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3d Session, 3d Parliament, 13 Victoria, 1850.

BILL.

An Act to Incorporate the Quebec
and St. Andrews Railroad Com-
pany.

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June, 1850.

Second Reading, Monday, 17th June, 1850.

MR. CHAUVEAU.

J. J.

BILL.

An Act to Incorporate the Quebec and St. Andrews Railroad Company.

WHEREAS the construction of a Railroad from Point Preamble.
Levi, opposite the City of Quebec, or any other
station on the River St. Lawrence, to the boundary line
between Lower Canada and New Brunswick, to intersect
5 any Railroad line that may be made from St. Andrews or
any other part of the Province of New Brunswick, would
be of great public utility, and it is deemed advisable to
grant encouragement to such enterprising persons as may
be desirous and willing, at their own cost and charges, to
10 make and maintain a Railroad in the direction aforesaid,
by granting to them an Act of Incorporation, with power
to establish branches to any part of the Province, as also
to ply Steam Vessels on any part of the waters of Cana-
da as the Company may deem advisable: Be it therefore
15 enacted, &c.

And it is hereby enacted by the authority of the same,
That

A Joint Stock
Company formed
for the
purpose of con-
structing a
Railroad from
St. Lawrence
to the bound-
ary line be-
tween Lower
Canada and
New Brun-
swick.

and such other persons as shall
from time to time become proprietors of shares in the
20 Company hereby established, their successors and assigns,
shall be and they are hereby declared, ordained and con-
stituted to be a Corporation, Body Politic and Corporate,
by the name of *The Quebec and St. Andrews Railroad*
Company, and shall by that name have perpetual succes-
25 sion; and shall also have power and authority to pur-
chase, hold and enjoy lands, tenements and hereditaments,
to them and their successors and assigns, for making the
said Railroad, and for settlers on the line of the said Railroad,
and generally for the purposes of carrying the provisions
30 of this Act into effect; and also that they, the said Com-
pany, shall, from time to time, and at all times, have full
power and authority to constitute, make, ordain and es-
tablish such By-laws, regulations and ordinances, as may
be deemed necessary for the good rule and government
35 of the said Company, subject nevertheless to the provi-
sions hereinafter contained, and provided that such By-

laws, regulations and ordinances as may be deemed necessary be not contradictory or repugnant to the Laws of this Province.

Capital Stock of the Com-pany. II. And be it enacted, That the capital stock of the Company hereby established shall be seven hundred and fifty thousand pounds, to be paid in current money of this Province; the whole amount of the said capital stock to be divided into thirty thousand shares of twenty-five pounds each; which shares shall be vested in the persons hereinbefore named, and such other persons as may take shares in the said Company, their successors or assigns; and upon taking such shares, they shall deposit in the Bank of Quebec, Bank at Montreal, or at Messrs. Glynn, Halifax & Co., London, the sum of two pounds ten shillings per share, current money aforesaid; and the remaining amount of such shares shall be called in as the work progresses, in such parts and amount per share as the Directors of the said Company may deem necessary: provided always, that two pounds ten shillings per share shall be the greatest amount of any one call which the said Directors may make on the share holders, and two months, at the least, shall be the interval between successive calls; and sixty days previous notice of payment being required for any one call shall be given in one of the newspapers published at Montreal and in one or more newspapers published in the City of Quebec; and on demand of the holder of any share, the Company shall cause a certificate of the proprietorship of such share to be delivered to such shareholder, and the same may be according to the form in the schedule A, to this Act annexed, or to the like effect; and the said shares shall be deemed personal estate, and transferable as such, and shall not be deemed or taken to be of the nature of real property; and every such share shall entitle the holder thereof to a proportionate part of the profits and dividends of the said Company; provided also that the money so to be raised as aforesaid shall be laid out in making, completing and maintaining the said Railroad and other the purposes therewith connected, mentioned in this Act, and in payment of the legal and other expenses incurred in and about the incorporating and establishing the said Company, and to no other use or purpose whatsoever.

Number of shares. 5
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Proviso.

Directors may pay interest on sums called on, in respect of the shares at 4 per cent until the said Railroad be completed. III. And be it enacted, That it shall be lawful for the Directors of the said Company, until the said Railroad shall be completed and opened to the public to pay interest at any rate not exceeding four pounds per centum per annum, on all sums called up in respect of the shares, from the respective days on which the same shall be paid, such interest to accrue and be paid at such times and places as the said Directors shall appoint for that purpose: Provided always, that no interest shall accrue

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to the proprietor of any share upon which any call shall be in arrear in respect of such shares or any other share to be holden by the same proprietor during the period during which such call shall be unpaid.

5 IV. And be it enacted, That the certificate of the proprietorship of any share in the said Company, shall be admitted in all Courts as *prima facie* evidence of the title of any shareholder, his executors, administrators, successors, or assigns, to the share therein specified; nevertheless, the
10 want of such certificate shall not prevent the holder of any share from disposing thereof.

Certificate of Proprietorship of any share in the said Company is *prima facie* evidence of the title of any Shareholder.

V. And be it enacted, That no shareholder shall be entitled to transfer any share after any call shall have been made in respect thereof, until he or she shall have
15 paid all calls, for the time being, due on every share held by him or her.

Transfer of shares not allowed after any call shall have been made in respect thereof.

VI. And be it enacted, That the said Company shall not be bound to see to the execution of any trust, whether express, implied, or constructive, to which any of the said
20 shares may be subject; and the receipt of the party in whose name any such share shall stand in the books of the said Company, or if it stands in the name of more parties than one, the receipt of one of the parties named
25 in the registry of shareholders, shall, from time to time, be a sufficient discharge to the said Company, for any dividends or other sum of money payable in respect of such share, notwithstanding any trusts to which such share may then be subject, and whether or not the said
30 Company have had notice of such trusts; and the said Company shall not be bound to see to the application of the money paid upon such receipt.

