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No. 57.

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1st Session, 6th Parliament, 21 Victoria, 1858.

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(PRIVATE BILL.)

**BILL.**

An Act to incorporate the Yamaska Navigation Company.

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Received and read, first time, Tuesday, 20th  
April, 1858.

Second reading, Thursday, 22nd April, 1858.

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MR. GILL.

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TORONTO:  
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## An Act to incorporate the "Yamaska Navigation Company."

**W**HEREAS, Jonathan Saxton, Campbell Wurtele, Gaspard Aimé Massue, Timothée Brodeur, Charles Blain, Ovide Joseph Paradis, Gaspard Timothée Peltier, Joseph Dansereau, Robert Langley Hayden, and Augustin Cantin, have by their petition represented, that an association was formed by Deed made and passed before Maitre Jean Baptiste Commeault and his colleague, Notaries at St. Michel d'Yamaska, on the 28th day of January last, under the name and style of the Yamaska Navigation Company, in and to which, they, with other persons, are stockholders and subscribers, with a view of promoting the public interest, by providing for the parishes situated on the River Yamaska, and on the south shore of the River St. Lawrence, between St. Hugues and Montreal, and the intermediate ports, and for the convenience of commerce and travellers generally, the advantage of steam navigation, and for the purposes aforesaid the said Company now have in course of construction a steamboat to be called the "Yamaska," and which will be ready for service at the opening of the approaching season of navigation between St. Hugues and Montreal; that the capital of the said Company is at present twelve thousand two hundred dollars, divided into six hundred and ten shares, of twenty dollars each, and that they desire to have power to increase the same to the sum of forty thousand dollars, in shares of the same amount for the purchase or construction of new steamboats, and for the erection of such wharves and landing places as the said Company may deem requisite, and for the greater accommodation of the inhabitants of the ports or places that may be touched at by the boats of the said Company; And whereas the said Company might be placed in a position obliging them to sue or to be sued in the transaction of their business; And whereas the said Company has for its object the facilitating and promotion of the navigation of this Province, and with the view of attaining their purpose with greater facility, the said Company have prayed to be incorporated; Therefore Her Majesty, &c., enacts as follows:

I. Jonathan Saxton, Campbell Wurtele, Gaspard Aimé Massue, Timothée Brodeur, Charles Blain, Ovide Joseph Paradis, Gaspard Timothée Peltier, Joseph Dansereau, Robert Langley Hayden, and Augustin Cantin, and all other persons who are now in accordance with the deed of partnership above referred to, or who may hereafter become stockholders in the said Company, and their several executors, administrators, successors and assigns shall be a body politic and corporate, under the name of the "Yamaska Navigation Company," and shall by that name have perpetual succession and a Common Seal, and

Preamble.

Certain persons incorporated.

Corporate name and powers.

by the same name be capable of suing and being sued in all Courts of Justice in this Province. All the property, rights and actions belonging to the said association shall be, and they are hereby transferred to the said Corporation, and from and after the passing of this Act, the said Corporation shall be the proprietor thereof, and all the debts and obligations of the said Association, shall be acquitted and performed by the said Corporation. 5

### *Objects of the Company.*

Company may purchase, &c., vessels for carrying and towing on the rivers Yamaska and St. Lawrence.

II. The said Company may and they are hereby authorised and empowered to construct, acquire, charter, and maintain, and navigate on the River Yamaska, and the River St. Lawrence, any steam or other vessels for the purposes of carriage or forwarding on such terms as the said Company may deem advisable for their pecuniary profit or otherwise, of goods, freight, or passengers, from the parishes situated on the said River Yamaska, and on the south shore of the River St. Lawrence, between St. Hugues on the said River Yamaska and the City of Montreal, and *vice versa*, and to carry and forward on such terms and conditions as to reward therefor, pecuniary profit or otherwise, as to the said Company may seem advisable, on the said River Yamaska and the River St. Lawrence, between St. Hugues and Montreal, any goods, chattels, freight, or passengers whatever, to tow and make voyages with the said steamboats, elsewhere than over the course hereinabove mentioned upon the said river St. Lawrence and its tributaries, when and as often as the said Company shall deem advisable, and this upon such conditions as the said Company shall think proper for its pecuniary profit, and to carry and convey upon such terms and conditions with respect to remuneration and pecuniary profit, as the said Company shall think proper, all merchandize, chattels, passengers and freight whatsoever, and to insure the property of the said Company, against all losses by accidents by fire, by perils of navigation, or otherwise, as to the said Company may seem expedient, and generally to carry on and transact all such business and do all such matters and things as may be incidental to the carrying out the objects of the said Company, or the powers and authorities herein contained, or necessary or expedient to the more effectnal or profitable prosecution thereof, and to sell, mortgage or dispose of the stock or property of the said Company, or any part thereof from time to time, when and as may be deemed expedient, and to enter into any contracts or arrangement with any bodies politic or corporate, or other persons whomsoever for the joint or better execution of such objects, powers, or authorities or otherwise, for the benefit of said Company. 35 40

Power to sell or mortgage their property.

