers, privileges and franchises and be subject to all disabilities and duties of each such corporation so consolidated and united, except as herein provided.

Property to be vested in the new corporation.

32. Upon the consummation of such act of consolidation as aforesaid, all and singular the property, real, personal and mixed, and all rights and interests appurtenant thereto, all stocks, subscriptions and other debts due on whatever account, and other things in action belonging to such corporations or either of them, shall be taken and deemed to be transferred to and vested in such new corporation, without further act or deed: Provided however, that all rights of creditors and all liens upon the properties of either of such corporations shall be unimpaired by such consolidation, and that all debts, liabilities and duties of either of the said corporations shall thenceforth attach to the new corporation,

Proviso: as to debts.

tion, and be enforced against it to the same extent as if the said debts, liabilities and duties had been incurred or contracted by it; and provided also, that no action or proceeding, legal or equitable, by or against the said corporations so consolidated, or either of them, shall abate or be affected by such consolidation, but for all the purposes of such action or proceeding such corporation may be deemed still to exist, or the new corporation may be substituted in such action or proceeding in the place thereof.

Proviso: as to suits.

33. The said new company may, from time to time, borrow such sums of money as may be necessary for constructing and completing the work hereby authorized, and for the acquiring of the necessary real estate for the site thereof and approaches thereto and may mortgage its corporate property and purchases to secure the payment thereof under the provisions of "*The Railway Act.*"

New corporation may borrow money.

34. At all meetings of the shareholders of the consolidated company, herein provided for, each shareholder shall be entitled to cast one vote for each share of stock held by him, and to vote either in person or by proxy.

Votes.

Proxies.

35. The Company shall not commence the said tunnel or any work thereunto appertaining, until it has submitted to the Governor in Council plans of such tunnel and of all the intended works thereunto appertaining, nor until such plans and the site of such tunnel have been approved by the Governor in Council, and such conditions as he thinks fit for the public good to impose, touching the said tunnel and works, have been complied with; nor shall any such plan be altered, or any deviation therefrom allowed, except by the permission of the Governor in Council, and upon such conditions as he imposes.

Plans of tunnel, &c., to be submitted for approval.

No deviation from plans.

36. The said tunnel shall be commenced within three years and completed within eight years from the passing of this Act.

Limitation of time.



51 VICTORIA.

CHAP. 94.

An Act respecting the River St. Clair Railway Bridge and Tunnel Company.

[Assented to 4th May, 1898.]

Preamble.

WHEREAS the Canada Southern Railway Company and a quorum of the provisional board of directors of the River St. Clair Railway Bridge and Tunnel Company have petitioned that the periods for commencing and completing the works of the latter Company may be extended, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Time for construction extended.

1. The times limited for the commencement and completion of the works of the River St. Clair Railway Bridge and Tunnel Company are hereby continued and extended for three and six years respectively, from the passing of this Act.

OTTAWA: Printed by BROWN CHAMBERLIN, Law Printer to the Queen's Most Excellent Majesty.



51 VICTORIA.

CHAP. 95.

An Act to incorporate the Dominion Plate Glass Insurance Company.

[Assented to 22nd May, 1888.]

WHEREAS Alexander Ramsay, merchant, Alexander Manson, merchant, the Honorable Francis E. Gilman, member of the Legislative Council of Quebec, Thomas G. Leders, book-keeper, and Henry Millen, merchant, all of the city of Montreal, have, by their petition, prayed to be incorporated as a Company under the name of "The Dominion Plate Glass Insurance Company," for the purpose of carrying on the business of insuring plate and other glass against loss or damage by breakage or otherwise, whether placed in windows, doors or other parts of buildings, and whether stored or in transit on shore or afloat; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

- 1.** The persons hereinbefore mentioned by name, together with such other persons as are now or may, from time to time, become shareholders in the capital stock of the Company hereby constituted, shall be a body corporate and politic under the name of "The Dominion Plate Glass Insurance Company," hereinafter called the Company.

Incorporation.
Corporate name.
- 2.** The head office of the Company shall be in the city of Montreal; but it may establish agencies or branches elsewhere.

Offices of the company.
- 3.** The Company may make contracts of insurance with any person against loss or damage, by breakage or otherwise, to plate or other glass, whether placed in windows, doors or other parts of buildings, and whether stored or in transit on shore or afloat, and may cause themselves to be insured against any loss or risk they incur in the course of their business, and generally do and perform all the necessary

General powers.

matters and things connected with and proper to promote these objects.

Provisional directors.

4. The persons hereinbefore mentioned by name shall be the first or provisional directors of the Company, of whom a majority shall be a quorum.

Capital stock and shares.

5. The capital stock of the Company shall be fifty thousand dollars, divided into shares of one hundred dollars each. Subscription books shall be opened in the city of Montreal and elsewhere, at the discretion of the directors, and shall remain open as long as they desire.

Ten per cent. to be paid on subscription.

6. Any person may subscribe for as many shares as he thinks fit, and ten per cent. shall be paid at the time of subscription, and the remainder shall be payable in such instalments as a majority of the directors determine, not to exceed five per cent. per call, and at periods of not less than three months' interval: Provided always, that no instalment shall be payable in less than thirty days after notice has been given in one newspaper published in the city of Montreal, and by circular addressed to each shareholder at his last known address: Provided further, that the Company shall not commence the business of insurance until at least ten thousand dollars have been paid into some chartered bank in Canada, on account of the capital stock:

Proviso: as to notice of calls.

Amount to be paid up before commencing business.

Forfeiture of shares for non-payment.

Disposal thereof.

Proviso: surplus to be paid to owner.

2. If any shareholder refuses or neglects to pay to the said directors the instalment due upon any share held by him at the time when he is required so to do, such shareholder shall forfeit such share, together with the amount previously paid thereon, and such forfeited share may be sold at a public sale by the directors, after such notice as they direct, and the moneys arising therefrom shall be applied for the purposes of this Act: Provided also, that in case the money produced by any sale of shares is more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus money shall be paid, on demand, to the owner, and no more shares shall be sold than are deemed necessary to pay such arrears and expenses.

Capital stock; may be increased.

7. The directors of the Company, with the consent of the majority in value of the shareholders, present at any meeting of shareholders called for that purpose, may increase the capital stock of the Company from time to time to an amount not exceeding in all the sum of two hundred thousand dollars, subject to the conditions in the next preceding section.

First meeting of shareholders.

8. So soon as twenty-five thousand dollars of the capital stock have been subscribed, and ten per cent. of that amount paid into some chartered bank in Canada, the directors

tors may call a general meeting of the shareholders at some place to be named in the city of Montreal, giving at least ten days' notice thereof by registered letter mailed to each shareholder at his address as then in the books of the Company,—at which general meeting the shareholders present in person or represented by proxy shall elect five directors in the manner and qualified as hereinafter provided, who shall constitute the board of directors, and shall hold office until the annual general meeting in the year following their election, and a majority of the said directors shall form a quorum thereof; and no person shall be qualified as such director unless he is the holder of at least ten shares of the capital stock of the said Company and has paid up all calls made thereon.

Notice thereof.

Election of directors.

Quorum and qualification.

9. The annual general meeting of shareholders, for the election of directors and other general purposes, shall be held on the first Tuesday in February in each year, at the city of Montreal or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given in the manner required in the next preceding section, and by advertisement published at least twice within ten days prior thereto in some newspaper in the city of Montreal.

Annual general meeting.

Notice.

10. The Company may purchase and hold, for the purpose of investing therein any part of the funds or money of the Company, any of the public securities of the Dominion or of any province thereof, or the bonds and debentures of any incorporated city, town or municipal corporation, and may sell and transfer the same, and again renew such investment, when and as often as a due regard to the interests of the Company requires.

Investment of funds.

11. Notwithstanding any thing contained in "*The Companies Clauses Act*," chapter one hundred and eighteen, Revised Statutes of Canada, or in any other law, the said Act shall extend and apply to the Company, and shall be incorporated with and form part of this Act: Provided always, that the words "or insurance," in the third section of the said Act, and sections eighteen and thirty-nine of the said Act shall not be incorporated with this Act.

R.S.C., c. 118, to apply.

Restriction.

12. This Act and the Company hereby incorporated and the exercise of the powers hereby conferred shall be subject to the provisions contained in "*The Insurance Act*."

R.S.C., c. 124, to apply.



51 VICTORIA.

CHAP. 96.

An Act to incorporate The Eastern Assurance Company of Canada.

[Assented to 4th May, 1888.]

Preamble.

WHEREAS the persons whose names are hereinafter mentioned have, by their petition, prayed to be incorporated for the purpose of establishing a company to carry on the business of insurance against fire, and have represented that such a company would be of public benefit, and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. John Doull, Hyacinthe H. Fuller, Adam Burns, John S. Maclean, Patrick O'Mullin, John F. Stairs and William L. Lowell, all of the city of Halifax, and James D. McGregor, of the town of New Glasgow, and the Honorable Loran E. Baker, of the town of Yarmouth, and Arthur R. Dickey, of the town of Amherst, all of the Province of Nova Scotia, and William Henry Thorne, Simeon Jones and J. De Wolfe Spurr, of the city of St. John, and the Honorable Andrew G. Blair, Archibald F. Randolph, Thomas Temple and Wesley Vanwart, of the city of Fredericton, and John L. Harris, of the town of Moncton, all of the Province of New Brunswick, together with such persons as, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Eastern Assurance Company of Canada," hereinafter called "the Company."

Corporate name.

General powers.

2. The Company may make and effect contracts of insurance with any person against loss or damage by fire or lightning in or to any houses, dwellings or stores, or other buildings whatsoever, and to any goods, chattels or personal estate whatsoever, for such time or times, and for such premiums or considerations, and under such modifications and restrictions, and upon such conditions,

as may be bargained and agreed upon or set forth by and between the Company and the insured.

3. The capital stock of the Company shall be one million dollars, and shall be divided into ten thousand shares of one hundred dollars each. Capital stock and shares.

4. The persons whose names are set forth in the first section hereof, shall be provisional directors of the Company, and four of them shall be a quorum for the transaction of business, and they may forthwith open stock books, procure subscriptions of stock for the undertaking, make calls on stock subscribed, receive payments thereon, deposit in any chartered bank of Canada all moneys received by them on account of stock subscribed, or otherwise received by them on account of the Company, and withdraw the same for the purposes only of the Company. Provisional directors and their powers.
Moneys deposited to be withdrawn for certain purposes only.

5. So soon as five hundred thousand dollars of the capital stock of the Company have been subscribed, and one hundred and twenty-five thousand dollars paid thereon, the said provisional directors may call a meeting of the shareholders of the Company at some place to be named in the city of Halifax and Province of Nova Scotia, giving at least six days' continuous notice thereof in two daily newspapers published in the said city,—at which general meeting the shareholders present in person or represented by proxy shall elect not less than five nor more than fifteen directors in the manner and qualified as hereinafter provided, who shall constitute a board of directors and shall hold office as hereinafter provided: Provided always, that no person shall be eligible to be or continue a director unless he holds in his own name and for his own use at least fifty shares of the capital stock of the Company and has paid all calls due thereon and all liabilities incurred by him to the Company First meeting of shareholders.
Notice thereof.
Election of directors.
Qualification of director.

6. The shares of the capital stock subscribed for shall be paid by such instalments and at such times and places as the directors appoint; the first instalment shall not exceed twenty-five per cent., and no subsequent instalment shall exceed ten per cent., and not less than thirty days' notice thereof shall be given: Provided always, that the Company shall not commence the business of insurance until one hundred and twenty-five thousand dollars of capital stock have been paid in, and that within one year thereafter at least fifty thousand dollars of additional capital shall be called up and paid in. Calls on stock.
Commencement of business.