Company not bound to see to the execution of any trust to which any of the said shares may be subject.

VII. And be it enacted, That the several persons who have, or shall hereafter subscribe any money towards the said undertaking, or their legal representatives, respectively, shall pay the sums respectively so subscribed,
35 or such portion thereof as shall, from time to time, be called for by the Directors of the said Company, at such times and places as shall be appointed by the said Directors; and with respect to the provisions in this Act
40 contained for enforcing the payment of the calls, the word shareholder shall extend to, and include the personal representatives of such shareholder.

Shareholders to pay the sums subscribed by them or portions thereof when called for by the Directors.

Extent and meaning of Shareholder under this Act.

VIII. And be it enacted, That it shall be lawful for the Directors of the said Company, from time to time, to
45 make such calls of money upon the respective shareholders, in respect of the amount of Capital respectively subscribed or owing by them, as they shall deem necessary, provided that sixty days' notice, at the least, shall be given of each call as aforesaid, and that no call exceed

Directors may make such calls for money upon the Shareholders as they shall deem necessary.

the prescribed amount aforesaid, and that successive calls be not made at less than the prescribed intervals aforesaid; and every shareholder shall be liable to pay the amount of the call so made, in respect of the shares held by him, to the persons and at the times and places, from time to time, appointed by the said Company, or the Directors thereof. 5

Shareholder not paying a call to which he is liable becomes liable for interest on the same.

IX. And be it enacted, That if before, or on the day appointed for payment, any shareholder do not pay the amount of any call to which he is liable, then such shareholder shall be liable to pay interest for the same, at the rate allowed by law, from the day appointed for the payment thereof, to the time of the actual payment. 10

Company may receive from any Shareholder in advance the whole of the monies due on their respective shares.

X. And be it enacted, That it shall be lawful for the said Company, if they think fit, to receive from any of the shareholders willing to advance the same, all, or any part of the moneys due upon their respective shares, beyond the sums actually called for, and upon the principal moneys so paid in advance, or so much thereof, as, from time to time, shall exceed the amount of the calls then made upon the shares in respect of which such advance shall be made, the Company may pay interest at such rate, not exceeding the legal rate of interest for the time being, as the shareholder paying such sum in advance may agree upon. 20 25

Company may sue any Shareholder who fails to pay the amount of any call.

XI. And be it enacted, That if at the time appointed by the said Company, or the Directors thereof, for the payment of any calls, any shareholder fail to pay the amount of such call, it shall be lawful for the said Company to sue such shareholder for the amount thereof, in any Court of Law or Equity, having competent jurisdiction, and to recover the same, with lawful interest, from the day on which such call was payable. 30

In any action brought by the Company against any Shareholder it is not necessary to set forth the special matter.

XII. And be it enacted, That in any action or suit to be brought by the said Company, against any shareholder to recover any money due for any call, it shall not be necessary to set forth the special matter, but it shall be sufficient for the said Company to declare that the Defendant is the holder of one share, or more, in the said Company, (stating the number of shares,) and is indebted to the said Company, in the sum of money to which the calls in arrear shall amount, in respect to one call or more, upon one share or more, (stating the number and amount of each of such calls,) whereby any action hath accrued to the said Company by virtue of this Act. 40 45

What proof is sufficient in such action.

XIII. And be it enacted, That on the trial or hearing of such action, it shall be sufficient to prove that the Defendant, at the time of making such call, was a holder of one share or more in the said undertaking, and that such

call was in fact made, and such notice thereof given as is directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matter whatsoever; and thereupon
 5 the said Company shall be entitled to recover what shall be due upon such calls and interest thereon, unless it shall appear either that any such call exceeds the prescribed amount aforesaid, or that due notice of such call was not given, or that the prescribed interval between
 10 two successive calls had not elapsed as aforesaid.

XIV. And be it enacted, That the production of the register of shareholders shall be *prima facie* evidence of such Defendant's being a shareholder, and of the number and amount of his shares.

Register of Shareholder, *prima facie* evidence of debt being a Shareholder.

15 XV. And be it enacted, That if any shareholder fail to pay any call payable by him, together with the interest, if any, that shall have accrued thereon, the Directors of the said company, at any time after the expiration of two months from the day appointed for the payment of such
 20 call, may declare the shares in respect of which such call was payable, forfeited, and that, whether the said Company have sued for the amount of such call or not.

Directors may declare a share forfeited when Shareholder has not paid after two months.

XVI. And be it enacted, That before declaring any share forfeited, the Directors of the said Company shall
 25 cause notice of such intention to be left, or transmitted, by the post to the usual or last place of abode of the person appearing by the register of shareholders to be the proprietor of such share; and if the holder of any such share be beyond the limits of this Province, or if his
 30 usual or last place of abode be not known to the said Directors, by reason of its being imperfectly described in the shareholders' address book, or otherwise, or if the interest in any share shall be known by the said Directors to have become transmitted otherwise than by transfer,
 35 and so as the address of the parties to whom the said share or shares may, for the time being, belong, shall not be known to the said Directors, the said Directors shall give public notice of such intention in one of the newspapers published in Montreal, and in one or more of the news-
 40 papers published in the City of Quebec; and the several notices aforesaid shall be given twenty-one days, at least, before the said Directors shall make such declaration of forfeiture.

What is necessary before a share be declared forfeited.

XVII. And be it enacted, That the said declaration of
 45 forfeiture shall not take effect so as to authorize the sale or other disposition of any share, until such declaration shall have been confirmed at the next general meeting of the said Company, to be held after such notice of intention to make such declaration of forfeiture shall have been
 50 given, and it shall be lawful for the said Company to con-

Declaration of forfeiture not to have entire effect until confirmed at general meeting of the Company.

firm such forfeiture at any such meeting, and by an order at such meeting, or at any subsequent general meeting, to direct the share or shares so forfeited to be sold or otherwise disposed of.