Company may own wharves, warehouses, &c.

Proviso.

Company may own a steam-boat for

III. It shall be lawful for the said Company to purchase, rent, take, hold and enjoy to them and their successors such lands, wharves, docks, warehouses, offices and other buildings as they may find necessary or convenient for the purposes of the said Company, but not for any other purpose, and to sell, hypothecate, lease and dispose thereof when no longer required for the purposes of the said Company, and to purchase and acquire other in their stead ; Provided always, that the value of such real estate, wharves, docks, warehouses, offices and other buildings shall not exceed the sum of four thousand dollars, and it shall also be lawful for the said Company to build, purchase, charter 50

and maintain a small steamboat, and to run the same upon the river St. Lawrence and the river St. Francis for the purpose of carrying and transporting upon such terms as the Company may deem expedient for their pecuniary profit, goods, chattels, passengers and freight from the parishes situated on the said river St. Francis, between the said parishes and the Chenal du Moine, in connection with their other steamboats, and to carry and transport upon such terms and conditions with respect to remuneration and pecuniary profit as the said Company shall think proper upon the said river St. Francis and the river St. Lawrence, all goods, chattels, passengers and freight whatsoever.

certain other purposes.

### *Capital of the Company.*

IV. The capital of the Company is fixed at twelve thousand two hundred dollars, divided into six hundred and ten shares of twenty dollars each, with power to increase the same at any general meeting of the said Company to two thousand shares, or forty thousand dollars :  
 15 The six hundred and ten shares which now constitute the capital belong to the shareholders named in the Deed of Partnership hereinbefore cited, and Stock Books shall be opened for any increase of the capital stock which the Company may hereafter decide upon.

Amount of capital stock and number of shares.

V. It shall be lawful for the Directors of the said Company to require payment of the six hundred and ten shares now constituting the capital stock thereof, subject to the terms stipulated in the Deed of Partnership hereinbefore cited, and any addition thereto by such instalments as they may deem expedient : Provided always, that not more than twenty per cent. of the amount subscribed be demanded at any one time, and that the period of one month shall elapse between each instalment.

Payment of shares, when and how to be made.

VI. The capital of the said Company shall be employed in the payment of the preliminary expenses incurred for the establishment of the said Company, and for the construction and equipment of the said steamboat "Yamaska," and of such other steamboats as the said Company may think fit to construct or acquire, and for the acquisition and construction of the lands, quays, warehouses, offices and other buildings which the said Company may deem necessary, and for no other purpose or object whatsoever.

Employment of the capital.

VII. The shares of the said Company shall be deemed moveable property and shall be transferable to others, by the persons to whom they belong ; Provided always, that the transferor shall be held personally responsible to the Company for all or any part of the shares by him subscribed, and which may be found to be due by him at the time of such transfer.

Shares to be deemed moveable property. Transfer thereof.

VIII. The Company shall keep a book, to be called The Register of Shareholders, in which shall be entered from time to time the names and occupations of the different persons who shall be shareholders in the said Company, their places of residence respectively, and the number of shares to which the shareholders are severally entitled.

Register book of shareholders to be kept.

IX. The Directors of the said Company shall from time to time issue to each of the shareholders respectively certificates under the seals of the said Company, signed by the President and Vice-President

Certificates to be issued to stockholders.

and countersigned by the Secretary-Treasurer, specifying the number of shares belonging to such stockholder ; The certificates shall be in the form of Schedule A. annexed to this Act, and they shall be transmitted back to the said Company whenever a transfer of shares shall take place, and new certificates shall be issued to the parties entitled thereto. 5

How transfers of shares shall be effected.

X. The transmission of shares shall be effected by deed of conveyance in form of Schedule B. of this Act ; The transfer shall be signed by the transferor and accepted by the transferee, and shall be delivered with the certificate of the transferor to the Secretary-Treasurer of the Company, who shall enregister the same in a book to be called the Register of Transfers, and a new certificate or new certificates shall be granted in the manner hereinabove mentioned. 10

Company may sue for and recover unpaid instalments.

XI. It shall be lawful for the said Company to sue for and recover any unpaid instalment, with interest, from any shareholder, by means of an action in any Court of civil jurisdiction to the amount claimed, but the Directors of the said Company shall have the right to forfeit the shares of any stockholder who shall not have paid the instalment which may have fallen due either before or after the judgment for the recovery thereof. 15 20

#### *Responsibility of Shareholders.*

Responsibility of shareholders limited.

