

No. 64.

5th Session, 1st Parliament, 35 Victoria, 1872.

BILL.

An Act to incorporate the Lake Superior
and Fort Garry Railway Company.

PRIVATE BILL.

MR. MORRISON, (Niagara).

OTTAWA:

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1872.

An Act to incorporate the Lake Superior and Fort Garry Railway Company.

WHEREAS the persons hereinafter named and others, have, by Preamble.
 their petition, represented that a line of railway, to be constructed from some point on Lake Superior to Rainy Lake, and thence to Fort Garry, in the Province of Manitoba, is necessary for the establishment of trading relations between that Province and the Province of Ontario, and for the settlement of the intermediate country on the proposed line thereof; and have prayed to be incorporated as a Company for the construction, equipment, maintenance, and management of such railroad, and of a telegraphic line along the same; and it is expedient to grant their prayer: Therefore, Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. George Laidlaw, Angus Morrison, M.P., the Honorable John Beverly Robinson, F. W. Cumberland, Hon. Frank Smith, James Turner, Adam Brown, William McGiverin, Thomas Dick, Esquires, with all such other persons and Corporations as shall become Shareholders in the Company hereby incorporated, shall be and are hereby constituted a body corporate and politic, by the name of the Lake Superior and Fort Garry Railway Company, and shall have all the powers incident to railway Corporations in general, and the powers and privileges conferred on such Corporations by the Railway Act, 1868, which is hereby incorporated with this Act, subject to the provisions hereinafter contained. Corporate name and general powers.

2. The said Company and their agents and servants may lay out, construct and finish a single or double line of railroad, of such width or guage as they may see fit, from some point on Thunder Bay or Nipigon Bay, or between both bays, on the north shore of Lake Superior, to a point on Rainy Lake, and from thence to Fort Garry, in the Province of Manitoba; and also to construct, maintain, and operate a telegraph line upon the said line of railway. Power to build railroad within certain limits.

3. The said Company may build, acquire, charter, navigate and maintain steam and other vessels on Rainy Lake, Lake of the Woods, and Lake Winnipeg, and the intermediate waters, for carrying on trade and conveying goods and passengers, and may make contracts, and generally transact all-business pertaining to such navigation.

4. The capital stock of the said Company shall not exceed, in the whole, the sum of two millions of dollars, to be divided into forty thousand shares, of fifty dollars each, which amount shall be raised by the persons hereinafter named, and such other persons and Corporations as may become Shareholders in the said Company, 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 railroad; and all the rest and remainder of such money shall be applied towards making, completing and maintaining the said railroad, and other purposes of this Act. Capital stock and shares, and how to be applied.

Company may receive aid in land, &c., and dispose thereof.

5. It shall be lawful for the said Company to receive, either by grant from Government, or from any individuals or Corporations, municipal or otherwise, either in Canada or elsewhere, as aid in the construction of the said railway, any vacant lands in the vicinity thereof or elsewhere, or any other real or personal property, or any sums of money, either as gifts or by way of bonus, or in payment of stock, and legally to dispose of the same, and alienate such lands or other real or personal property, for the purposes of the said Company in carrying out the provisions of this Act. 5

Provisional Directors and their powers.

6. George Laidlaw, Angus Morrison, M.P., the Honorable John Beverly Robinson, F. W. Cumberland, Hon. Frank Smith, James Turner, Adam Brown, William McGiverin, Thomas Dick, James Michie, Esquires, shall be, and are hereby constituted a Board of Provisional Directors of the said Company, of whom shall form a quorum, and shall hold office as such until other Directors shall be elected under the provisions of this Act by the Shareholders, and shall have power and authority to fill vacancies occurring therein, to open stock books and procure subscriptions for the undertaking, and to receive payment on account of stock subscribed, and make calls upon subscribers in respect of their stock, and to sue for and recover the same, and to cause surveys and plans to be made and executed, and to acquire any plans and surveys now existing, and to deposit in any chartered bank of Canada any sums of money received by them on account of stock subscribed, and to withdraw the same for the purposes of the undertaking, and to receive for the Company any gift made to it in aid of the undertaking, and to enter into any agreement respecting the conditions or disposition of any gift or bonus in aid of the railroad, which agreement shall be binding upon the Company, and generally to do all such other Acts as such Board, under the Railway Act may lawfully do. 10 15 20 25

Opening stock books.