7. The affairs of the Company shall be managed by a board of not less than five nor more than fifteen directors, of whom four shall form a quorum. Board of directors.

Annual general meeting.

Notice.

Statement of affairs.

Offices of the company.

Proviso: as to domicile.

Investment of funds.

Terms and conditions of loan.

Investment in foreign securities.

8. A general meeting of the Company shall be called once in each year after the organization of the Company and commencement of business at such time and place as the directors by by-law determine, after notice has been published at least fifteen days prior thereto in one or more newspapers published in the city of Halifax, and after printed notices have been mailed in the Halifax post office, addressed by registered letter to each shareholder entitled to vote, to the address given in the books of the Company, at least fifteen days before the meeting; and at such meeting a statement of the affairs of the Company shall be submitted.

9. The head office of the Company shall be in the city of Halifax, in the Province of Nova Scotia, or in such other city of Canada as is decided on hereafter by the directors; but branches, sub-boards or agencies may be established either within Canada or elsewhere, in such manner as the directors from time to time appoint: Provided, that no insurance shall be effected in any Province other than the Province in which the head office of the Company is situate until an office or domicile is open in some place therein and a local agent or manager is there appointed.

10. The Company may invest its funds in the debentures, bonds, stock or other securities of Canada, or of any Province thereof, or on the security thereof, or in or on the securities of any municipal corporation of Canada, or on the security or stock or debentures of any incorporated building society, loan or investment company, or of bank stock, or on the security of real estate or mortgage security thereon, or on the security of leaseholds for a term or terms of years, or other estate or interest in real property or mortgage security thereon in any Province of Canada, and may change and re-invest the same as occasion from time to time requires, and take, receive and hold all or any such securities in the corporate name of the Company, or in the name of trustees for the Company appointed by the directors, whether for funds invested by being advanced or paid in the purchase of such securities as aforesaid; such loans to be on such terms and conditions, and in such manner, and at such times, and for such sums, and in such sums of repayment, whether of principal or interest, or principal and interest together, and at such interest and return as the board of directors, from time to time, determine and direct, and whether they are taken absolutely or conditionally or whether such securities are taken in satisfaction of debts due to the said Company, or judgments recovered against any person in its behalf, or in security for the payment of the same or any part thereof.

11. The Company may invest or deposit such portion of its funds in foreign securities as is necessary for the maintenance of any foreign branch.

12. The Company may hold real estate necessary for its head office and other offices, and also such as is *bonâ fide* mortgaged to it by way of security or conveyed to it in satisfaction of debts or of judgments recovered: Provided always, that all real estate so mortgaged or conveyed in security as aforesaid and acquired by the Company, shall be sold and disposed of within seven years from the time of its becoming the absolute property of the Company.

Powers as to real estate.

Proviso: as the sale of property acquired under mortgage.

13. No dividend of more than ten per cent. shall be declared or paid in any one year until such time as the reserve fund equals one-half of the paid up capital.

Dividend limited.

14. The Company, acting by its directors, authorized in that behalf by a resolution of the shareholders, passed at a meeting thereof specially called for the purpose—which resolution must be concurred in by shareholders holding more than one-half of the subscribed stock of the Company—may amalgamate with any fire insurance company doing business in Canada, and for that purpose may execute with such company a deed of amalgamation providing for the amalgamation of the Company hereby incorporated with such company; and upon the execution of such deed of amalgamation and deposit thereof with the Secretary of State of Canada, and after the publication of a notice thereof in the *Canada Gazette*, the franchises, privileges, assets, rights and property of the Company hereby incorporated shall vest in the amalgamated company, by the name of either of the said companies, as may be agreed in the deed of amalgamation; and its obligations and liabilities shall become the obligations and liabilities of the amalgamated company; the whole upon such terms and conditions as are contained in the said deed of amalgamation, not contrary to law or to the provisions of this Act; and all the powers conferred by this Act shall vest in the amalgamated company.

Amalgamation with another company.

Deposit of agreement and effect thereof.

Powers of new company.

15. This Act, and the Company hereby incorporated, and the exercise of the powers hereby conferred shall be subject to the provisions contained in "*The Insurance Act.*"

R.S.C., c. 124 to apply.

16. Notwithstanding anything contained therein, or in any other Act, "*The Companies Clauses Act,*" except sections eighteen and thirty-nine thereof, shall extend and apply to the Company hereby incorporated, and shall be incorporated with and form part of this Act, in so far as the same is not inconsistent with any of the provisions hereinbefore contained.

R.S.C., c. 118 to apply, except ss. 18 and 39.



51 VICTORIA.

CHAP. 97.

An Act to incorporate the Keystone Fire Insurance Company.

[Assented to 22nd May, 1888.]

Preamble.

WHEREAS the Honorable Sir Leonard Tilley, the Honorable John Boyd, James C. Robertson, Henry C. Thorne, T. W. Daniel, and others, all of the city of Saint John, in the Province of New Brunswick, have petitioned for an Act to incorporate them and others under the style and title of "The Keystone Fire Insurance Company," to enable them to carry on the business of fire insurance; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. The persons hereinbefore mentioned by name, and such other persons as become shareholders in the corporation by this Act created, are hereby constituted a body corporate under the name of "The Keystone Fire Insurance Company," hereinafter called "the Company."

Corporate name.

Capital stock and shares.

2. The capital stock of the Company shall be five hundred thousand dollars, divided into ten thousand shares of fifty dollars each; and books of subscription shall be opened in the city of Saint John, of which public notice shall be given by such person and under such regulations as the majority of the directors hereinafter appointed direct: Provided always, that the Company may increase its capital stock from time to time to a sum not exceeding two and one-half millions of dollars or such portion thereof as a majority of the stockholders at a meeting specially convened for that purpose agree upon.

Capital may be increased.

Calls on stock.

3. The shares of capital stock subscribed for shall be paid in by such instalments and at such times and places as the directors appoint; no such instalment shall exceed ten per cent. of the sum subscribed; thirty days' notice of each call shall be given, and instalments shall not be made payable more frequently than once in three months.

4. The affairs of the Company shall be managed by a board of not less than five nor more than nine directors, as determined by by-law, of whom a majority shall form a quorum.

Number of directors.

5. The persons hereinbefore mentioned by name are hereby constituted provisional directors of the Company; and they or a majority of them may cause stock-books to be opened, upon giving due notice thereof by advertisement for two weeks in one or more daily newspapers published in the city of Saint John,—upon which stock-books shall be recorded the subscriptions of such persons as desire to become shareholders in the Company; and such books shall be opened in the city of Saint John and elsewhere at the discretion of the provisional directors, and shall remain open so long as they deem necessary.

Provisional directors and their powers.

6. The principal office of the Company shall be in the city of Saint John, in the Province of New Brunswick; but the Company may establish agencies or branch offices in any part of Canada, or elsewhere; and the Company may acquire and hold real estate in the city of Saint John and elsewhere not to exceed in value the sum of one hundred thousand dollars, in which it shall provide itself with the offices necessary for the prosecution of its business.

Offices of the company.

Real estate.

7. So soon as two hundred thousand dollars of the capital stock have been subscribed as aforesaid, and fifty thousand dollars of the amount subscribed paid into some chartered bank in Canada, the provisional directors shall call a general meeting of the shareholders at some place to be named in the city of Saint John, giving at least twenty days' notice thereof in the *Canada Gazette*, and also in some daily newspaper published in the said city, and by registered letter addressed to each shareholder at his address as then in the books of the Company,—at which general meeting the shareholders present in person or represented by proxy who have paid in at least ten per cent. on their respective shares shall elect five directors, who shall constitute a board of directors and shall hold office until the annual general meeting in the year following their election, but no person shall be eligible as a director unless he holds at least twenty shares of the capital stock, and has paid all calls due thereon. But the Company shall not commence the business of insurance until at least one hundred and twenty-five thousand dollars of the capital stock have been paid into some chartered bank in Canada.

First meeting of shareholders.

Notice thereof.

Election of directors.

Qualification of director.

When business may be commenced.

8. The Company may make and effect contracts of insurance in Canada, Great Britain, the United States of America, or any foreign State, with any person, against loss or damage by fire or lightning, on any house, store or other

Business of the company.

Fire insurance.

other building whatsoever, and in like manner on any tenants' risks, rents, goods, chattels or personal estate whatsoever, for such time or times, and for such premiums or considerations, and under such modifications and restrictions, and upon such conditions as are bargained and agreed upon and set forth by and between the Company and the person agreeing with it for such insurance; and generally may do all matters and things relating to or connected with fire insurance, for such premiums or considerations, and with such modifications, restrictions and conditions as are

Re-insurance.

bargained or agreed upon or set forth, and may grant all policies therein and thereupon, and may cause itself to be insured against any loss or risk it incurs in the course of its business, and generally may do and perform all other necessary matters and things connected with and proper to promote such objects.

Powers as to real estate mortgaged to the company.

9. The Company may take, hold and acquire, in addition to the real estate referred to in section six of this Act, all lands and tenements, real or immovable estate, *bonâ fide* mortgaged to it by way of security or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales upon judgments which have been obtained for such debts, or purchased for the purpose of avoiding a loss to the Company in respect thereof or of the owners thereof: Provided, that all real estate so acquired shall be disposed of within seven years after its becoming the property of the Company.

Investment of funds.

10. The Company may invest its funds, or any part thereof, in or lend on the security of the public securities of Canada, or of any of the Provinces thereof, or of any foreign State or States,—such investment in securities of foreign States, not at any time to exceed fifty per cent. of the funds then invested—or in the stocks of any chartered banks or building societies, or in the bonds or debentures of any incorporated city, town or municipality authorized to issue bonds or debentures, or in mortgages on real estate, as the directors elect, and may, from time to time, vary or sell the said securities or mortgage or pledge the same, as occasion requires.

R.S.C., c. 124 to apply.

11. This Act and the Company hereby incorporated, and the exercise of the powers hereby conferred, shall be subject to the provisions contained in "*The Insurance Act.*"

R.S.C., c. 118 to apply.

12. Notwithstanding anything contained therein, or in any other Act, "*The Companies Clauses Act,*" except section thirty-nine thereof, shall extend and apply to the Company hereby incorporated, and shall be incorporated with and form part of this Act in so far as the same is not inconsistent with any of the provisions hereinbefore contained.



51 VICTORIA.

CHAP. 98.

An Act to empower the Merchants' Marine Insurance Company of Canada to relinquish its Charter, and to provide for the winding up of its affairs.

[Assented to 22nd May, 1888.]

WHEREAS the Merchants Marine Insurance Company Preamble of Canada has, by its petition, represented that, at the annual meeting of the shareholders of the Company held on the eighth day of February, one thousand eight hundred and eighty-one, it was unanimously resolved that the Company should cease to carry on business, and that its affairs should be wound up; and whereas, in pursuance of the said resolution, the Company forthwith ceased to issue policies of insurance, and has since been liquidating its affairs and discharging its liabilities; and whereas all contracts of insurance under policies issued by the Company have long since expired, and the affairs of the Company are now almost entirely wound up, and the Company has prayed for authority to close its business and to relinquish its charter; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Notwithstanding anything contained in the Acts Company may be wound up. incorporating and relating to the Company, the Company may and is hereby authorized and empowered to close its business and wind up its affairs, and relinquish its Act of incorporation, and be dissolved.