XII. The shareholders as such shall not be held responsible for any claim, engagement, loss or payment, nor for any damage, transaction, matter or thing relating to or in connection with the said Company, or to or with any obligations, acts or defaults of the said Company, beyond the amounts of their shares respectively, or the amount still remaining unpaid thereon. 25

#### *Administration of the Company.*

Board of Directors constituted.

XIII. The business of the Company shall be transacted and administered by a Board of nine Directors, six of whom shall be selected from among the shareholders residing in the parishes of St. David, St. Hughes, St. Guillaume, St. Michel d'Yamaska, St. Aimé, and St. Martel, and three from among the other shareholders in the Company. 30

Qualifications of Directors.

XIV. Every Director shall be the proprietor of at least five shares, which shares shall be inalienable so long as he shall continue to hold office.

Election of Directors.

XV. The Directors shall be elected and appointed every year at the annual general meeting of the Company, by the Shareholders then present, in person or by proxy. 35

Present Directors.

XVI. The present Directors and President of the said Yamaska Navigation Company, shall remain in office as such until the next annual general meeting. 40

Appointment of officers.

XVII. The Board of Directors shall meet yearly, within a fortnight after their election, and shall elect, from among its members, a President, Vice-president, and shall appoint a Secretary-treasurer.

XVIII. In case of the death, prolonged absence from the country, or of the resignation of one of the Directors, or refusal on his part to accept the office, the Board of Directors shall appoint another in his place.

In case of death, resignation, &c.

XIX. At all meetings of the Directors, five of them shall constitute a quorum: The questions shall be decided by the majority of the members, and in case of equal division the President shall have a casting vote.

Quorum.

XX. The President, or in his absence the Vice-president, shall call meetings of the Directors whenever the occasion shall require, and in the event of their failure or neglect to do so, any two Directors may call a meeting: The meetings of Directors shall be summoned by circular letters, transmitted by post, at least eight days before the meeting.

Duties of President.

XXI. The Board of Directors shall appoint such agents, sub-agents, captains or other servants, as may be necessary for the carrying on the business of the said Company, and shall remove the same when they think proper and desirable; they shall appoint auditors for the auditing of the accounts, and shall fix the remuneration of the Secretary-treasurer, and of all the servants of the Company, and the security to be taken where any security is required, from any of them, for the faithful execution of their respective duties.

Duties of Board of Directors.

XXII. The Board of Directors shall make By-laws for the conduct and administration of the affairs of the Company, which shall not be contrary to the laws of this Province, nor to the provisions of this Act, and which they shall deem useful and necessary, and shall change, amend, revoke, and revise them as they may deem expedient.

By-laws.

XXIII. Books of account shall be kept at the office of the Company, in which shall be entered and transcribed all the affairs and transactions of the Company, and books shall also be kept on board the steamboats, in which shall, regularly and strictly, be entered and transcribed all the receipts and expenditure of the said Company on board thereof.

Books of account.

XXIV. The President shall superintend the administration of the affairs of the said Company, and shall preside at the general meetings, and at those of the Board of Directors; in his absence the Vice-president shall discharge his duties, and in the absence of both from the meetings, a temporary President shall be appointed.

President to preside at meetings, &c.

XXV. The Secretary-treasurer shall keep minutes of the proceedings of the Board of Directors, and of the general meetings of the Company, shall receive the monies of the said Company, and shall be responsible therefor, and shall keep the books of account and the other books of the said Company.

Duties of Secretary-treasurer.

XXVI. Every contract, agreement, engagement, or bargain by the Company or by any agent or agents of the Company on behalf of the said Company, and every promissory note made or endorsed, and every bill of exchange drawn, accepted or endorsed on behalf of the Company, by such Director or Directors, agent or agents, in general accordance with the powers to be devolved to and conferred on them

Contracts, &c., to be binding on Company.

respectively under the said By-laws shall be binding upon the said Company ; and in no case shall it be necessary to have the Seal of the Company affixed to any such contract, agreement, engagement, bargain, promissory note or bill of exchange, or to prove that the same was entered into, made or done in strict pursuance of the By-law, nor shall the Agent be hereby subjected individually to any liability whatsoever ; Provided always, that nothing in this section shall be construed to authorise the said Company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money or as the note of a Bank.

Office of Company.

XXVII. The Board of Directors of the said Company shall, from time to time, fix the place at which the Office of the said Company shall be kept, and may change the same whenever they shall think proper so to do.

*General Meetings and Elections of Directors.*

Annual general meeting.