After such confirmation Directors may sell the forfeited share.

XVIII. And be it enacted, That after such confirmation as aforesaid, it shall be lawful for the said Directors to sell the forfeited share by public auction, and if there be any more than one forfeited share, then either separately or together, as to them shall seem fit; and any shareholder may purchase any forfeited share sold as aforesaid. 5 10

Affidavit of the forfeiture of a share in the manner herein required is sufficient evidence of the facts therein stated.

XIX. And be it enacted, That an affidavit by some credible person not interested in the matter, sworn before any Justice, or before any Commissioner for taking affidavits in the Superior Court, that the call in respect of a share was made, and notice thereof given, and that default in payment of the call was made, and that the forfeiture of the share was declared and confirmed in manner hereinbefore required, shall be sufficient evidence of the facts therein stated; and such affidavit and the receipt of the Treasurer of the said Company for the price of such share, shall constitute a good title to such share; and a certificate of Proprietorship shall be delivered to such purchaser, and thereupon he shall be deemed the holder of such share, discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such sale. 15 20 25

And such affidavit with the receipt of the Treasurer of the said Company for the price of a share to constitute a title to such share.

Company not to sell or transfer more of the shares of such defaulter than will suffice to pay for arrears by him due.

XX. And be it enacted, That the said Company shall not sell or transfer more of the shares of any such defaulter than will be sufficient, as nearly as can be ascertained at the time of such sale, to pay the arrear then due from such defaulter on account of any calls together with interest and the expenses attending such sale and declaration of forfeiture; and if the money produced by the sale of any such forfeited shares be more than sufficient to pay all arrears of calls and interest thereon due at the time of such sale, and the expence attending the declaration of forfeiture and sale thereof, with the proof thereof, and certificate of proprietorship to the purchaser, the surplus shall, on demand be paid to the defaulter. 30 35 40

Shares may revert to the defaulter in case the arrears be paid by him before he sale of the share.

XXI. And be it enacted, That if payment of such arrears of calls, and interest and expenses, be made before any share or shares so forfeited and vested in the said Company shall have been sold by Public Auction as aforesaid, such share or shares shall revert to the party or parties to whom the same belonged before such forfeiture, in such manner as if such calls had been duly paid. 45

XXII. And be it enacted, That so soon as five thousand shares of the Capital Stock of the said Company shall have been subscribed, and the deposit of two pounds ten shillings per share shall have been actually paid as afore-
 5 said, and not before, it shall be lawful for the said Company, and they are hereby authorized and empowered, by themselves their deputies, agents, officers, and workmen to make, construct, and finally complete, alter and keep
 10 in repair, a Railroad with one or more sets of rails or tracks, with all suitable bridges, archways, tunnels, viaducts, turnouts, culverts, drains, and all other necessary appendages, and to erect such wharves buildings, warehouses,
 and stores, on the line of the said Railroad, and to purchase and acquire such stationary or locomotive steam
 15 engines, and carriages, wagons, and other machinery and contrivances, and real or personal property, as may be necessary for the making and maintaining the said Railroad, and for the transport of passengers and merchandise thereon, and for other purposes of this Act, and may hold and
 20 possess the land over which the said Railroad is to pass and such adjoining lands as may be required; which Railroad is to run from the aforesaid Point Levi or some other convenient place on the shores of the St. Lawrence to the Boundary Line of this Province on such route as the
 25 Directors of the said Company shall deem most favorable, and best calculated to promote the public convenience, and then to connect with the Railroad from St. Andrews; Provided also that a map or plan of the route determined upon shall be deposited in the Office of the Secretary of
 30 this Province.

After a number of shares subscribed and deposits made, the Company empowered to construct the Railroad, &c.

Direction of said Railroad.

XXIII And be it enacted, That the said Company shall be and are hereby invested with all the powers, privileges, and immunities which are or may be necessary to carry into effect the intentions and objects of this Act;
 35 and for this the said Company, their successors, deputies, agents, and assistants shall have the right to enter and go into and upon the lands and grounds of all and any description lying in the said route and general direction as aforesaid, for the purpose of making surveys, examinations or
 40 other necessary arrangements for fixing the site of the said Railroad; and it shall and may be lawful for the said Company, and their successors, to take and hold so much of the land and other real estate as may be necessary for the laying out, making and constructing and convenient
 45 operation of the said Railroad, and shall also have the right to take, remove and use, for the necessary construction and repair of the said Railroad and appurtenances, any earth, gravel, stone, timber, or other materials on or from the land so taken, without any previous agreement
 50 with the owner or owners, tenant or tenants of the land, and upon which such surveys, examinations or other arrangements, may be made, or through which the said Railroad may be explored, laid out, worked, made, or

Power to Company to survey lands necessary for their works, &c.

And to take and to hold real estate.

And to use and take materials from the said land for the purposes of the Railroad.

Proviso.
That lands so
taken not to
exceed in
width 200 feet.

Proviso.
Company to
pay for lands
so taken.

In case the
Company and
owners do not
agree on the
price of said
lands, reference
to be had to a
Jury.

As also where
buildings, &c.,
have been re-
moved, dama-
ges to be as-
sessed by a
Jury as afore-
said.

Goods and
chattels of the
Company may
be sold after
default of
payment of
damages as-
sessed by
Jury.