2. After payment of the admitted debts of the Company, Dividends after paying liabilities. and after reserving a sufficient sum to meet all disputed or unadjusted claims, the directors shall, from time to time, be at liberty to distribute the balance, as dividends, among the shareholders in proportion to the amounts paid up on the shares by each shareholder; but no shareholder in arrears for or in respect of any call, shall participate in such distribution until the other shareholders have been paid in full

the amount they have paid in excess of those in default, together with interest on the said excess, to be computed from the actual day of payment, not earlier than the day fixed for payment of each call.

Directors may enforce payment of calls

3. The directors, so far as they deem it necessary for the purpose of equalizing the proportion of loss to be borne by the shareholders in respect of each share, shall, notwithstanding anything in this Act contained, or anything done thereunder, be at liberty to enforce payment of any calls made before or after the passing of this Act and remaining unpaid, or such part thereof as they deem necessary, together with interest thereon from the time when the same became payable.

Proceedings after winding up.

4. When the affairs of the Company are finally wound up, the directors shall make a report thereof in writing, and shall mail a copy of such report by registered letter to each shareholder, addressed to him at his address as then on the register of shareholders; and if, at a general meeting of the Company duly summoned for that purpose, such report is adopted, and a resolution is passed declaring the wish of the Company to relinquish its charter and become dissolved, the directors may make such provision for the disposal and custody of the books, documents and records of the Company as they deem fit, and shall cause a notice of the passing of such resolution, and of the provision made by them for such disposal and custody, to be published in *The Canada Gazette*, and upon such publication the Company shall be deemed to have relinquished its charter, and to be finally dissolved.

Final dissolution of the company.

Directors to continue in office until winding up.

5. The present directors of the Company shall continue to be directors of the Company until the final winding up of its affairs; and, in case of the death or resignation of any director, the remaining directors are hereby empowered to appoint another in his place; and the directors may call special or general meetings of the shareholders, as and when they deem it advisable, in such manner, and giving such notice thereof, as the said directors, from time to time, think fit.

And may call meetings:

Liabilities not affected.

6. Nothing herein contained shall affect or vary the liability of the said Company to the creditors thereof, or of the shareholders thereof for any unpaid balance upon their shares.



51 VICTORIA.

CHAP. 99.

An Act to amend the several Acts relating to the Board of Trade of the City of Toronto.

[Assented to 22nd May, 1888.]

WHEREAS the Board of Trade of the city of Toronto, Preamble.
hereinafter called the Board of Trade, incorporated by an Act of the Legislature of the late Province of Canada, passed in the eighth year of Her Majesty's reign, chaptered twenty-four, and intituled "*An Act to incorporate the Board of Trade of the City of Toronto,*" have petitioned for certain amendments to the said Act, and to the Act passed in the forty-seventh year of Her Majesty's reign, chaptered forty-six, and intituled "*An Act to amalgamate the Board of Trade of the City of Toronto and the Toronto Corn Exchange Association,*" and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

8 V., c. 24 (Can.)
47 V., c. 46.

1. From and after the passing of this Act new members, Admission of new members.
if they are eligible under the provisions of the said Acts referred to in the preamble, may be admitted in such manner and subject to such rules and regulations as are provided, from time to time, by the by-laws of the said Board of Trade; and the ninth and twelfth sections of the said Act eighth Victoria, chapter twenty-four, are hereby amended accordingly.

2. The said Board of Trade shall have power to expel Expulsion and suspension of members.
any member for such cause and in such manner as are provided, from time to time, by the by-laws of the said Board of Trade, and shall also have power to suspend any member and debar him from the privileges of and incidental to membership, for such cause and in such manner as are provided, from time to time, by the by-laws of the said Board of Trade.

Limitation of
number of
members.

3. The said Board of Trade may provide by by-law for the limitation of the number of persons who may become or be, from time to time, members thereof.

Form of
agreement for
arbitration
may be pre-
scribed.

4. The said Board of Trade may, notwithstanding anything to the contrary contained in the several Acts relating to the said Board of Trade and to the Toronto Corn Exchange Association, provide by by-law any form of agreement or submission to arbitration between its members not contrary to law, in lieu of the form contained in Schedule "A" to the Act firstly hereinbefore mentioned, and in lieu of the form contained in Schedule "A" to the Act passed in the thirty-fifth year of Her Majesty's reign, chaptered forty-five, and intituled "*An Act to incorporate the Toronto Corn Exchange Association*;" and section nine of the said last-mentioned Act shall apply to the form so substituted.

35 V., c. 45.

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51 VICTORIA.

CHAP. 100.

An Act to grant certain powers to the Nova Scotia Telephone Company, Limited.

[Assented to 22nd May, 1888.]

WHEREAS the Nova Scotia Telephone Company, (Limited), a body corporate and politic, incorporated by special Act of the Province of Nova Scotia, passed in the fiftieth year of Her Majesty's reign, chapter one hundred, is desirous of extending its operations and of carrying on a telephone business within and between the Provinces of Nova Scotia and New Brunswick, and has, by petition, prayed for the passing of an Act of the Parliament of Canada for that purpose; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.
50 V. (N.S.)
c. 100.

1. The Company may construct, erect and maintain its line or lines of telephone along the sides of and across or under any public highways, streets, public bridges, water-courses or other such places, in the Provinces of New Brunswick and Nova Scotia; and may, by its servants, agents or workmen, enter upon any street, public road, public bridge, water-course or highway, in any city, incorporated town, village, county or municipality in the said Provinces, for the purpose of erecting and maintaining its line or lines of telephone along the sides of, or across or under the same; and may construct, erect and maintain such and so many poles or other works and devices as the Company deems necessary for making, completing and supporting, using, working and maintaining the system of communication by telephone; and may stretch wires thereon and, from time to time, as often as the Company, its agents, officers or workmen think proper, break up and open any part whatsoever of the said roads, streets, highways or water-courses, subject, however, to the following provisions, that is to say:

Construction and maintenance of line.

(a.) The Company shall not interfere with the public right of travelling on or using such roads, streets, highways or

Public rights saved.

water-courses, and shall not do any unnecessary damage, nor in any way obstruct the entrance to any door or gateway or free access to any building erected in the vicinity ;

Height of wires above street, &c.

(b.) The Company shall not affix any wire less than twenty-two feet above the surface of the street or road, nor erect more than one line of poles along any road or street, without the consent of the municipal council having jurisdiction over the roads or streets of the municipality ;

Poles.

(c.) In any such municipality the poles shall be as nearly as possible straight and perpendicular, and shall, in cities, be painted, if so required by any by-law of the council ;

Cutting poles or wires in case of fire.

(d.) Whenever, in case of fire, it becomes necessary for its extinction or the preservation of property, that the poles or telephone wires should be cut, the cutting under such circumstances of the poles or any of the wires of the Company, under the direction of the chief engineer or other officer in charge of the fire brigade, shall not entitle the Company to demand or claim compensation for any damage thereby incurred ;

Liability for damages.

(e.) The Company shall be responsible for all damage which its agents, servants or workmen cause to individuals or property in carrying out or maintaining any of its said works ;

As to trees.

(f.) The Company shall not cut down or mutilate any shade, fruit or ornamental tree ;

Approval of municipality.

(g.) In all municipalities the opening up of streets for the erection of poles, or for carrying the wires under ground, shall be subject to the direction and approval of the engineer or such other official as the council appoints, and shall be done in such manner as the council directs ; the council may also direct and designate the places where the poles are to be erected in such municipality, and the surface of the street shall in all cases be restored as far as possible to its former condition by and at the expense of the Company :

Company may be required to carry wires underground.

2. No Act of Parliament requiring the Company, in case efficient means are devised for carrying telegraph or telephone wires under ground, to adopt such means, and abrogating the right given by this section to continue carrying lines on poles through cities, towns or incorporated villages, shall be deemed an infringement of the privileges granted by this Act :

Workmen to wear badges.

3. No person shall labor upon the work of erecting or repairing any line or instrument of the Company without having conspicuously attached to his dress a medal or badge on which shall be legibly inscribed the name of the Company and a number by which he can be readily identified :

Protection of private rights

4. Nothing herein contained shall be deemed to authorize the Company, their servants, workmen or agents, to enter upon any private property for the purpose of erecting, maintaining or repairing any of their works, without the previous assent of the owner or occupant of the property for the time being.

2. The Company may purchase or lease for any term of years, any telephone line established, or to be established in New Brunswick and Nova Scotia connecting, or hereafter to be connected with the lines which the Company is authorized to construct, or may purchase or lease for any term of years the right of any Company to construct any such telephone line; and may amalgamate with or lease its line or any portion or portions thereof from time to time to any Company or person possessing, as proprietor, any line of telegraphic or telephonic communication connecting or to be connected with the Company's lines; and the Company may enter into any arrangements with any person or Company possessing, as proprietor, any line of telegraph or telephonic communication, or any power or right to use communication by means of the telephone, upon such terms and in such manner as the board of directors from time to time deems expedient or advisable, or may become a shareholder in any such Corporation.

Power to purchase lines.

And to make arrangements with another company.

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51 VICTORIA.

CHAP. 101.

An Act to incorporate the Buffalo, Chippawa and Niagara Falls Steamboat and Tramway Company.

[Assented to 22nd May, 1888.]

Preamble.

WHEREAS the persons hereinafter named are desirous of being incorporated as a company for the purpose of building or otherwise acquiring and operating steamboats to ply between the city of Buffalo, in the State of New York, and some point on the Niagara or Welland River, at or near the village of Chippawa, in the Province of Ontario, calling at intermediate ports or places, with the powers incidentally necessary to the carrying out of such purpose, and also for the purpose of constructing, maintaining and operating in connection with their said steamboats a tramway, to be operated by electricity or any other motive power, other than steam, between the port or place on the Niagara or Welland River, at or near the village of Chippawa, which shall be the Canadian terminal point of the said steamboats, and a point at or near the town of Niagara Falls, in the Province of Ontario, to the southern or south-western boundary of the Queen Victoria Niagara Falls Park, with all the powers incidentally necessary for such last mentioned purpose and with the other powers hereinafter mentioned; and whereas a petition has been presented praying for the incorporation of a Company for that purpose, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. H. C. Sims, of Niagara Falls; William R. Brock, of the city of Toronto; W. E. Tench, of Chippawa; Leonard McGlashen, of Niagara Falls, Ontario; and John Harvey, William Hendrie and Alexander Turner, of the city of Hamilton, together with such persons as, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Buffalo, Chippawa and Niagara Falls Steamboat and Tramway Company," hereinafter called "the Company."

Corporate name.

2. The head office of the Company shall be in the town of Niagara Falls, in the Province of Ontario, but the board of directors may establish one or more offices in other places in Canada or elsewhere.

Offices of the company.

3. The Company may build, charter or otherwise acquire and own and operate one or more steamboats to ply between the city of Buffalo, in the State of New York, one of the United States of America, and some port or place on the Niagara or the Welland River, at or near the village of Chippawa, in the Province of Ontario, with the right to call at any intermediate ports or places, for the transportation of passengers and freight, and may also build, acquire, charter and own and operate other boats or vessels which the Company consider necessary or advisable to have incidentally to the running of such steamboats and the transportation of passengers and freight as aforesaid, and may also sell or otherwise dispose of or mortgage the said steamboats or other boats or vessels.

Powers as to steamboats.