XXVIII. The annual general meeting of the said Company shall be held at the Village of St. Aimé, on the first Wednesday of the month of February in each year, for the election of Directors, and for the general transaction of the business of the Company.

Special general meetings.

XXIX. A special general meeting of the shareholders shall be called by the Board of Directors, for the consideration and transaction of the affairs of the Company, whenever the affairs of the Company may render the same necessary, and public notice thereof shall be given by circular letters, specifying the purpose of the meeting, forwarded by post at least eight days before such meeting.

Proceedings at general meetings.

XXX. The shareholders may be present and vote at general meetings, either in person or by proxy, the holders of the proxies being shareholders authorized in writing in the form of Schedule C of this Act. All questions shall be decided and the Directors shall be elected and appointed by a majority of the votes of the shareholders, and in case of an equality of votes the President shall have the casting vote.

Number of votes according to number of shares.

XXXI. Each shareholder shall be entitled to a number of votes, proportioned to the number of shares which he shall hold in his own name, at least one month before the period of voting, in the proportion following: one vote for every share up to five inclusively, one vote more for every two shares above five exclusively up to fifteen inclusively, and one vote more for every five shares above fifteen.

*Annual Statements of Account and distribution of profits.*

Annual balance sheet to be prepared. Dividends to be declared.

XXXII. The financial position of the Company shall be ascertained on the thirty-first day of December in each year: The Board of Directors after the balance shall have been completed shall declare such annual dividends of the profits of the said Company as shall seem to them expedient, or shall ascertain the losses, if any, and shall submit them for the confirmation of the annual general meeting.

Annual statement.

XXXIII. An exact and detailed statement shall be made each year of the affairs, debts, credits, profits and losses, which said statement shall



be entered on the books of the said Company, and the books shall be open to the inspection of all the shareholders.

XXXIV. The auditors of the said Company shall every year, during the fifteen days preceding the annual general meeting, meet at the office of the said Company, shall audit the accounts of the previous year, and shall make their report to the said meeting.

Auditors, their duties, &c.

#### *Arbitrators.*

XXXV. In the event of any contestations or difficulties arising relative to the affairs of the said Company, either between the officers and servants and the Company, or between the different shareholders, they shall be submitted to two arbitrators, to be appointed as may be mutually agreed between the contending parties, and their decision shall be final and conclusive. In case of difference of opinion the two arbitrators shall name a third.

Arbitrators, their appointment and duties in certain cases.

#### *General Provisions.*

XXXVI. Any service effected at the office of the Company or upon the President shall be deemed sufficient in all Courts of Justice in this Province. Any stockholder not being in his individual capacity a party to a suit, shall be competent as a witness in such suit.

Service of process.

XXXVII. If any order of *saisie arret* be served upon the said Company, the President, Secretary-treasurer, or any agent thereof may in such case appear in obedience to such order, and make such declaration, according to law, as the circumstances of the case may require, and such declaration shall be considered and received in all Courts of Law in Lower Canada as the declaration of the said Company.

In case of *saisie arret*.

XXXVIII. This Act shall be deemed to be a public Act.

Public Act.

#### *Schedules referred to in the above Act.*

### YAMASKA NAVIGATION COMPANY.

#### Number

These are to certify that A. B. of \_\_\_\_\_ is proprietor of \_\_\_\_\_ shares in the Yamaska Navigation Company, subject to the rules, orders, and regulations of the said Company, and that the said A. B., his heirs and assigns, are entitled to the profits and advantages of the said shares.

Given under the Common Seal of the said Company on the \_\_\_\_\_ day of \_\_\_\_\_, in the year of our Lord

#### SCHEDULE B.

### YAMASKA NAVIGATION COMPANY.

I, A. B., \_\_\_\_\_ in consideration of the sum of \_\_\_\_\_, to me paid by C. D. of \_\_\_\_\_, do hereby assign and convey to the said C. D., \_\_\_\_\_ shares in the Yamaska Navigation Company,

to be enjoyed by the said C. D., his heirs and assigns, subject to the same conditions under which I held them.

And I, the said C. D., do hereby agree to accept and take the said shares, subject to the same conditions.

In testimony whereof we have signed the present assignments at  
the day of

Witness :

### SCHEDULE C.

#### YAMASKA NAVIGATION COMPANY.

I, A. B., of , one of the shareholders of the Yamaska Navigation Company, do hereby appoint C. D., of , to be my proxy, to vote in my absence for me and in my name, on all matters whatsoever proposed at the meeting of shareholders of the said Company, to be held on the day of next, as the said C. D. shall deem expedient.

In testimony whereof, I have signed these presents, on the day of

Witness :