After lands
have been
taken, bodies
corporate, &c.
may sell their
right of pro-
perty therein.

constructed, or on which materials and other things shall be laid for the purposes of the said Railroad; Provided always, that the land so taken shall not exceed in width two hundred feet, except in forest or uncleared land where the width of the land so taken shall not exceed 5
four hundred feet; Provided always, that in all cases the said Company shall pay for such lands or estate so taken and used, (in case the owner thereof demand it,) such price as the said Company and the owner or respective owners may mutually agree on; and in case the said 10
parties may not agree, then it shall be lawful for the said Company to apply to two of Her Majesty's Justices of the Peace for the District where the said lands may be situate, for a Warrant, which Warrant shall be in the form set forth in the Schedule B. to this Act annexed, and shall 15
be directed to the Sheriff, his Deputy, or any Constable within the said District, commanding such Sheriff, Deputy, or Constable, to summon a Jury of five disinterested freeholders or occupiers of land in the said District who shall be sworn to examine the site of the said Railroad; and 20
in case the said Railroad shall pass through or extend upon any improved lands, or shall occasion the removal of any buildings or fences, then and in all such cases, the damages shall be ascertained and assessed by such Jury; Provided nevertheless, that the said Jury in assessing the 25
said damages are authorized and empowered and shall take into consideration the enhancement in value of the land by the passage of the Railroad, in regard to the increased facilities of access to the different stations and termini of the said Railroad, in diminution of the damages; 30
and in all cases when the Jury shall assess damages, to be paid to the owner or owners of any land over which the said Railroad may be laid out, the Justices who issued the Warrant shall lay the said assessment before the next annual meeting of the said Company together with the 35
costs and charges of assessing such damages, which shall be agreeably to a scale in Schedule C of this Act; and in default of such payment, it shall and may be lawful for the said Justices, or either of them, (in the case of the death or absence of the other,) at the instance of the said 40
party or parties to whom such damages are payable, by Warrant under the hands and seals of the said Justices, or one of them (in case aforesaid,) to levy the same, with costs, by distress and sale of the goods and chattels of the said Company. 45

XXIV. And be it enacted, That when the said Company shall take any land or estate of any body corporate, aggregate or sole, guardians, committees, executors or administrators, or other trustees whatsoever, held for and on behalf of those whom they represent, whether corpo- 50
rations, infants, idiots, lunatics, persons deceased or beyond seas, or other person or persons whatsoever, who are or shall be possessed of or interested in the said land

or estate, the respective contracts, agreements and sales of the said corporations, guardians, committees, executors, administrators or other trustees whatsoever, shall be valid and effectual in law to all intents and purposes
 5 whatsoever, and their respective receipts shall be good and valid releases and discharges therefor, and it shall be lawful for them respectively to agree and settle with the said Company for damages, (if any) by reason of taking such land or estate aforesaid, and in case of disagree-
 10 ment, such damage to be ascertained and settled as provided by the twenty third section of this Act.

Their receipts to be valid.

XXV. And be it enacted, That the said Company, their Superintendents, engineers, agents and workmen, may enter upon the land adjoining the said Railroad, and
 15 from thence take and carry away any timber, stone, gravel, sand and earth or materials necessary for the construction of the said Railroad; and in case of any slip happening, or being apprehended to any cutting, embankment or other work belonging to the said Rail-
 20 road, the said agents and workmen shall at all times hereafter have full egress and regress into and upon such adjoining lands, for the purpose of repairing and preventing such accident, and to do such works as may be necessary for the purpose; Provided always, that such
 25 works shall be as little injurious to the said adjoining land as the nature of the operations will admit of, and shall be executed with all possible despatch, in all which cases the damage incurred, if the parties cannot agree, shall be ascertained and paid in like manner in all respects
 30 as provided for in the twenty third section of this Act.

Company may take materials from adjoining lands for the construction of the Railroad.

Proviso.

XXVI. And be it enacted, That the said Company shall and may (if they deem it expedient) make Branch Railroads, to every or any part of the Province, and manage such Branch Railroads, and procure and own
 35 such steamboats or vessels as may be necessary to ply in any of the waters of this Province, in connexion with this Railroad, or any of its Branch Railroads, and for that purpose shall exercise and possess all the powers, privileges and authorities necessary for the management
 40 of the same in as full and ample a manner as they are hereby authorized to do with respect to the said Railroad.

Company may make branch Railroads.

XXVII. And be it enacted, That the said Company at their own proper costs and charges, shall erect and maintain on each side of the said Railroad, sufficient
 45 fences whenever the same may be necessary, in order to protect the public, or wherever any clear or cultivated land occurs on the line of the said Railroad; and for neglect or failure to erect and maintain such necessary fences, the said Company shall be liable to be indicted
 50 at the Court of Queen's Bench within the District in which such fences shall be insufficient, and to be fined

Company to erect and maintain fences.

Penalty for neglecting so to do.

in such sum as shall be then and there adjudged, and such fine shall be expended for the erection or repair of such fence, and for compensation of individual damage, as the case may be; and it shall and may be lawful for the Court of Queen's Bench to make such order for levying the said fine on the property of the said Company, or otherwise, as to them shall seem most proper to the exigencies of the case, which said fine shall be exclusive of any claim for damages which any party may sustain by any such neglect or failure as aforesaid. 10

Where the said Railroad crosses any highways, &c.

XXVIII. And be it enacted, That whenever the said Railroad, or any of its branches, cross or shall hereafter cross any highways, turnpike road, statute labour or private road, for carriages of any description within this Province, the said Company shall make and maintain good and sufficient gates across each end of such highway, turnpike or other road, which gates shall be constantly closed, except during the time when horses, cattle, carts or carriages, passing along such turnpike or other road, shall have to cross such Railroad; and such gates shall be of such dimensions, and so constructed, as when closed across the ends of such turnpike or other road, to fence in the Railroad and prevent cattle or horses passing along the road from entering upon the Railroad; Provided always, that it shall be lawful (in case it shall be more conducive for the public safety) for the said Company, at their own expense, to carry such turnpike or other road over or under such Railroad, by means of a bridge or archway, in lieu of crossing of the same on the level. 15 20 25 30

Company to make gates.