The said Provisional Directors are hereby empowered to take all necessary steps for opening stock books for the subscription of parties desirous of becoming Shareholders in the said Company, and all parties subscribing to the capital stock of the said Company shall be considered proprietors and partners in the same. 30

First meeting of shareholders and election of directors.

7. When and so soon as one-tenth part of the capital stock, (which capital stock shall not be less than five hundred thousand dollars), shall have been subscribed as aforesaid, either in municipal debentures, granted by way of bonus, or otherwise, or in ordinary subscription by individuals to the capital stock, or partly in such municipal debentures and partly in such subscriptions, and one-tenth of the amount so subscribed paid in, the said Directors, or a quorum of them, may call a meeting of Shareholders, at such time and place as they think proper, giving at least two weeks' notice in one or more newspapers, published in the City of Toronto, and in the town of Winnipeg, at which said general meeting, and at the annual general meeting in the following sections mentioned, the Shareholders present, either in person or by proxy, shall elect not less than five, nor more than nine Directors, in the manner and qualified as hereinafter provided, which said Directors shall constitute a board of Directors, and shall hold office until the first Wednesday in February, in the year following their election. 35 40 45 50

Annual general meetings for like purposes.

8. On the said first Wednesday in February, and on the first Wednesday in February in each year thereafter, at the principal office of the said Company in the city of Toronto, there shall be held a general meeting of the Shareholders of the Company, at which meeting the said Shareholders shall elect a like number of not less than five, nor more than nine Directors, for the then ensuing year, in the manner and qualified as hereinafter provided; and public notice of such annual meeting and election shall be published, for one month before the day of election, in one or more newspapers, in the city of Toronto, and in the town of Winnipeg, and the election of Directors shall be by ballot, and the persons so persons so elected shall form the Board of Directors. 55 60

Notice of.

Election by ballot.

9. A majority of the Directors shall form a quorum for the transaction of business, and the said board of Directors, as well as the provisional board of Directors, may employ one or more of their number as paid Director or Directors; provided, however, that no person shall be elected unless he shall be the owner and holder of at least five shares of the stock of the said Company, and shall not be in arrear. Quorum of directors. Qualification.
10. Any municipal council of a municipality, which has given a bonus in aid of the said railway or its branches, amounting to not less than ten thousand dollars, shall be entitled during the construction of the railway, but not afterwards, to appoint a person annually to be a Director of the Company, and such person shall be a Director of the Company, in addition to all the other Directors authorized by this Act, or by the general railway Act, or any other Act, but such municipality shall incur no liability by the appointment of such Director. A municipality subscribing a certain amount to appoint a director during construction.
11. Any municipal council of any municipality, holding stock in the said railway, to an amount of not less than ten thousand dollars, shall be entitled to appoint one person annually to be a Director of the Company; and any municipal council of any municipality, holding not less than one hundred thousand dollars stock, in the said railway, shall be entitled to appoint annually two persons to be Directors of the said Company, and such person or persons shall be a Director or Directors of the said Company, in addition to all other Directors authorized by this Act. Municipalities taking stock to appoint directors.
12. 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 proportions as they may see fit, no such instalment exceeding ten per cent., and the Directors shall give one month's notice of such call, in such manner as they may appoint. Calls by directors. Amount limited.
13. Notwithstanding anything contained in the railway Act, 1868, the said Directors, may, with the permission of the Railway committee of the Privy Council, and under the powers and provisions of the said Act, acquire and hold any width of land on the sides of the railway and its branches at any point of the line, as may be needed for the erection of snow drift fences or barriers, at a sufficient distance from the track to prevent the obstruction of the line by drifting snow. Power to acquire land for snow fences, &c.
14. The Company may, with the consent of the owners, acquire and hold land from which to obtain supplies of gravel, stone and filling required by the Company for their works, and may sell and convey the same or any part thereof when no longer required. Gravel pits.
15. The Company shall have power to sell, mortgage or lease any lands belonging to it not necessary for the purposes of the said railway, or received by it as a gift in aid. Sale or mortgage of land.
16. 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, made or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer of the Company, and under the authority of a majority of a quorum of the Directors, shall be binding on the said Company, and every such promissory note or bill of exchange so made, shall be presumed to have been made with proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the said Company affixed to such promissory note or bill of exchange, nor shall the said President or Vice-President, or the Secretary and Treasurer, be individually responsible for the same, unless the said promissory note or bill of exchange Company may become parties to promissory notes, &c.

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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.