4. The Company may, having first obtained the consent of the municipality affected, also lay out, construct and operate, in connection with the said steamboats, for the transportation of passengers and freight, a single or double track tramway of any gauge, to be operated by electricity or any motive power other than steam, to extend from the port or place on the Niagara or Welland River, at or near the village of Chippawa, which is to be the terminal port or place in Canada of the said steamboat line, and a point in or near the town of Niagara Falls, in the Province of Ontario, to the southern or south-western boundary of the Queen Victoria Niagara Falls Park, and branches and side tracks, and for the purposes in this section mentioned may pass over any portions of the country between the aforesaid points: Provided that the Company shall not take possession of, use, or occupy any part of the Queen Victoria Niagara Falls' Park, or any lands now vested in the Commissioners of the Queen Victoria Niagara Falls' Park.

Powers as to tramway.

Protection of Falls Park.

5. The Company may build or otherwise acquire and own and use and sell or dispose of any wharfs, docks, warehouses, elevators and other buildings for the purposes of its said steamboats and other vessels and tramway and of its transportation business, and may acquire and use real or personal property for the purposes of the Company, and may sell or otherwise dispose of the same; but the Company shall not commence the construction of any wharf or dock until the plans and site of the said wharf or dock have first been submitted to and approved of by the Governor in Council.

Powers as to wharfs, elevators, &c.

6. The sections of "*The Railway Act*" under the titles or sub-headings following, that is to say: "Powers," except

Certain provisions of Railway Act to apply.

except sub-section fifteen thereof, "Plans and Surveys," except sub-section fifteen thereof; "Lands and their valuation," except sections nine, ten and eleven thereof, and "Tolls," shall, for the purposes of the construction, maintenance and operation of the said tramway, and for such purposes only, and only in so far as the said provisions are not inconsistent with this Act, apply to the Company; and section eighteen of "*The Companies Clauses Act*" shall not apply to the Company.

Section 18 of R.S.C., c. 118 not to apply.

Provisional directors and their powers.

7. The persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the Company, of whom a majority shall be a quorum; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open stock books and procure subscriptions of stock for the undertaking and allot the stock, and receive payments on account of the stock subscribed and allotted, and deposit in any chartered bank of Canada moneys received by them on account of stock subscribed, — which moneys shall not be withdrawn, except for the purposes of the undertaking, or upon the dissolution of the Company for any cause whatsoever.

Moneys deposited to be withdrawn for certain purposes only.

Capital stock and shares.

8. The capital stock of the Company shall be one hundred thousand dollars, divided into shares of one hundred dollars each; and the 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 all the remainder of such money shall be applied to the carrying out of the purposes of this Act.

First meeting of shareholders.

9. So soon as twenty-five thousand dollars of the said capital have been subscribed as aforesaid, and ten per cent. thereof paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the town of Niagara Falls, at such time and place as they think proper, giving at least fourteen days' notice thereof in a newspaper published at the town of Niagara Falls, in Ontario, and in one or more of the daily newspapers published in the city of Toronto,—at which meeting the shareholders who have paid at least ten per cent. on the amount of stock subscribed for by them shall elect five directors from the shareholders possessing the qualifications hereinafter mentioned, of whom a majority shall form a quorum; and such directors shall hold office until the next annual general meeting of the shareholders, as hereinafter provided.

Notice thereof.

Election of directors.

Annual general meeting.

10. The annual general meeting of the shareholders, for the election of directors and other general purposes, shall be held on the first Tuesday in May in each year, at the

town of Niagara Falls, in Ontario, or elsewhere in Canada, as may be appointed by by-law; and notice of the hour and place of such meeting shall be given at least fourteen days previously in one or more daily newspapers published at the town of Niagara Falls, in Ontario, and in the city of Toronto.

11. At such annual general meeting the subscribers for the capital stock assembled, who have paid all calls due on their shares, shall choose five persons to be directors of the Company, of whom a majority shall be a quorum, and one or more of whom may be paid directors of the Company.

Number of directors.

12. No person shall be elected a director of the Company unless he is a shareholder holding at least ten shares in the stock of the Company, and has paid up all calls made thereon and then due.

Qualification of director.

13. Special general meetings of the shareholders may be called in such manner and upon such notice as are prescribed by by-law of the Company.

Special meetings.

14. Aliens shall have the same rights as British subjects to take and hold stock or shares in the Company and to vote either as principals or proxies, and shall be eligible to office in the Company.

Equal rights of shareholders.

15. The directors may, in addition to the ordinary capital stock, issue preferential or preferred stock to any amount not exceeding twenty-five thousand dollars; but no such preferential or preferred stock shall be issued until the authority of the shareholders of the Company has been obtained for that purpose at a special general meeting of the shareholders called for that purpose and attended by shareholders in person or represented by proxy who represent at least two-thirds in value of the subscribed stock of the Company and have paid all calls due upon their stock; and the said stock when issued may be pledged or sold by the directors for the purpose of raising money or securing advances of money for any of the objects of the Company; and the holders of such stock shall have all the rights and privileges of holders of the ordinary stock, and the dividends on such stock shall be preferential as between the holders thereof and the holders of ordinary shares at a rate not exceeding six per cent. per annum and shall be cumulative.

Issue of preferential stock.

With consent of shareholders.

Disposal thereof.

Rights of holders.

16. No shareholder shall, as such, be liable for any claim, engagement or loss or payment, or for any injury, transaction, matter or thing relating to or connected with the Company, or the liabilities, acts or defaults of the Company, beyond the sum, if any, remaining due and unpaid on the shares subscribed for or held by him in the stock of the Company.

Liability of shareholders.

Borrowing powers.

17. The directors may, when thereto authorized by a resolution of the shareholders, at any meeting specially called for such purpose, and attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company and who have paid all calls due upon their stock, borrow money on behalf of the Company, at such rates of interest and upon such terms as they may, under such resolution determine; and

Mortgages.

to effect such loan the directors may authorize the managing director of the Company, or the president or any two of the directors to make and execute mortgages, issue, grant and consent to bottomry or other bonds, or other instruments which are necessary, and to that end charge such property of the Company as they are by such resolution authorized to charge, by way of pledge, mortgage, or hypothec, and may assign, transfer or deposit any of the documents, title deeds, muniments, securities or property of the Company, and either with or without power of sale, or other special provisions, as the directors under the authority conferred at such meeting deem expedient:

Amount limited.

Provided that the aggregate of the sum or sums borrowed on bonds under the authority of this section issued shall not, at any time, exceed half the amount of the paid up capital stock of the Company; and no lender on or purchaser of bonds so issued by the Company shall be bound to enquire into the occasion of such loan, or into the validity of any resolution authorizing the same, or the purpose for which such loan is wanted.

Promissory notes may be issued.

18. The Company may become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill made, drawn, accepted or indorsed by the president or vice-president of the Company, and countersigned by the secretary, shall be binding on the Company; and every such note or bill of exchange so made, drawn, accepted or indorsed, shall be presumed to have been made, drawn, accepted or indorsed with proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or secretary be individually responsible for the same, unless such promissory note or bill has been issued without proper authority; but nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the note or bill of a bank.

Notes not to be payable to bearer.

Grants in aid may be received.

19. The Company may receive in aid of the construction of the tramway from any person or body corporate, municipal or politic, having power to grant the same, any bonus or debenture or other benefit of any sort, either with or without

out conditions, and may enter into an agreement for the carrying out of any such conditions or with respect thereto.

20. The directors of the Company elected by the shareholders may make and issue as paid up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock in payment for right of way, steamboats or other vessels, plant, rolling stock or materials of any kind, and also for the services of contractors and engineers; and such issue and allotment of stock shall be binding on the Company, and such stock shall not be assessable for calls.

Paid up stock may be received in certain cases.

21. The Company may also construct electric telegraph and telephone lines for the purposes of its undertaking in connection with the tramway.

Telegraph and telephone lines.

22. The Company may carry on the business of wharfingers and warehousemen, and may charge on all property placed with them or in their custody such fair remuneration as is fixed upon by the directors for storage, warehousing, wharfage, dockage, cooperage, grazing or any other care or labor in and about such property on the part of the Company, over and above the regular freight and primage upon the said property which has been carried or may be carried by them.

Company may carry on business of warehousemen, &c.

23. The Company may recover all charges paid or assumed by them subject to which goods or commodities come into their possession, and without any formal transfer shall have the same lien for the amount thereof upon such goods or commodities as the persons to whom such charges were originally due had upon such goods or commodities while in their possession; and the Company shall be subrogated by such payment in the rights and remedies of such persons for such charges.

Recovery of back charges.

24. The Company, in the event of non-payment of freight, advances and other charges when due upon goods or property in their possession or under their control, may sell at public auction the goods whereon such advances and other charges have been made and may retain the proceeds or so much thereof as is due to the Company together with the costs and expenses incurred in and about such sale, returning the surplus, if any, to the owner of such goods or property; but before any such sale takes place thirty days' notice of the time and place of such sale and of the amount of the charges or moneys payable to the Company in respect of such goods or property shall be given in one newspaper published in the county of Welland, and by registered letter transmitted through the Post Office to the last known address of the owner of such goods or property, except in case of perishable goods or effects, which may be sold after the

Sale of goods for non-payment of dues.

Notice of sale.

expiration of one week or sooner if necessary, unless otherwise provided in the contract between the parties.

Tramway to be only in connection with steamboats, and may be abandoned after eight years.

25. The Company shall not be bound to carry freight on the said tramway or to operate the said tramway for any purpose except during the time that the said steamboats are running and in connection therewith, and may, at the end of eight years, or at any subsequent period, abandon and relinquish the said tramway and take up and remove all rails, ties, and other material used in the construction thereof; and, in such case, all lands acquired for the purpose of the said tramway shall forthwith thereafter vest in the owner of the lands respectively severed by the said tramway or in the person now owning the same, his heirs or assigns.

Limitation of time.

26. The tramway hereby authorized shall be commenced within three years, and completed within five years, from the passing of this Act, otherwise the powers hereby granted shall cease and be null and void as respects so much of the work as then remains uncompleted.

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51 VICTORIA.

CHAP. 102.

An Act relating to the Upper Ottawa Improvement Company.

[Assented to 22nd May, 1888.]

WHEREAS the Upper Ottawa Improvement Company Preamble. have petitioned for an Act to extend the powers conferred upon them and to amend the Acts respecting their incorporation, and it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Subject to the provision in the following section contained, the Upper Ottawa Improvement Company shall, over any part of the river line of the Ottawa river from the head of the Chats rapids, to the foot of the Quinze rapids, and on the shores adjoining the said extent of the said river and the islands therein, have power to purchase or acquire any booms or piers in the said part of the said river, and to construct and maintain any dam, slide, wharf, pier, boom or other work necessary to facilitate the transmission and towing of timber and saw-logs down the Ottawa river, and to blast rocks, dredge or remove shoals or other impediments, or otherwise improve the navigation of the said river, upon payment of compensation to any individual injured thereby. Certain works authorized.

2. The Company shall, at whatever point on the shores of the Ottawa river or islands in the said river they determine it necessary to attach the said booms or construct the said dams, wharves, piers or slides, first obtain the formal approval of the Governor in Council of their selection of such point or points, and of the locations of the said booms, dams, wharves, piers or slides, and may then acquire by purchase at each of such points a parcel of land suitable for their purpose. Subject to sanction of Governor in Council. Acquisition of lands.

3. Before the Company proceed with the construction of their booms, wharves, piers and works, and of any future alterations Plans to be submitted for approval.

alterations or enlargement thereof, plans of the same and of any such proposed amendments thereof shall be made and submitted to and approved of by the Minister of Public Works for the time being.