Proviso.

Management of the affairs of the said Company to be vested on eleven Directors to be given by the Shareholders.

How may to constitute a Board.

XXIX. And be it enacted, That the immediate government and management of the affairs of the said Company shall be vested in eleven Directors, who shall be proprietors of at least shares each, and who shall be chosen by the Shareholders of the said Company in the manner hereinafter provided, and shall hold their offices until others shall have been duly elected and qualified to take their places; that not less than five Directors shall constitute a Board for the transaction of business, of which the President shall always be one, except in case of sickness or necessary absence, in which case the Directors present may choose one of their number as Chairman in his stead; that the President shall vote at the Board as a Director, and in case of there being an equal number of votes for and against any question before them the President shall have the casting vote. 35 40 45

Manner of the choosing of Directors and the votes of the Shareholders.

XXX. And be it enacted, That the number of votes which each Shareholder shall be entitled to on every occasion when in conformity to the provisions of this Act the votes of the Shareholder are to be given, shall be in the following proportions, that is to say; for one 50

share and not more than three, one vote; for every two shares above two and not exceeding ten, one vote, making five votes for ten shares; for every four shares above ten and not exceeding thirty, one vote, making ten votes
 5 for thirty shares; for every six shares above thirty and not exceeding sixty, one vote, making fifteen votes for sixty shares; and for every eight shares above sixty, and not exceeding one hundred, one vote, making twenty
 10 votes, shall be the greatest that any Shareholder shall be entitled to have: And all Shareholders may vote by proxy if they shall see fit, provided such a proxy be a Shareholder, and do produce from his constituent whom he shall represent, or for whom he shall vote, an appoint-
 15 ment in the form set forth in the Schedule D to this act annexed, or to the like effect; and whatever question of election of public officers, or other matters or things shall be proposed, discussed or considered in any public meeting of the said Company under the authority of this
 20 Act, shall be determined and decided by the majority of votes and proxies then and there present; Provided always, that the same person shall not vote as proxy for any number of persons who together shall be proprietors of more than one hundred shares.

Shareholders may vote by proxy.
 Proviso.

Majority of votes to decide.

Proviso.

25 XXXI. And be it enacted, That whenever five thousand shares shall have been subscribed and the deposits paid as aforesaid, the first General Meeting of the Shareholders shall take place at the City of Quebec to be called by notice in some one of the newspapers published
 30 at Montreal and in some one or more of the newspapers published in the City of Quebec sixty days previous to such meeting, in order to organize the said Company, and to choose the Directors thereof, who shall continue in office until re-elected or others are chosen or appointed in
 35 their stead, at any meeting to be held under the authority of this Act; that the Shareholders present or appearing by proxy shall choose the Directors of the said Company by a majority of votes, and the Directors so chosen shall choose out of their numbers one, who shall be President of
 40 the said Company; and in case of the death, resignation, removal, disqualification by sale of Stock, or incompetency of any Director, the remaining Directors if they think proper so to do, may elect in his place some other Shareholder duly qualified to be a Director, and the
 45 Shareholder so elected to fill up any such vacancy shall continue in office as a Director so long only as the person in whose place he shall have been elected would have been entitled to continue if he had remained in office.

First General Meeting when to take place and where.

Notice thereof to be given.

Directors to be chosen.

President to be chosen.

50 XXXII. And be it enacted, That the said Directors shall have the power of nominating and appointing all and every the officers and engineers, and other persons connected with the said Railroad, at such salaries or rates of remuneration, as to the said Directors shall seem

Directors to have the power of nominating the officers, Engineers and others con-

directed with
 said Railroad.

Shareholders
 to have the
 power of
 making new
 By-laws, &c.

By-laws to be
 published and
 to be binding,
 &c.

Proviso

proper, subject to the By-Laws, Rules and Regulations
 of the said Company; and the Shareholders shall have
 the power from time to time to alter and amend, or to
 make such new Rules, By-laws, Regulations for the good
 government of the said Company and of the said Rail- 5
 road, and of the works and property hereinbefore men-
 tioned, and for the well governing of the engineers,
 workmen and other persons employed by the said Com-
 pany, as to the major part of the said Shareholders shall
 seem meet; which said Rules, By-laws, and Regulations 10
 being put into writing, under the common seal of the
 said Company, shall be published in some one of the
 newspapers published in Montreal and in some one or
 more of the newspapers published in the City of Quebec,
 shall be binding upon and observed by all parties, and 15
 shall be sufficient in any Court of Law to justify all
 persons who shall act under the same: Provided always,
 that no By-law of the said Company to be hereafter made
 and by which any Tolls shall be fixed or directed to be
 taken for the conveyance of passengers, goods, wares or 20
 merchandize on the said Railroad, or which shall be in-
 tended to affect any party other than the members, officers
 and servants of the Company, shall have force or effect
 until it shall have been sanctioned and confirmed by the
 Governor of this Province, under his hand and seal at 25
 arms, and published in the Canada Gazette, a copy where-
 of shall be proof of such By-law and of such sanction and
 confirmation, in all Courts and places whatsoever.

Annual meet-
 ing of Share-
 holders.

XXXIII. And be it enacted, That the said Share-
 holders shall meet annually at the City of Quebec, on 30
 the first Tuesday in May in each year; at which meetings
 the Shareholders present, personally or by proxy, may
 either continue in office the Directors before appointed,
 or any number of them, or may elect a new body of
 Directors to supply the places of those not continued in 35
 office; Provided always, that the omission to meet shall
 work no forfeiture, but the Shareholders may be after-
 wards called together for that purpose by the Directors
 of the said Company for the time being, they first giving
 fourteen days previous notice in one of the newspapers 40
 published at Montreal, and in one or more of the news-
 papers published in the City of Quebec.