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Company may issue debentures chargeable on the railroad.

17. The Directors of the said Company are hereby authorized and empowered to issue bonds or debentures, which shall be and form a first charge on the undertaking, lands, buildings, tolls and income of the Company, or any, either, or all of them, as may be expressed by the said bonds or debentures, without the necessity for any enregistration thereof, and such bonds or debentures shall be in such form, and for such amount, and payable at such times and places, as the Directors from time to time may appoint and direct; and the payment to the treasurer of the Company, or to any other person appointed for the purpose by any *bond fide* purchaser of any of the lands in the *fourth* and *fourteenth* sections of this Act mentioned, of the purchase money thereof, and the acquittance of such treasurer, or other person so appointed, of such purchase money, shall operate as a discharge of such charge in respect of the lands so paid for; and, until other provisions be made therefor, the Treasurer of such Company, or other person so authorized, shall keep all moneys so received separate and apart from the ordinary funds of the Company, and the money so received shall be invested, from time to time, in government securities, or in the stock of some solvent and well established chartered bank in Canada, for the formation of a fund for the payment of the interest on such debentures as it becomes due, and for their redemption at maturity. The said bonds or debentures shall be signed by the President or Vice-President, and shall have the corporate seal of the Company affixed thereto; provided that the amount of such bonds or debentures shall not exceed fifteen thousand dollars per mile, to be issued in proportion to the length of railroad under contract, or to be constructed under and by virtue of this charter, but no such debenture shall be for a less sum than one hundred dollars.

As to payments on land so charged.

Form of bonds; amount limited.

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Company may arrange to connect with other railroads.

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

Company may lease their railroad, or lease that of another company, and make agreements for use of either railway, &c.

18. The Company may enter into an agreement with any other chartered railway company for leasing to such company the said railroad, or any part or branch thereof, or the use thereof at any time or times, and for any period, or for leasing or hiring from such other company any railway or any part or branch thereof, or the use thereof at any time or times, and for any period, or for leasing or hiring as lessors or lessees, any locomotives, tenders, cars or other rolling stock or moveable property, under such sanction as hereinafter mentioned, and generally to make any agreement or agreements with any such other company, touching the use by one or other, or by both companies, of the railway or rolling stock, or moveable property 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 such leases, agreements and arrangements shall be valid and binding, and shall be enforced by all courts of law or equity, according to the tenor and effect thereof; or such other railway company may agree to loan its credit to, or may subscribe to and become the owner of the whole or a part of the stock of the railway company hereby incorporated, in like manner and with the like rights as individuals; provided the said leases, agreements and arrangements, have been first respectively sanctioned by the majority of votes at special general meetings of the shareholders, called for the purpose of considering the same, respectively, on due notice given as provided by the Railway Act, 1868.

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19 The said Board of Directors shall elect and appoint a president and a vice-president or vice-presidents, and the necessary officers, and fill up vacancies from time to time, but the said president and vice-presidents shall be elected annually, immediately after the election of directors, except that for filling up a vacancy, the election may be made at any time. President, &c.
and filling
vacancies.

20. The said Board of Directors are hereby authorized to take all necessary steps for procuring subscriptions for stock until the whole has been taken up, and to make, execute and deliver scrips and share certificates therefor, as they shall deem expedient. Subscriptions
of stock.

21. All shareholders in the said company, whether British subjects or aliens, or residents of Canada or elsewhere, have, and shall have equal rights to hold stock in the said company, and to vote on the same, and to be eligible to office in the said company. Aliens may
hold shares
and vote.

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

23. The powers given by this Act shall be exercised by the commencement of the said railway within four years after the passing of this Act, and its completion within eight years therefrom. Time in com-
mencing and
completing
the work.

24. This Act shall be known and cited as the Lake Superior and Fort Garry Railway Act.

SCHEDULE A.

Know all men by these presents that I, A. B., (or A. B. and others), in consideration of _____, paid to me by the Lake Superior and Fort Garry Railway Company, the receipt whereof is hereby acknowledged (or in aid of the Lake Superior and Fort Garry Railway Company) grant, bargain, sell and convey unto the said Lake Superior and Fort Garry 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, (*if any trusts or conditions attached, insert therein*) (*if dower be released, add*) and C. D. (or C. D. and others), wi _____ of the said

grantor, hereby bar _____ dower in the said lands.

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

Signed, sealed and delivered, }
in presence of }
C. D., } A. B. } (L.S.)
E. F. }