Capital stock
may be in-
creased.

4. The Company is authorized to increase its capital stock to the sum of two hundred and fifty thousand dollars, in shares of twenty dollars each,—which increase shall be made by a majority of the shareholders present in person or represented by proxy at any general or special meeting of the Company called for the purpose, and may be so made at once or from time to time, as may be expedient; and stock books for such additional stock may be opened by order of the directors.

Disposal of
new stock.

5. After one month's notice in the *Canada Gazette*, and in one or more newspapers published in the city of Ottawa, and in the counties of Pontiac and Renfrew, a book shall be opened at the chief place of business of the Company at the city of Ottawa, in which any person may subscribe for shares of the capital stock increased by this Act; and in case a larger number than the shares to be allotted shall be subscribed for, then there shall be an allotment of shares among the subscribers *pro ratâ* so that no subscriber shall be excluded. Ten per cent. shall be paid up upon the allotment therefor, and in default of payment of any call duly made, the unpaid stock in respect of which a shareholder is in default, shall be recoverable by the Company in an action of debt against such defaulting shareholder.

Allotment
thereof.

Calls.

6. Such additional shares or stock may be called in, demanded and recovered in the same manner and under the same penalties as provided or authorized in respect of the original shares or stock of the Company.

Issue of
bonds.

7. The board of directors of the Company, under the authority of the shareholders to them given at any annual or special general meeting called for the purpose in the manner mentioned in section five of this Act, attended by shareholders in person or represented by proxy, who represent at least two-thirds in value of the subscribed stock of the Company, and who have paid all calls due thereon, may, from time to time, borrow money, and issue debentures of the Company therefor, to an amount not to exceed in the aggregate the sum of one hundred and fifty thousand dollars.

Amount
limited.

Form of
bonds.

8. The debentures of the Company shall be for such sums not being less than one hundred dollars, and in such currency, and shall bear such rate of interest, not greater than six per cent. per annum, as the board of directors deem advisable, and shall be payable not less than one year from the issue thereof, at such place as is therein mentioned, and

may be in the form of schedule A to this Act or to the like effect.

9. The board of directors may make the principal of such borrowed money repayable by annual instalments during the currency of the period, not to exceed thirty years, within which the debentures are to be paid,—such instalments to be of such amounts that the aggregate amount of principal and interest in any year shall be equal as nearly as may be to what is payable for principal and interest during each of the other years of such period,—and may issue the debentures of the Company for the amounts and payable at the times corresponding with such instalments, together with interest annually or semi-annually; and such debentures may be in the form set forth in schedule B to this Act or to the like effect.

Payment thereof.

10. No dividend shall be paid by the Company in any year until and unless full provision is made for the said instalments of principal and interest falling due in that year.

When only dividend may be paid.

11. The Company may construct, acquire, charter, navigate and maintain steamboats and tugs, for the towing of logs and timber upon the Ottawa River, from the Quinze rapids to the Chaudière, and may tow logs and timber upon the said river between the said points at such rates and charges as are reasonable, and approved of by the Governor in Council.

Company may own steam vessels for towing timber.

12. The Company may, having first received the written consent of the respective owners thereof, collect, save, sort and tow all timber, lumber and saw logs found loose upon the Ottawa river or stranded upon the shallows and banks thereof, and shall be entitled to be paid reasonable dues and charges therefor.

Company may collect logs, &c.

13. A tariff for all dues and charges, which by this Act the Company are entitled to exact, shall, before being imposed, be first approved of by the Governor in Council and published in the *Canada Gazette*, and in at least one newspaper in the city of Ottawa, and in one in each of the counties of Pontiac and Renfrew, and the Governor in Council may, from time to time, alter and amend such tariff of dues and charges; and no discrimination or preference in the passage of any of the said booms, or in tariff rates, shall be made in favor of or against the logs of any persons, passing through any of the said booms; and in fixing any rate or toll the Company shall not make any unjust or partial discrimination between different localities or persons.

Tariff of charges; approval and publication thereof.

No discrimination in rates.

14. The Company may, for its own use only, construct, acquire and operate telegraph and telephone lines in connection

Telegraph and telephone lines.

nection with their business and works upon the Ottawa river and the banks thereof.

Payment of directors.

15. At any annual meeting of the shareholders, or at any special general meeting, it shall be lawful to enact by-laws or pass resolutions for the remuneration of the directors.

Statement for Minister of Public Works and what it shall contain.

16. The Company shall annually, in the month of January, report to the Minister of Public Works for the time being; such report shall be under the oath of the treasurer of the Company and shall specify:—

- (1.) The actual cost of the work in cash;
- (2.) The amount of all money expended;
- (3.) The amount of the capital stock and how much paid in;
- (4.) The whole amount of tolls expended on such work;
- (5.) The amount received during the year from tolls and all other sources, stating each separately and distinguishing the tolls on different kinds of timber;
- (6.) The amount of dividends paid;
- (7.) The amount expended for repairs; and—
- (8.) The amounts of debts due by the Company, specifying the objects for which the debts respectively were incurred, and shewing the amount of outstanding debentures.

38 V., c. 77 and 39 V., c. 72 to apply.

17. All the provisions of the Act incorporating the Company and of the Acts amending the same, which are applicable to the Company, and not inconsistent with the provisions of this Act, shall apply and be continued under this Act.

Navigation not to be impeded.

18. Wherever a boom is permitted to be placed in such a position as to in any way interfere with the channel, the Company shall provide at its own cost and expense a sufficient number of men and there station them for the purpose of opening and closing the trip of the boom, which said trip shall not be less than four hundred and fifty feet in width, and the same shall be opened promptly and so as to cause no delay, and the necessary steps shall be taken for keeping the channel clear for the passage of vessels and rafts.

Equality of rights as to towing.

19. The Company, if they acquire and operate steamboats, shall afford facilities for towing timber and shall give at all times due and reasonable preference or advantage in towing timber, as against towing sawlogs, so that the owners of timber requiring to be towed shall not suffer any undue or unreasonable prejudice in any respect whatever.

Works may be assumed by the Crown.

20. Whenever it is found expedient for the public service, or to be for the general advantage of Canada, the Governor in Council may declare the Company dissolved and may declare all the works of the Company to vest in the

Crown, upon payment to the Company of the actual value of the works, to be decided by arbitrators, one of whom shall be appointed by the Minister of Public Works and one by the Company; and if they do not agree to the award, the judge of the Exchequer Court of Canada shall be the third arbitrator: Provided always, that in no case shall the actual value exceed the actual cost of the works. Compensation.

21. Whenever it is found expedient in the public interest that any portions of the Company's works should be removed from the Ottawa river, the Governor in Council may by order direct that such portion of the works be removed from the river; and the Company shall forthwith remove such works indicated in the said order, without any compensation whatever. Portions of works may be ordered to be removed.

SCHEDULE A.

No.

§

The Upper Ottawa Improvement Company.

Under and by virtue of the Act passed in the year of the reign of Her Majesty Queen Victoria and chaptered _____ and by virtue of a by-law of the directors of the Upper Ottawa Improvement Company, dated the _____ day of _____ 188____, the Upper Ottawa Improvement Company promises to pay the bearer at the Bank of British North America, in the city of Ottawa, the sum of _____ on the _____ day of _____ A. D. _____ and the half yearly coupons hereto attached, as the same shall severally become due.

Dated at _____ day of _____ in the County of _____, this _____, A. D. _____

President.

Treasurer

COUPON.

Coupon for interest and semi-annual instalment of The Upper Ottawa Improvement Company's debenture issued under by-law of the Upper Ottawa Improvement Company, dated the _____ day of _____, \$ _____ payable at the Bank of British North America, in the City of Ottawa, on _____ day of _____ A. D. 188____.

President.

Treasurer.

SCHEDULE B.

No. §

Debenture of the Upper Ottawa Improvement Company.

The Corporation of The Upper Ottawa Improvement Company hereby promises to pay to bearer at the Bank of British North America, in the City of Ottawa, the sum of _____ dollars of lawful money of Canada and interest thereon at six per cent. per annum, in equal annual instalments of _____ dollars, the first of such instalments to be paid on the _____ day of _____ A.D. 188 _____, pursuant to by-law passed by the directors of the said corporation dated _____ day of _____, 188 _____, to raise the sum of _____, pursuant to an Act passed in the _____ year of Her Majesty's reign, intituled "An Act relating to the Upper Ottawa Improvement Company."

*President.**Secretary.*

Coupon for first annual instalment of debenture number _____, of The Upper Ottawa Improvement Company issued under by-law passed by the directors on the _____ day of _____ 188 _____, \$ _____ payable at the Bank of British North America, in the city of Ottawa.

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51 VICTORIA.

CHAP. 103.

An Act to incorporate The Bronsons and Weston Lumber Company.

[Assented to 22nd May, 1888.]

WHEREAS Henry Franklin Bronson, of the city of Preamble.
 Ottawa, lumber merchant, Erskine Henry Bronson, of
 the city of Ottawa, lumber merchant, Abijah Weston, of
 Painted Post, in Steuben county, in the State of New York,
 one of the United States of America, lumber merchant,
 Frank Pierce Bronson, of the city of Ottawa, lumber mer-
 chant, and Walter Goodman Bronson, of the city of Ottawa,
 lumber merchant, have, by their petition, represented that
 they are desirous of becoming incorporated under the name
 of "The Bronsons and Weston Lumber Company," and have
 prayed that an Act may be passed for that purpose; and
 whereas it is expedient to grant the prayer of the said
 petition: Therefore Her Majesty, by and with the advice
 and consent of the Senate and House of Commons of
 Canada, enacts as follows:—

1. Henry Franklin Bronson, Erskine Henry Bronson, Incorporation.
 Abijah Weston, Frank Pierce Bronson, and Walter Goodman
 Bronson, and such other persons as hereafter become share-
 holders in the Company hereby incorporated, shall be and
 they are hereby constituted a body corporate and politic
 under the name of "The Bronsons and Weston Lumber Corporate
 Company," hereinafter called "the Company." name.

2. The Company may carry on throughout the Dominion Business of
 of Canada, and elsewhere, the business of lumberers, timber the company.
 merchants and manufacturers of timber and lumber, in all
 its branches, and also of pulp, wood pulp, and other products
 from wood or wood materials, and also the business of whar-
 fingers, vessel owners, general merchants and dealers; and
 may, for all or any of the purposes aforesaid, purchase, lease Powers as to
 or otherwise acquire any licenses to cut timber, timber real and other
 limits, lands, buildings, works, goods, wares or merchandise, property.
 and other property, real and personal, movable and immov-
 able,

able, and improve, manage, develop, lease, mortgage, exchange, sell, dispose of, turn to account or otherwise deal in and with the same: Provided, that nothing herein contained shall be construed as enabling the Company to acquire real estate beyond what is necessary for the carrying on of their business as aforesaid.

Proviso: for certain purposes only.

Certain business and property may be acquired.

3. The Company may also purchase, take over or otherwise acquire all or any of the business or businesses now being carried on by the firm of Bronsons and Weston at the city of Ottawa and elsewhere, and the whole or any of the goodwill, stock in trade, assets and property, real and personal, movable and immovable, of the firm of Bronsons and Weston, subject to the obligations, if any, affecting the same; and may pay the price thereof wholly or partly in cash, or wholly or partly in fully or partly paid up shares of the Company, or otherwise, and may also undertake, assume, guarantee or pay all or any of the obligations, liabilities, contracts and engagements of the firm of Bronsons and Weston, and also the obligations affecting the assets and property purchased from them.