Shareholders
 holding a cer-
 tain amount of
 shares may
 require the
 Directors to
 call an extra-
 ordinary meet-
 ing.

XXXIV. And be it enacted, That it shall and may be
 lawful for any number of the Shareholders, holding in the 45
 aggregate, five hundred shares, by writing under their
 hands, at any time to require the said Directors to call
 an extraordinary meeting of the said Company, and such
 requisition shall fully express the object of the meeting
 required to be called, and shall be left at the office of
 the said Company, or given to at least three Directors, 50
 or left at their last or usual place of abode; and forth-
 with upon the receipt of such requisition, the said
 Directors shall convene a meeting of the Shareholders;
 and if for twenty-one days after such notice the Directors

in case the

fail to call such meeting of the Shareholders aforesaid, qualified as aforesaid, may call such meeting by giving sixty days public notice thereof in the newspapers hereinafter in this Act mentioned.

Directors fail
so to do.

5 XXXV. And be it enacted, That a toll be and is hereby granted for the sole benefit of the said Company on all passengers and property of all descriptions which may be conveyed or transported on such Railroad, any of its branches, or in the steamboats or vessels connected
10 therewith, as aforesaid, at such rates per mile as may be established from time to time by the Directors of the said Company; the transportation of persons and property, the construction of cars and carriages, the weight of loads and all other matters and things in relation to the
15 use of the said Railroad and its branches, shall be in conformity to such rules, regulations and provisions, as the Directors shall from time to time prescribe and direct; and such Railroad and its Branches may be used by any person or persons who may comply with such rules and
20 regulations; Provided always that if, after the completing the said Railroad, the rates, tolls or dues that may be established by the said Company under and by virtue of this Act, shall be found excessive, it shall and may be lawful for the Legislature to reduce the said rates, tolls
25 or dues, so that the same shall not produce to the said Company a greater rate of clear annual profits, divisible upon the subscribed and paid up capital stock of the said Company, than fifteen pounds annually for every hundred pounds of such capital; and in order that the true state
30 of the said Company shall be known, it shall be the duty of the President and Directors thereof to file in the office of the Secretary of this Province, for the information of the Legislature at the expiration of seven years after the said Railroad shall have been completed as aforesaid, a just
35 and true statement and account of the moneys by them disbursed and laid out in making and completing the said Railroad in manner aforesaid, and also of the amount of tolls and revenues of the said Railroad, and of the annual expenditure and disbursements in maintaining and keeping
40 up the same during the said seven years; the said several accounts and statements to be signed by the President and Treasurer of the said Company, and by such President and Treasurer attested to on oath before any of Her Majesty's Justices of the Peace for any District in this
45 Province; and provided also, that it shall be the duty of the said President and Directors of the said Company, once in each and every year, after the expiration of the said seven years, to file in the said office of the Secretary of the said Province, for the information of the Legisla-
50 ture, a like statement and account, verified on oath by the President and Treasurer as aforesaid.

Toll on pas-
sengers and
property con-
veyed on the
Railroad.

XXXVI. And be it enacted, That whatever may be the rate of divisible profits on the said Railroad, it shall and may be lawful for Her Majesty's Government, if it

Government
may purchase
said Railroad.

Notice to be
given, &c.

shall think fit, subject to the provisions hereinafter contained, at any time after the expiration of twenty-one years, to purchase the said Railroad with all its hereditaments, stock and appurtenances in the name and on the behalf of Her Majesty, upon giving to the said Company 5
three calendar months notice in writing, of such intention, and upon payment of a sum equal to twenty-five years purchase of the annual divisible profits estimated on the average of the seven then next preceding years; provided that if the average rate of profits for the said seven years 10
shall be less than the rate of fifteen pounds in the hundred, it shall be lawful for the Company, if they should be of opinion that the said rate of twenty-five years purchase of the said average profits is an inadequate rate of purchase of such Railroad, reference being had to the 15
prospects thereof, to require that it shall be left to Arbitration, in case of difference, to determine what (if any) additional amount of purchase money shall be paid to the said Company; provided also, that such option of purchase shall not be exercised, except with the consent of 20
the Company, while any such revised scale of tolls, fares and charges shall be in force.

Post Master
General or his
Chief Deputy
may require
that the mails
be forwarded
by the Com-
pany on their
Railroad.

XXXVII. And be it enacted, That it shall and may be lawful for the Postmaster General, or his chief Deputy in this Province, by notice in writing under his hand, or 25
under the hand of his chief Deputy, as aforesaid, delivered to the said Company, to require that the Mails or Post-letter bags shall from and after the day to be named in such notice, (being not less than twenty-eight days from the delivery thereof,) be conveyed and forwarded by the 30
said Company on their Railroad, either by the ordinary trains of carriages, or by special trains, as need may be, at such hours or times in the day or night, as the Postmaster General or his said Deputy may direct, together with the guards appointed and employed by the Postmaster 35
General or his said Deputy, in charge thereof, and any other officers of the Post-office; and thereupon the said Company shall from and after the day to be named in such notice, at their own costs, provide sufficient carriages and engines on the said Railroad for the conveyance 40
of such Mails and Post-letter bags, to the satisfaction of the Postmaster General or his said Deputy, and receive and take up, carry and convey, by such ordinary or special train of carriages, or otherwise as need may be, all such Mails or Post-letter bags as shall for that purpose 45
be tendered to them, or any of their officers, servants, or agents, by any officer of the Post-office, and also receive take up, carry and convey, in and upon the carriage or carriages carrying such Mail or Post-letter bags, the guards in charge thereof, and any other officer of the 50
Post-office, and shall receive, take up, deliver and leave such Mails or Post-letter bags, guards and officers, at such places in the line of such Railroad, on such days and such hours or times in the day or night, and subject to all

such reasonable regulations and restrictions as to speed of travelling, places, times and duration of stoppages, and times of arrival, as the Postmaster General or his said Deputy shall in that behalf from time to time order or
 5 direct: Provided always, that the rate of speed required shall in no case exceed the maximum rate of speed prescribed by the Directors of the said Company for the conveyance of passengers by their first class train, nor shall the Company be responsible for the safe custody
 10 ordelivery of any Mail bags so sent.

