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No. 287.

(PRIVATE BILL.)

1st Session, 4th Parliament, 16 Victoria, 1853.

BILL.

An Act to incorporate the Megantic
Junction Railway and Canal Com-
pany.

Received and read a first time, Monday, 14th
March, 1853.

Second reading, Thursday, 17th March, 1853.

MR. CLAPHAM.

QUEBEC:

PRINTED BY JOHN LOVELL MOUNTAIN STREET.

An Act to incorporate *The Megantic Junction Railway and Canal Company.*

WHEREAS it is expedient to incorporate a Company to construct a Railway and Canal, or one of them, from some point on the Line of the Quebec and Richmond Railroad, in the vicinity of the River-Bécancour, to Leeds, Halifax, Inverness and New Ireland, in the County of Megantic, and to improve the Lake and River Navigation of the said County; Be it therefore enacted, &c.,

That William Price, of Quebec, Dunbar Ross, of Quebec, John Smith, of Inverness, J. R. Lambly, of Leeds, J. Moir Ferres, of Montreal, George B. Hall, of Quebec, Edmund P. Mackie, of Quebec, Peter Rutherford, of Montreal, William Hume, of Leeds, John Carry, of Leeds, Charles Bezeau, of Halifax, F. Baby, of St. Pierre les Becquets, J. G. Clapham, M. P. P., of Quebec, W. J. Leaycraft, of Quebec, J. T. Brousseau, of Quebec, Pierre Gauvreau, of Quebec, or any of them, together with all such persons as shall become Shareholders of any Share or Shares in the undertaking hereinafter mentioned and authorized to be carried on, shall be, and are hereby ordained, constituted and declared to be a body corporate and politic in fact, and by the name of "*The Megantic Junction Railway and Canal Company*," and by that name they and their successors shall and may have continued succession, and by such name shall be capable of contracting and being contracted with, of suing and being sued, pleading and being impleaded, answering and being answered unto, in all Courts and places whatsoever, and in all manner of actions, suits, complaints, matters and causes whatsoever; and that they and their successors may and shall have a Common Seal, and may change and alter the same at their will and pleasure, and also that they and their successors, by the name aforesaid, shall be in law capable of purchasing, having and holding to them and their successors, any estate, real, personal or mixed, to and for the use of the said Company; and of letting, conveying, or otherwise departing therewith for the benefit and on account of the said Company, from time to time, as they shall deem necessary and expedient.

II. And be it enacted, That the several Clauses of the "*Railway* Certain clause of 74th and 15th Vict. ch. 51, incorporated with this Act.
Clauses Consolidation Act," passed in the fourteenth and fifteenth years of Her Majesty's Reign, Chapter fifty-one, and intituled, "*An Act to consolidate and regulate the General Clauses relating to Railways*," with respect to "*Interpretation*," "*Incorporation*," "*Powers*," "*Plans and Surveys*," "*Lands and their valuation*," "*Highways and Bridges*," "*Fences*," "*Tolls*," "*General Meetings*," "*Directors, their election and duties*," "*Shareholders*," "*Shares and their transfer*," "*Municipalities*," "*Shareholders*," "*Actions for Indemnity, and Fines and Penalties, and their prosecution*," "*Working of the Railway*,"

shall be incorporated with this Act in so far as they are not inconsistent with the terms of this Act, and shall apply as well to the Canal and navigation improvements and works to be made and performed by the said Company as to their Railway.

Power to
make up sur-
veys, set out
lands, &c.

III. And be it enacted, That the said Company and their agents, ser- 5
vants and workmen, are hereby authorized and empowered to enter into
and upon the lands and grounds of and belonging to Her Majesty the
Queen, Her Heirs and Successors, or to any other person or persons,
bodies politic or corporate, and to survey and take levels of the same, or
any part thereof, and to set out and ascertain such parts thereof as they 10
shall deem necessary and proper for making the said Railway and Canal,
or either of them, and forthwith and immediately, upon such surveys
being made and levels taken, and such parts ascertained as shall be
necessary for making the said Railway and Canal, or either of them, to
take and appropriate, have and hold to and for the use of the said Com- 15
pany and their successors, lands sufficient for the construction of the
said Railway and Canal, or either of them, for the improvement of the
lakes and rivers in the said County of Megantic, with all necessary locks,
tow-paths, basins, stations, warehouses and other erections as may be
required by the said Company for the purposes aforesaid; and to pur- 20
chase the same to and for the use of the said Company, and with full
power under this Act to lay out and construct, make and finish a double
or single iron or wooden Railway, from some point on the line of the
Quebec and Richmond Railroad in the vicinity of the River Bécancour
to the Townships of Leeds, Halifax, Inverness and New Ireland, in the 25
County of Megantic, and also to make and construct, a Canal, of such
dimensions as they may think proper, within the said County of Megantic,
for the purpose of improving the Navigation of the Lakes and Waters
therein, and otherwise to improve, deepen and render more easily navigable
the said Lakes and Waters, and with full power to intersect or cross 30
any road or highway lying in the route of the said Railway or Canal,
and to construct their Railway or Canal across, upon or along the same:
Provided, that the Company shall restore the said road or highway so
as not to impair its usefulness.

Punishment
of persons
damaging
works of the
Company.