Further provision as to the said acquisition.

Shares in certain companies may be acquired.

4. The Company may take or otherwise acquire shares in any boom or river improvement company, and may sell, hold or otherwise deal in the same.

Company may be party to certain instruments.

Proviso: no notes to be payable to bearer.

5. The Company may make, accept, indorse or execute cheques, promissory notes, bills of exchange, warehouse receipts and other negotiable instruments: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill payable to bearer, on demand, or intended to be circulated as money or as the note or bill of a bank.

Borrowing powers; and as to security for moneys borrowed.

6. The directors of the Company may, from time to time, at their discretion, borrow moneys for the purposes of the Company, and secure the repayment of any of the moneys so borrowed, or any other moneys owing by the Company, in such manner and upon such terms and conditions as they see fit, and in particular by the mortgage, pledge, hypothecation or charge of or on all or any of the assets and property of the Company.

Issue of debentures.

7. The directors of the Company, under the authority of the shareholders given at any general meeting called for the purpose and attended by shareholders, in person or by proxy, representing at least one half in value of the issued capital stock of the Company, may also, from time to time, create and issue debentures for sums of not less than one hundred dollars each, signed by the president or other presiding officer, and countersigned by the secretary, and payable to bearer or order; and the directors may sell or pledge the

said debentures for the purpose of borrowing money or of paying or securing the indebtedness of the Company; provided that the total amount of debentures at any time outstanding shall not exceed two hundred and fifty thousand dollars; and said debentures, if intended to be secured, may be secured by mortgages upon such of the property and assets of the Company as are described in the said mortgages; and the said mortgages may give to the holders of the said debentures or the trustee or trustees for such holders named in such mortgages, such powers, powers of sale, rights and remedies, as are specified in such mortgages.

Amount limited.

How secured.

8. The capital stock of the Company shall be six hundred thousand dollars, divided into six thousand shares of one hundred dollars each.

Capital stock and shares.

9. Henry Franklin Bronson, Erskine Henry Bronson, Abijah Weston, Frank Pierce Bronson and Walter Goodman Bronson shall be the first or provisional directors of the Company, and shall hold office until replaced by others duly appointed in their stead, and shall have and possess all the powers which are conferred upon directors by "The Companies Clauses Act" and this Act; and until otherwise ordered by by-law or resolution of the provisional directors, any three of them may call meetings of the provisional directors to be held at the city of Ottawa, at such times as they determine; provided that notice in writing, signed by the provisional directors calling any such meeting, of the date and place of holding the same, shall be mailed by registered letter to the address of the other directors, not less than ten days previously. A majority of the provisional directors shall form a quorum.

Provisional directors.

Meetings.

Notice thereof.

Quorum.

10. So soon as one hundred thousand dollars of the said capital stock have been subscribed and ten per cent. thereof paid into some chartered bank in Canada to the credit of the Company, the provisional directors, or any three of them, may call a general meeting of the shareholders of the Company to be held at the city of Ottawa, at such time as they determine, for the purpose of passing or ratifying the by-laws of the Company, of electing directors and of considering and determining upon any other business specified in the notice calling such meeting; and notice in writing, signed by the provisional directors calling any such meeting, of the date and place of holding the same, mailed by registered letter to the address of each shareholder not less than ten days previously, shall be deemed sufficient notice of such meeting.

First meeting of shareholders and proceedings thereat.

Notice thereof.

11. The directors and provisional directors of the Company may act notwithstanding any vacancy in their number: Provided, that if the number falls below three, the directors shall not, except for the purpose of filling vacancies, have power

Vacancies in the board of directors.

power to act so long as the number is below the said minimum.

Calls on
stock.

12. A call shall be deemed to have been duly made at the time when the resolution of the directors authorizing such call was passed.

Head office
and domicile.

Service of
process.

Domicile in
Ontario.

13. The head office of the Company shall be at the city of Ottawa, but every place in Canada at or in which the Company has an office or place of business shall be deemed to be a domicile of the Company; so that if any cause of action or suit arises against the Company within the Province or Territory in which such domicile is situate, service of any writ or process in such action or suit may be validly made upon the Company at such domicile, by delivering the same to the person then in charge of such office or place of business: Provided that the domicile of the Company in the Province of Ontario shall be at the said city of Ottawa.

Section 18 of
R.S.C., c. 118
not to apply.

14. Section eighteen of "*The Companies Clauses Act*," shall not apply to the Company hereby incorporated.

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51 VICTORIA.

CHAP. 104.

An Act authorizing the Town of Kincardine, in the County of Bruce, to impose and collect certain Tolls at the Harbor in the said Town.

[Assented to 22nd May, 1888.]

WHEREAS the Corporation of the town of Kincardine Preamble. have, in addition to the moneys granted to them by the Governor in Council, expended from time to time large sums of money, amounting to forty thousand dollars and upwards, being receipts from all sources, in improving the harbor at the said town, and the piers and wharves in connection therewith, and did, in order to raise a portion of the said sum of forty thousand dollars, under the authority of by-laws passed by the said Corporation, issue debentures to the amount of thirteen thousand dollars on the credit of the said Corporation; and whereas the improvements made at the said harbor are of great benefit and advantage to all persons conveying goods, wares, merchandise and chattels to and from the said town of Kincardine, and have afforded material facilities to navigation and entrance to and from the said harbor, and will, if maintained, continue to afford such advantages and facilities; and whereas also it is expedient further to improve the said harbor, piers and wharves; and whereas the Corporation of the town of Kincardine have, by their petition, prayed to be authorized to impose and collect tolls by by-laws on goods, wares, merchandise and chattels shipped on board of or landed from any vessel, boat or other craft in or at the said harbor at the said town of Kincardine or the basin or river connected therewith, and on logs, timber, spars or masts going into or upon or through the said harbor, and to employ the proceeds of such tolls, after deduction and payment of the expenses of the collection thereof, as hereinafter directed: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Corporation of the town of Kincardine is hereby authorized and empowered to pass by-laws for the imposition Corporation may levy harbor tolls.

Application thereof. Not to exceed rates in schedule. Approval of Governor in Council. When tolls shall cease.

tion and collection of tolls, to be employed, after payment of the expenses of collection, for the purpose of improving the said harbor and keeping in repair the same and the piers and wharves in connection therewith, on all goods, wares, merchandise and chattels shipped or landed on board or out of any vessel, boat or craft from or upon any part of the said harbor, basin, piers or wharves, and upon all logs, timber, spars or masts going into or through or upon the same or any part thereof, the said tolls not to exceed the rates set out in the schedule to this Act: Provided, that the by-law or by-laws imposing the said tolls shall be approved by the Governor in Council before having any force or effect; and provided further, that the power to collect such tolls shall cease in fifteen years after the passing of this Act.

Sale of goods for non-payment of tolls.

Notice.

Perishable goods.

Vessels, &c., liable for tolls.

Return to Parliament.

To be subject to future legislation.

2. If any person neglects or refuses to pay the tolls or dues to be collected under this Act and under any by-law passed under the authority hereof, the said Corporation or their officer, clerk or servant duly appointed, may seize and detain the goods, wares, merchandise and chattels, logs, timber, spars or masts on which the same are due and payable until such tolls or dues are paid; and if the said tolls or dues are unpaid for the space of fifteen days after the day of such seizure, the said Corporation, or their officer, clerk or servant aforesaid, may, by public auction, sell and dispose of the said goods, wares, merchandise and chattels, logs, timber, spars or masts, or such part thereof as is necessary to pay the said tolls or dues and the reasonable costs and charges of keeping and selling the same, —giving six days' notice of such sale by publishing the same in any newspaper published in the said town of Kincardine, or by notice printed or written, to be posted up in four of the most conspicuous places in the said town, and returning the overplus, if any, to the owner or owners thereof: Provided, that perishable goods or goods dangerous to be kept may be sold in like manner by public auction after a delay of twenty-four hours, in default of payment of dues and charges.

3. Every vessel, boat or other craft on board of which goods, wares, merchandise, chattels and other things are shipped shall be liable for the tolls or dues chargeable against such goods, wares, merchandise, chattels and other things, and in the event of non-payment thereof these may be detained until payment thereof is made.

4. An annual return shall be made to Parliament of the amounts collected under the said by-law or by-laws and of the manner in which the same have been expended.

5. The said harbor of the town of Kincardine and the works thereof shall be subject to the provisions of any Act

or Acts of the Parliament of Canada passed hereafter for the construction, improvement, regulation or maintenance of the said harbor.

— .

SCHEDULE.

	\$	cts.
Wheat, per bushel		1½
Rye		1½
Barley		1½
Flax seed		1½
Beans		1
Peas,		1½
Oats		1½
Timothy seed		2
Clover seed		3
Corn		1½
Potatoes and other roots, per bushel		1½
Onions, per bushel		1½
Onions, per barrel		1
Apples, per bushel		1½
Apples, per barrel		1
Plums, per crate or basket		1½
Peaches		1½
Cranberries, per barrel		10
Flour		1½
Oatmeal		1½
Cornmeal		1
Pork		3
Bacon and Ham, per 100 lbs		1½
Bacon and Ham, per ton		20
Beef, per barrel		3
Fish—Trout and Whitefish, per barrel		1½
Herring (Lake Huron)		1
" (Salt Water)		1½
Salmon		2
Cod Fish		1
In boxes		2
Water Lime and Plaster of Paris, per barrel		2
Land Plaster, per barrel		1
Potash		5
Pearl Ash		5
Salt imported in barrels or bags, per barrel or bag		1
Salt exported		Free.
" per ton		½
Molasses, per barrel		5
Whiskey		15
Beer, Ale or Porter, per barrel		10
" per half barrel		5
" per quarter barrel		3
" bottled, per barrel		5

	\$ cts.
Brandy, per barrel - - - - -	40
" per keg or half barrel - - - - -	20
" bottled, in cases, per dozen - - - - -	5
Gin or Rum, per barrel - - - - -	40
" per half barrel - - - - -	20
" per dozen, in case - - - - -	5
Wines, per barrel - - - - -	30
High-wines or Alcohol, per barrel - - - - -	40
Vinegar - - - - -	5
Paint Oil, boiled or raw - - - - -	15
Coal Oil - - - - -	3
All other Oils - - - - -	15
Varnish, per gallon - - - - -	$\frac{1}{2}$
Turpentine, per barrel - - - - -	20
Sugar, per 100 lbs. - - - - -	1
" per barrel - - - - -	3
Horses, per head - - - - -	10
Cattle - - - - -	5
Swine, Sheep or Calves, per head - - - - -	2
Square or Round Timber, per 100 ft. running measure - - - - -	$2\frac{1}{2}$
Sawed Lumber, per 1000 feet - - - - -	2
Shingles, per square - - - - -	$\frac{1}{4}$
Laths, per 1000 feet - - - - -	$\frac{1}{4}$
Coal of all kinds, per ton - - - - -	2
Pig or Scrap Iron - - - - -	8
Bar or Wrought Iron and Steel, per ton - - - - -	15
Nails or Spikes, per ton - - - - -	10
General Hardware - - - - -	30
Chain Cable Castings - - - - -	20
Grindstones - - - - -	10
Paints - - - - -	30
Nursery Produce - - - - -	30
Merchandise - - - - -	40
Earthenware, per crate or hhd - - - - -	10
Threshing Machines, each - - - - -	1.00
Reaping and Mowing Machines, each - - - - -	30
Horse Rakes, each - - - - -	15
Harness, per set - - - - -	5
Rollers - - - - -	10
Straw Cutters, each - - - - -	5
Root Shears - - - - -	5
Ploughs - - - - -	5
Double Waggon's - - - - -	25
Single Waggon's or Buggies, each - - - - -	25
Fanning Mills, each - - - - -	10
Lard or Butter, per keg or firkin - - - - -	1
Eggs, per barrel or box - - - - -	2
Bricks, per 1000 - - - - -	4
Bath Bricks, per box - - - - -	1
Furniture, per ton - - - - -	50

	\$	cts.
Hops, per 100 lbs. - - - - -		5
Cheese " - - - - -		2
Wool " - - - - -		5
Hides or Skins, green, per 100 lbs. - - - - -		1
" dry " - - - - -		2
Hay, per ton - - - - -		10
Leather, per ton - - - - -		50
Stave Bolts, per cord - - - - -		1½
Staves, per 1000 - - - - -		4
Shingle Bolts, per cord - - - - -		3
Bark " - - - - -		2
Wood " - - - - -		2
Cedar Posts, per 100 - - - - -		3
R. R. Ties " - - - - -		5
Field, Lake or small Quarry Stone, per cord - - - - -		5
Quarried Sand Stone, per ton - - - - -		5
Marble, per ton - - - - -		25
All other articles not above mentioned, per ton - - - - -		40

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51 VICTORIA.