Proviso: as to the rate of speed.

XXXVIII. And be it enacted, That the said Company shall be entitled to such reasonable remuneration, to be paid by the Postmaster General or his Deputy, for the conveyance of such Mails, Post-letter bags, Mail Guards
 15 and other officers of the Post-office, in manner required by such Postmaster General, his Deputy, or by such other officer of the Post-office as he shall in that behalf nominate as aforesaid, as shall (either prior to or after the commencement of such service,) be fixed and agreed on
 20 between the Postmaster General or his Deputy and the said Company; or in case of difference of opinion between them, the same shall be referred to the award of two persons, one to be named by the Postmaster General or his Deputy, and the other by the said Company; and
 25 if such two persons cannot agree on the amount of such remuneration or compensation, then to the umpirage of some third person, to be appointed by such two first named persons, previously to their entering into the inquiry; and the said award or umpirage as the case may
 30 be, shall be binding and conclusive on the said parties and their respective successors and assigns.

Company entitled to remuneration for the forwarding of the Mails.

In cases of difference of opinion reference to be made to Arbitrators.

XXXIX. And be it enacted, That in all references to be made under the authority of this Act, the Post-Master General, his Deputy, or the said Company, as the case
 35 may be, shall nominate his or their Arbitrators within fourteen days after notice from the other party, or in default, it shall be lawful for the Arbitrator appointed by the party giving notice to name the other Arbitrator, and such Arbitrator shall proceed forthwith in the reference
 40 and make their award therein within twenty days after their appointments or otherwise the matter shall be left to be determined by the umpire, and if such umpire shall refuse or neglect to proceed and make his award for the space of twenty days after the matter shall have been
 45 referred to him, then a new umpire shall be appointed by the two first named Arbitrators, who shall in like manner proceed and make his award within twenty-eight days, or in default be superseded, and so *toties quoties*.

Nomination of Arbitrators and their office.

XL. And be it enacted, That whenever it shall be
 50 necessary to move any of the Officers or Soldiers of Her Majesty's Forces of the Line, Ordinance Corps, Marines, Militia, or Police Forces, by the said Rail-road or any of

Company required to permit H. M. Troops to be conveyed on said Railroads

its Branches, the Directors thereof shall, and are hereby required to permit such Forces respectively, with their baggage, stores, arms, ammunition, and other necessities and things, to be conveyed at the usual hours of starting, at such prices or upon such conditions as may 5 from time to time be contracted for, between the Secretary of War, or such Officer duly authorized for that purpose, and the said Company, for the conveyance of such forces, on the production of a route or order for their conveyance, signed by the proper authorities. 10

Company bound to allow any person authorized by H. M. Government to enter into their land, for the purpose of laying down on lands adjoining a line of Electric Telegraph.

XLI. And be it enacted, That the said Company on being required so to do by Her Majesty's Government, shall be bound to allow any person or persons duly authorized by Her Majesty's Government, with servants and workmen at all reasonable times to enter into or 15 upon the lands of the said Company, and to establish and lay down upon such lands adjoining the line of the said Railroad or any of its branches, a line of Electric Telegraph for Her Majesty's Service and to give to him and them every reasonable facility for laying down the 20 same, and for the purpose of receiving and sending messages on Her Majesty's Service, subject to such reasonable remuneration to the Company as may be agreed upon between the Company and Her Majesty's Government: Provided always, that subject to a prior right of use thereof 25 for the purposes of Her Majesty, such Telegraph may be used by the Company, for the purposes of the Railroad, upon such terms as may be agreed upon between the parties, or in the event of differences, as may be settled by arbitration. 30

Subject to remuneration to said Company.

Proviso.

Directors of said Company to make yearly dividends of the tolls, &c. arising to said Company.

XLII. And be it enacted, That the Directors of the said Company, shall make yearly dividends of the tolls, income, and profits arising to the said Company, first deducting thereout the annual costs, charges and expences of the said Company, as well of the repairs of 35 the works belonging to them as for the salaries and allowances of the several officers and servants, and for such other purposes connected with the said Company, as may be deemed proper by the said Directors, consistent with the By-laws, Rules and Regulations of the said 40 Company.

Receipts of Curators to be valid.

XLIII. And be it enacted, That if any money be payable from the said Company, to any shareholder or other person being a minor, idiot, or lunatic, the receipt of the guardian of such minor, or the receipt of the curator of such idiot, or lunatic, shall be a sufficient discharge to 45 the said Company for the same.

Directors before dividing the profits may set aside certain sums to

XLIV. And be it enacted, That before apportioning the profits to be divided among the Shareholders, the said Directors may if they think fit, set aside thereout such sum as they may think proper, to meet contingen- 50

cies, or for enlarging, repairing or improving the works connected with the said Railroad, or any of its Branches or any part of the said undertaking and may divide the balance only among the Shareholders. meet contingencies, &c.

5 XLV. And be it enacted, That no dividend shall be paid in respect of any share until all calls then due in respect of that and every other share held by the person to whom such dividend may be payable, shall have been paid. No dividend to be paid until all calls be paid by the person to whom such dividend may be payable.