CHAP. 105.

An Act to amend the Act to incorporate the Moncton Harbor Improvement Company.

[Assented to 4th May, 1888.]

Preamble. HER Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

**44 V., c. 52 ;
s. 22 repealed.** **1.** Section twenty-two of the Act passed in the forty-fourth year of Her Majesty's reign, chaptered fifty-two, intitled "*An Act to incorporate the Moncton Harbor Improvement Company,*" is hereby repealed and the following substituted therefor :—

New section.

**Offices of the
company.**

Meetings.

" **22.** The chief place of business of the Company shall be at the town of Moncton, in the Province of New Brunswick ; but the Company may, from time to time, by by-law, appoint and fix other places within or beyond the limits of Canada, at which the business of the Company may be transacted, and at which the directors or shareholders may meet, when called as determined by the by-laws ; or the Company may, by by-law, authorize the directors to fix and appoint such place or places of meeting, from time to time, as the said directors deem necessary."

**Sections 24
and 25 repealed ;
new sections.
Borrowing
powers.**

2. Sections twenty-four and twenty-five of the said Act are hereby repealed and the following substituted therefor :

" **24.** The Company may borrow, either in the Dominion of Canada or out of it, and either in sterling money or currency, and at such rate of interest as the directors from time to time agree upon, on mortgage bonds, debentures or other instruments, such sums of money from time to time as do not exceed in all the sum of five hundred thousand dollars ; and if, after having borrowed the whole or any part of such money, the Company pay off the same or part thereof, it shall be lawful for them again to borrow such sum as is necessary, and so, from time to time, to re-borrow, provided that the whole amount borrowed does not, at any time, exceed the sum of five hundred thousand dollars ; and for

**Amount
limited.**

securing the repayment of the money so borrowed, with interest, the Company may mortgage, encumber and assign the real estate, works, rates, revenues and rents, and all other sums of money or assets due, payable or coming due and belonging to the Company, or any of the same, and may give bonds or debentures in such manner as appears most expedient, payable either in currency or sterling money, and either within or without the Dominion; and such bonds, debentures or other securities to be granted may be made payable to bearer, or be made transferable by simple indorsement or otherwise, as the directors see fit: Provided always, that no such bond or debenture or other security shall be made or granted for a less sum than one hundred dollars.”

Security by mortgage of company's property.

Form of bonds.

No bond for less than \$100.

“ 25. The respective obligees in such bonds or debentures, secured by the real estate, works, rates, revenues, rents or moneys of the Company, shall, proportionally according to the amount of money secured thereby, be entitled to be paid out of the real estate, works, rates, revenues, rents and moneys of the Company, the respective sums in such bonds or debentures or securities mentioned and thereby intended to be secured, without any preference one above another by reason of priority of date of any such bond, debenture or security or of the meeting at which the same was authorized, or otherwise howsoever.”

Equal rights of bondholders.

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51 VICTORIA.

CHAP. 106.

An Act respecting the York Farmers Colonization Company.

[Assented to 22nd May, 1883.]

Preamble.

WHEREAS the York Farmers Colonization Company (Limited) was duly incorporated by letters patent under the Great Seal of Canada issued in pursuance of "*The Canada Joint Stock Companies' Act, 1877*," and dated the twelfth day of May, one thousand eight hundred and eighty-two, and recorded on the twenty-sixth day of May, one thousand eight hundred and eighty-two, in liber eighty-four, folio one hundred and sixty-seven, and the nominal capital stock of the said company was fixed at the sum of three hundred thousand dollars, divided into three thousand shares of one hundred dollars each; and whereas one hundred and fifty thousand dollars have been subscribed for and issued, the remaining one hundred and fifty thousand dollars thereof being still unissued; and whereas the Company have petitioned for authority to reduce the amount of their said capital stock and to accept surrenders of shares in their capital stock in lieu of lands and other property of the Company and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Capital stock reduced.

1. The capital stock of the said Company is hereby reduced to the sum of one hundred and eighty thousand dollars, divided into three thousand shares of sixty dollars each, so that the shares of the said capital stock shall hereafter be sixty dollars each instead of one hundred dollars,—the reduction of forty per cent. hereby made including the unpaid portion of the said shares to the extent of forty per cent.; and each of the present shareholders shall be holders of a like number of new shares, fully paid up, provided all previous calls have been paid thereon.

Surrender of shares and consideration therefor.

2. Any shareholder of the said Company may surrender to the Company the whole or part of the shares held by him,

him, and may receive from the Company, in consideration thereof, lands or other property of the Company, and the Company may accept from any shareholder a surrender of the whole or part of the shares held by him, and may grant, convey and transfer to the shareholder, in consideration thereof, lands or other property of the Company; and on such surrender being made the shares so surrendered shall be, *ipso facto*, cancelled, and the capital stock of the Company and the number of shares thereof shall thereby become reduced accordingly.

Effect of surrender.

3. No lands or other property of the Company shall be granted, conveyed or transferred in consideration of surrendered shares, except in accordance with the terms and conditions of a by-law or by-laws passed at a general meeting of shareholders.

Transfer of land to be under by-law

4. Nothing in this Act shall lessen or vary the liability of the shareholders of the said Company to the present creditors thereof.

Creditor's rights saved.

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51 VICTORIA.

CHAP. 107.

An Act to amend the Act to incorporate the Board of Management of the Church and Manse Building Fund of the Presbyterian Church in Canada, for Manitoba and the North-West.

[Assented to 22nd May, 1888.]

Preamble.

46 V., c. 97.

WHEREAS the Board of Management of the Church and Manse Building Fund of the Presbyterian Church in Canada, for Manitoba and the North-West, have prayed that the Act passed in the forty-sixth year of Her Majesty's reign, chaptered ninety-seven, incorporating the said board may be amended, 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:—

Operations of the board may be extended.

1. Notwithstanding anything contained in the said Act, the objects for which the corporation thereby created was incorporated, as expressed in the second section of the said Act, and all the powers conferred upon the said corporation, as expressed in the fourth section of the said Act, shall not be limited to the Province of Manitoba and the North-West, but shall extend to and may be exercised throughout all that part of the Dominion of Canada which is, at the time of the passing of this Act, included within the limits or bounds of the Synod of the Presbyterian Church in Canada known as and styled "The Synod of Manitoba and the North-West Territories."

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51 VICTORIA.

CHAP. 108.

An Act to incorporate the Nisbet Academy of Prince Albert.

[Assented to 22nd May, 1888.]

WHEREAS the Rev. Robert Jardine, B.D., the Rev. Alexander Campbell, B.A., Alexander Sproat, D.L.S., James Macarthur, Hugh U. Bain, M.D., John Stewart, Robert Crawford, M.N.W.C., James Clinkskill, the Rev. James Robertson, the Rev. Alexander Urquhart, Adam McBeath and William Craig have, by their petition, represented that an educational institution has been for some time and is now in operation in the town of Prince Albert, in the Provisional District of Saskatchewan, in connection with and under the authority of the General Assembly of the Presbyterian Church in Canada; and whereas it would tend to advance and extend the usefulness of the said institution and promote the purposes for which it has been established, that it should be incorporated; and whereas the said persons have, by their said petition, prayed to be incorporated: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. The Rev. Robert Jardine, B.D., the Rev. Alexander Campbell, B.A., Alexander Sproat, D.L.S., James Macarthur, Hugh U. Bain, M.D., John Stewart, Robert Crawford, M.N.W.C., James Clinkskill, the Rev. James Robertson, the Rev. Alex. Urquhart, Adam McBeath and William Craig, and such persons as may, from time to time, be elected as trustees, as hereinafter provided, and their successors, shall be and are hereby constituted a body politic and corporate, by and under the name of "The Trustees of the Nisbet Academy of Prince Albert," for the education of youth of both sexes in the various branches of liberal culture and classical and scientific knowledge, and for the imparting of moral and religious instruction in harmony with the principles of the Presbyterian Church in Canada.

Incorporation.

Corporate name.

2. The said Corporation may, from time to time, acquire, hold, possess and enjoy, and may have, take, and receive for them

Powers as to real estate necessary for Academy...

them and their successors any lands, tenements and real and immovable property and estate necessary for actual use and occupation as Academy buildings and offices, residences for the teachers, students and officers, with gardens or pleasure grounds pertaining thereto, and the same may sell, alienate and dispose of, and others in their stead purchase, acquire and hold for the uses and purposes aforesaid.

Powers as to
other real
estate.

3. The Corporation may acquire any other real estate or interest therein by purchase, gift, devise, or bequest, and may hold such estate, or interest therein for a period of not more than ten years; and the same or any part thereof or interest therein which has not within the same period been alienated or disposed of shall revert to the party from whom the same was acquired, his heirs or other representatives; and the proceeds of such property as has been disposed of during the said period may be invested by the board of trustees in the public securities of the Dominion of Canada or of the several Provinces, or on first mortgages on improved real estate, or in other approved securities, for the use of the Corporation.

Investment of
proceeds.

Board of trust-
tees.

4. The affairs of the Corporation shall be managed by a board of trustees consisting of twelve members, and the said Robert Jardine, Alexander Campbell, Alexander Sproat, James Macarthur, Hugh U. Bain, John Stewart, Robert Crawford, James Clinkskill, James Robertson, Alexander Urquhart, Adam McBeath and William Craig shall be, and are hereby constituted a provisional board of trustees, and shall continue to hold office until a board of trustees is appointed as hereinafter mentioned.

Appointment
of the board.

5. The board of Trustees shall be appointed by the Synod of Manitoba and the North-West Territories of the Presbyterian Church in Canada, in such manner as the Synod from time to time determines, and any vacancy occurring from time to time by death, resignation or from any other cause shall be filled by the said Synod in the like manner. The trustees shall have power to act notwithstanding any vacancy or vacancies on the board. In the event of the said Synod of Manitoba and the North-West Territories being at any time divided by the General Assembly into two or more Synods, then the right of appointment to the said board of trustees shall vest in that Synod of the Presbyterian Church in Canada, by whatever name known, within whose bounds the said Academy is situated. The board of trustees shall report annually to the Synod.

If the Synod
is divided.

Annual re-
port.

Powers of the
board.

6. The board of trustees shall have the whole management of the financial affairs of the Corporation, shall receive and disburse all moneys, control, keep and manage all its property and transact all business relating to property
and

and moneys committed to its care, and shall, at all times, and in all things, observe and obey the orders and instructions of the said Synod.

7. The principal and first male assistant of the Academy, together with three members of the board of trustees nominated by the said board annually for the purpose, shall constitute the executive of the Academy, to whom shall be entrusted the reception, academical superintendence and discipline of the students and of all persons within the Academy.

The executive and its powers.

8. The power of appointing and removing teachers in the Academy is vested in the board of trustees.

Appointment of teachers.

9. The Synod may, from time to time, make rules or by-laws for the government of the Corporation and for the guidance of the board of trustees, and may alter, amend and annul the said rules or by-laws from time to time, provided that such rules or by-laws are not contrary to this Act or repugnant to the laws in force in the North-West Territories.

Synod may make by-laws.

10. The said rules or by-laws, and any alterations thereof or amendments thereto, shall be entered from time to time in a book furnished by the Corporation for such purpose, and signed by the Moderator of the Synod at which they are adopted or passed, and by the clerk thereof, and such book shall be deposited among the records of the Corporation.

By-laws to be recorded.

11. A copy of the said rules or by-laws, certified by the clerk or one of the clerks (if there be more than one) of the said Synod, shall be admitted and received as evidence of the said rules or by-laws and of the contents thereof in any court in the North-West Territories, and for all purposes, without proof of the signature of the said clerk.

Evidence of by-laws.

12. The General Assembly of the Presbyterian Church in Canada may appoint annually two visitors to whom the books, accounts and affairs of the Academy shall be open for inspection, and who shall have power to report to the General Assembly on all matters affecting the Academy, as they deem advisable.

Visitors.

13. All and every the estate and property, real and personal, held by any person as trustee for or on behalf of the educational institution mentioned in the preamble of this Act, and all debts, claims and rights due to any person for the purposes of the said institution are hereby vested in the Corporation hereby established, and all debts due by,

As to existing property and liabilities of the institution.

and all claims against, any person on behalf of the said institution shall be paid, discharged and satisfied by the said Corporation.

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51 VICTORIA.

CHAP. 109.

An Act for the relief of Andrew Maxwell Irving.

[Assented to 22nd May, 1888.]

WHEREAS Andrew Maxwell Irving, of the city of ^{Preamble.} Toronto, in the Province of Ontario, clerk, has, by his petition, humbly set forth that on the thirty-first day of August, in the year of Our Lord one thousand eight hundred and eighty-five, he was married to Marie Louise Irving, formerly Marie Louise Skelton; that there was born of the said marriage one child, still living; that on the first day of October, one thousand eight hundred and eighty-seven, the said Marie Louise Irving deserted her said husband and went to the city of Buffalo, in the State of New York, and has not since the said first day of October, one thousand eight hundred and eighty seven, resided with the said Andrew Maxwell Irving; that shortly after the said Marie Louise Irving deserted him as aforesaid he the said Andrew Maxwell Irving discovered, as the fact was, that the said Marie Louise Irving had been leading an irregular life, and had been committing adultery with divers persons during the months of July, August, September and October, in the year of Our Lord one thousand eight hundred and eighty-seven; and whereas the said Andrew Maxwell Irving has humbly prayed that the said marriage may be dissolved so as to enable him to marry again, and that the custody of the said child may be given to him, and that such further relief may be afforded him as may be deemed meet; and whereas the said Andrew Maxwell Irving has proved the allegations in his said petition, and has established the acts of adultery therein set forth, and it is expedient that the prayer of the said petition should be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The marriage between the said Andrew Maxwell Irving and the said Marie Louise Irving, his wife, is hereby dissolved, and shall be from henceforth null and void to all intents and purposes whatsoever. ^{Marriage dissolved.}

A. M. Irving
may marry
again.

2. The said Andrew Maxwell Irving may, at any time hereafter, contract matrimony with any other woman whom he might lawfully marry in case the said first mentioned marriage with the said Marie Louise Irving had not been solemnized.

Rights of his
subsequent
issue.

3. In case of the said Andrew Maxwell Irving hereafter marrying any woman whom it would have been lawful for him to marry if he and the said Marie Louise Irving had not intermarried, and of there being any issue born to him of such subsequent marriage, the said issue so born shall be and the same are hereby declared to be to all intents and purposes legitimate, and the right of them, the said issue, and each of them, and their respective heirs, as respects their and each of their capacity to inherit, have, hold, enjoy and transmit all and all manner of property, real or personal, of any nature or kind whatsoever from any person or persons whomsoever, shall be and remain the same as they would have been, to all intents and purposes whatsoever, if the marriage between the said Andrew Maxwell Irving and Marie Louise Irving had not been solemnized.

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51 VICTORIA.

CHAP. 110.

An Act for the relief of Catherine Morrison.

[Assented to 22nd May, 1888.]

WHEREAS Catherine Morrison, of the city of Ottawa, in the County of Carleton and Province of Ontario, wife of John F. Morrison, hath, by her petition, humbly set forth that, on the fifth day of October in the year of our Lord one thousand eight hundred and eighty, she was lawfully married to the said John F. Morrison, at the city of Montreal, in the Province of Quebec, according to the rites and ceremonies of the Presbyterian Church of Canada in connection with the Church of Scotland; that the said marriage was by license; that three children were born of said marriage, of whom one only, Catherine Margaret Morrison, survives; that the said Catherine Morrison and John F. Morrison lived and cohabited together as husband and wife from the date of such marriage up to about the first day of January, one thousand eight hundred and eighty-three, when the said Catherine Morrison, owing to cruel assaults on her person by the said John F. Morrison, was obliged to withdraw from his residence and to reside with her father; that subsequently, becoming reconciled, the said Catherine Morrison and the said John F. Morrison again lived and cohabited together as man and wife from about the first day of April, one thousand eight hundred and eighty-five, up to the ninth day of June, one thousand eight hundred and eighty-seven; that during said interval the said John F. Morrison was much addicted to the use of intoxicating liquors and was accustomed to cruelly assault and otherwise ill-treat the said Catherine Morrison; that on said last mentioned day the said John F. Morrison deserted the said Catherine Morrison and, whilst he was married as aforesaid, on said last mentioned day at the said city of Ottawa, feloniously and unlawfully did marry and take to wife one Maria Sullivan, against the form of the Statute in that case made and provided, and subsequently did commit adultery with the said Maria Sullivan, both at the city of Ottawa, and in the county of Carleton; that subsequently the said John F. Morrison

Morrison was duly convicted of said felony by a court of competent jurisdiction holden at Ottawa aforesaid, and sentenced to a term of penal servitude of two years with hard labor, which sentence he is now undergoing; that the said Catherine Morrison made the discovery of the said adultery about the eleventh day of June, one thousand eight hundred and eighty-seven, and has never cohabited with her said husband since, but has since lived apart from him; and that the said Catherine Morrison is desirous of having the said marriage dissolved, annulled and put an end to, so that she may be free from the same, and may be enabled to contract matrimony with any other person with whom it would be lawful for her to contract matrimony if they the said Catherine Morrison and John F. Morrison had not intermarried, and that she may have the custody of the said child; and whereas it is expedient that the prayer of the said petition should be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Marriage dissolved.

1. The said marriage between the said Catherine Morrison and the said John F. Morrison, her husband, is hereby dissolved, and shall be henceforth null and void to all intents and purposes whatsoever.

Control of child.

2. The said Catherine Morrison shall have the custody and sole control of the person of her said daughter, Catherine Margaret Morrison, without any right of interference whatsoever on the part of the said John F. Morrison.

C. Morrison may marry again.

3. The said Catherine Morrison may, at any time hereafter, marry any other man whom she might lawfully marry in case the said marriage had not been solemnized.

Rights of her subsequent issue.

4. In case of the said Catherine Morrison again contracting matrimony with any person with whom it would have been lawful for her to contract matrimony if they the said Catherine Morrison and the said John F. Morrison had not intermarried and having any issue born of her to such person, the said issue shall be, to all intents and purposes, legitimate, and the rights of them the said issue and each of them and of their respective heirs, as respects their and each of their capacity to inherit, have, hold, enjoy and transmit all and any manner of property, real and personal, of what nature or kind soever, from any person or persons whomsoever, shall be and remain the same as they would have been to all intents and purposes whatsoever, if the said marriage between the said Catherine Morrison and John F. Morrison had not taken place.



51 VICTORIA.

CHAP. III.

An Act for the relief of Eleonora Elizabeth Tudor.

[Assented to 22nd May, 1888.]

WHERAS Dame Eleonora Elizabeth Tudor, of the city of Preamble. Montreal, in the Province of Quebec, wife of Frederick Levey Hart, of the same place, gentleman, hath, by her petition, set forth that, on the fourth day of October, one thousand eight hundred and seventy one, she was lawfully married at the city of Boston, in the State of Massachusetts, one of the United States of America, to the said Frederick Levey Hart; that they cohabited together as husband and wife until the year one thousand eight hundred and eighty-four, when the said Frederick Levey Hart became a constant and habitual frequenter of houses of ill-fame in the said city of Montreal, and committed adultery with certain women named in the evidence; that the said Frederick Levey Hart has ever since continued to live apart from the said Eleonora Elizabeth Tudor, and has by his said conduct dissolved the bonds of matrimony on his part; and that there were born of the marriage of the said Eleonora Elizabeth Tudor with the said Frederick Levey Hart four children now living, namely, Mary Edith Effie Tudor Hart, aged about fifteen years, Ernest Percival Tudor Hart, aged about fourteen years, Edith Ethel Alice Hart, aged about eleven years, and William Owen Tudor Hart, aged about three years; and whereas the said Eleonora Elizabeth Tudor has humbly prayed that the said marriage may be dissolved and that she be authorized and empowered to marry again, and that she may have the custody and sole and absolute control of the said children, Mary Edith Effie Tudor Hart, Ernest Percival Tudor Hart, Edith Ethel Alice Hart, and William Owen Tudor Hart, issue of her marriage with the said Frederick Levey Hart, and that such further relief may be afforded her as may seem meet; and whereas the said Eleonora Elizabeth Tudor has proved the allegations of her said petition, and has established the adultery above mentioned, and it is expedient that the prayer of her said Petition should

should be granted : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

Marriage dissolved.

1. The said marriage between the said Eleonora Elizabeth Tudor and Frederick Levey Hart, her husband, is hereby dissolved, and shall be henceforth null and void to all intents and purposes whatsoever.

E. E. Tudor may marry again.

2. The said Eleonora Elizabeth Tudor may, at any time hereafter, marry any man whom she might lawfully marry in case the said marriage with the said Frederick Levey Hart had not been solemnized.

Custody of children.

3. The said Eleonora Elizabeth Tudor shall have the permanent custody and sole and absolute control of the persons of her said children, Mary Edith Effie Tudor Hart, Ernest Percival Tudor Hart, Edith Ethel Alice Hart, and William Owen Tudor Hart, without any right of interference whatsoever on the part of the said Frederick Levey Hart.

Rights of her subsequent issue.

4. In the case of the said Eleonora Elizabeth Tudor hereafter marrying, she and the man whom she so marries, and the issue, if any, of such marriage, shall have and possess the same rights in every respect as if her said marriage with the said Frederick Levey Hart had not been solemnized.

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SECOND SESSION, SIXTH PARLIAMENT, 51 VICTORIA, 1888.

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