10 XLVI. And be it enacted, That the joint stock or property of the said Company, shall alone be responsible for the debts and engagements of the said Company, and that no person or persons who shall or may have dealings with the said Company, shall on any pretence whatsoever, have recourse against the separate property of any of the individual shareholders of the said Company, or against their person or persons, further than may be necessary for the faithful application of the funds of the said Company; Provided also that no shareholder of the said Company, shall be liable for or charged with the payment of any debt or demand due from the said Company, beyond the extent of his share in the Capital of the said Company, not then paid up. Joint Stock property of said Company alone responsible for its debts.

15
20

XLVII. And be it enacted, That no suit or action at law or equity shall be brought or prosecuted by any person or persons for any act, matter or thing done under the authority of this Act, unless such suit or action shall be commenced within six months next after the offence shall have been committed, or cause of action accrued, and the defendant or defendants in such suit or action may plead the general issue, and give this Act, and the special matter in evidence under the said plea, and that the same was done in pursuance and by authority of this Act. Limitation of actions under this Act to six months.

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35 XLVIII. And be it enacted, That if any person or persons shall wilfully and maliciously, and to the prejudice of the undertaking, break, injure, or destroy any of the works to be made by virtue of this Act, every such person or persons shall be judged guilty of felony; and every person so offending, and being thereof lawfully convicted, shall be liable to the punishment prescribed for felony by the Laws of this Province. Any one wilfully injuring the works to be done under this Act to be guilty of felony.

40

XLIX. And be it enacted, That if any other Railway Company, incorporated by law shall build and construct any other Railway from any other place or places in this Province, it shall be lawful for the said Railway Company so building and constructing the said other Railway, to form a junction with the main trunk or any branch thereof, which may be built and constructed by the said Any other Railway Company may form a junction with said Company.

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Quebec and St. Andrew's Railroad Company, at such point or points, place or places as may be desired or considered most advantageous by such Railway Company; and the said Quebec and St. Andrew's Railroad Company shall convey and transport all passengers, goods, chattels and merchandise of every kind so arriving at the said junction, onwards and backwards at all convenient and usual times, on the said trunk, or any branch thereof, without any unnecessary delay or hinderance, to their respective destination, subject to the payment of such rates, tolls or dues per mile, as may be paid in similar cases to the said Quebec and St. Andrew's Railroad Company. 5 10

Any thing in this Act not to exempt the Railroad from the provision of any General Act relating to this Act.

L. And be it enacted, That nothing herein contained shall be deemed or construed to exempt the Railroad by this Act authorized to be made, from the provisions of any general Act, relating to this Act, or of any general Act, relating to Railways in this Province, which may hereafter pass during the present or any future Session of the Legislature, or from any future alteration or repeal of this Act, under the authority of the Legislature. 15 20

Railroad to be completed within fifteen years.

LI. And be it enacted, That the said Company, to entitle themselves to the privileges, benefits and advantages to them granted by this Act, shall, and they are hereby required to make and complete the said Railroad from the said Point Levi or some other point on the River St. Lawrence to the Boundary Line of this Province within fifteen years from the passing of this Act, and if the same shall not be so made and completed within the period before mentioned, so as to be used for the conveyance and carriage of passengers, goods, chattels, wares and merchandize thereon, then this Act and every matter and thing therein contained, shall cease and be utterly null and void. 25 30

When this Act will come into force.

LII. And be it enacted, That this Act shall not come into operation until Her Majesty's Royal Assent be thereunto had and declared. 35

This Act to be a public Act.

LIII. And be it enacted, That this Act shall be and is hereby declared to be a Public Act, and that the same shall be construed as such by all Judges, Justices and Courts in this Province, and shall be judicially taken notice of without being specially pleaded or proved. 40

SCHEDULE A.

Form of Certificate of Share.

The Quebec and St. Andrews Railroad Company, Number

This is to certify that A. B. of is the Proprietor of the share (or shares) number of the Quebec and St. Andrews Railroad Company, subject to the regulations of the said Company.

Given under the Common Seal of the said Company the day of in the year of our Lord, one thousand eight hundred and

SCHEDULE B.

Form of Warrant to Summon Jury.

To the Sheriff Deputy Sheriff or any Constable of the County of
 You are hereby commanded to Summon a Jury of five disinterested Freeholders of your County, of no way akin to the party aggrieved, to appear at in the said County, on the day of at of the clock in the noon, and then and there to assess the damages (if any) which A. B. alleges he has sustained by reason of the works and operations of the Quebec and St. Andrews Railroad Company through and upon his land.

Given under our hands and Seals the day A. D. one thousand eight hundred and

SCHEDULE C.

Scale of Fees in proceedings before Justices, upon assessing Damages under the foregoing Act.

Warrant to Summon a Jury.....	£	0	2	6
For every Subpœna,.....	0	0	6	
For every Copy thereof,.....	0	0	3	
Every adjournment made at the instance of either party	0	1	0	
Trial and Judgment,.....	0	2	6	
Swearing each Witness and Constable,.....	0	0	3	
Swearing Jury,.....	0	1	0	
Execution of Distress Warrant,.....	0	1	6	

To Sheriff or Constable.

Summoning Jury.....	0	5	0
Attendance on inquiry.....	0	1	0
For all other services, same as fixed by law in civil cases before Justices of Peace.			

Witnesses.

Attendance and travel same as in civil cases before Justices of the Peace.

To Jurors.

Each Juror sworn on inquiry..... 0 2 6

SCHEDULE D.

Form of Prozy.

I, A. B. do hereby nominate, constitute and appoint C. D. of
to be my proxy, in my name and in my absence, to vote or
give my assent to or dissent from any business, matter or thing,
relative to "The Quebec and St. Andrews Railroad Company."
In witness whereof I the said A. B. have hereunto set my hand
(or if a Corporation say the Common Seal of the Corporation)
the day of A. D. one thousand eight hundred
and

A. B