IV. And be it enacted, That if any person or persons shall wilfully, 35
maliciously or to the prejudice of the said Company, break down, damage
or destroy any bank, lock, gate, sluice or any works, machine or device
to be erected or made by virtue of this Act, or do any other wilful act,
hurt or mischief, to disturb or prevent the carrying into execution, or
completing, supporting or maintaining the said Railway and Canal, or 40
either of them, or works hereinbefore referred to, every such person or per-
sons offending shall forfeit and pay to the said Company the value of the
damages proved by the oath of one or more credible witness or
witnesses, such damages, together with the costs of suit in that behalf
incurred, to be recovered by action in any Court of Law in this Province, 45
having jurisdiction competent to the same, and in case of default of pay-
ment, such offender or offenders may be committed to the Common Gaol
for any time not exceeding three months, at the discretion of the Court
before which such offenders shall be convicted.

Or impeding
navigation.

V. And be it enacted, That if any person or persons shall in any 50
manner obstruct the passage of any boat, vessel or raft passing on or
through the said Canal, and shall not immediately, upon due notice given

to such person or persons so obstructing the passage aforesaid, remove the same, shall forfeit and pay for every offence the sum of *five* pounds, which forfeiture shall be paid to the said Company; and it shall and may be lawful for the agents or servants of the Company to cause any boat, vessel or raft to be unloaded or removed in such manner as shall be proper for preventing such obstruction in the Navigation, and to detain and seize such boat, vessel or raft, and the loading thereof, until the charges occasioned by such obstruction, unloading or removal are paid.

VI. And be it enacted, That it shall and may be lawful for the President and Directors of the said Company subject to the provisions of the Railway Clauses Consolidation Act incorporated with this Act, to regulate from time to time, and establish the Rates of Toll, payable for the transportation of goods, wares, merchandizes and passengers in the said Railway, and the said Company shall annually, if required, exhibit an account to either branch of the Legislature, of the Tolls collected upon the said Railway and Canal, and the sums expended in keeping the same in repairs, and also of the goods, wares and merchandizes transported in and along the same.

VII. And be it enacted, That the said Directors of the said Company shall at their first General Meeting held after the Railway or Canal shall be finished, ascertain and fix the rates and dues to be taken by virtue of this Act, and it shall and may be lawful for the Directors of the said Company to alter the said rates, at any subsequent meeting, after giving three months' public notice of the same, and that a Schedule of rates shall be affixed upon the most public place at such Railway and Canal.

VIII. And be it enacted, That the several dues, tolls and rates, so appointed to be taken as aforesaid, shall be paid to such person or persons at the said Railway or Canal, or at such place or places near the said Railway or Canal, in such manner and under such regulations as the said Directors shall direct or appoint, and in case of denial or neglect of payment of any such rates, dues or any part thereof, on demand, to the said person or persons appointed to receive the same as aforesaid, the said Company may sue for and recover the same in any Court having Jurisdiction thereof, or the person or persons to whom the said rates or dues ought to be paid, may, and he is, and they are hereby empowered to seize and detain such boat, vessel, barge or raft for or in respect whereof such rates or dues ought to be paid, and detain the same until payment thereof.

X. And be it enacted, That the whole amount of the stock, estate and property which the said Company shall be authorized to hold, including the Capital or shares hereinafter mentioned, shall not exceed in value one hundred thousand pounds, sterling.

XI. And be it enacted, That each share shall be twelve pounds ten shillings, currency, or ten pounds five shillings and sixpence, sterling, each, and the number of shares shall not exceed ten thousand, and that books of subscription shall be opened by such person or persons, and under such regulations as the majority of Directors hereinafter named, for the time being, assembled at a meeting to be called by any of them, shall direct: Provided, that any person who or whose attorney (specially qualified to this effect) shall sign his and her name in the said books, shall become a Member of the said Corporation.

First Directors. XII. And be it enacted, That the before mentioned William Price, John Smith, J. G. Clapham, M. P. P., J. R. Lambly, James Moir Ferres, E. P. Mackie, George Beswick, Esquires, shall be, and they are hereby constituted and appointed the first Directors of the said Company appointed under this Act, which body of Directors shall, after the passing of this Act, elect 5
President. one of their body to be the President, and appoint the officers, agents and
By-laws. servants necessary to such direction, and to make such Rules, Regulations and By-laws as may be considered necessary; and should any one or more of the said Directors resign, or be removed by death, then the majority of the survivors may elect some other person or persons to supply 10
Proviso. such vacancy so made as aforesaid; Provided, that the said Directors may appoint one of their number a paid managing Director, and five of their number shall be a *quorum*.

First General Meeting. XIII. And be it enacted, That so soon as ten thousand pounds shall have been subscribed, and a deposit made thereon, as may be required 15
 by the Rules, Regulations and By-laws made and adopted by the Directors as aforesaid, a General Meeting of the Subscribers shall take place, of which due notice of not less than thirty days shall be given in two newspapers in the Cities of Quebec and Montreal, one of which shall be published in the English and the other in the French language, of the 20
Election of Directors. time and place of such meeting; and it shall and may be lawful for the Subscribers at such meeting, to proceed to the election of seven Directors for the said Company, and such election shall then and there be made by a majority of shares voted for, in manner hereinafter prescribed.

Qualification of Directors. XIV. And be it enacted, That the affairs and concerns of the said 25
 Company shall be managed and conducted by the seven Directors who shall be so elected, and who shall be Shareholders each of the amount of ten shares, one of whom shall be chosen President.

Retirement of Directors. XV. And be it enacted, That of the seven Directors so to be elected, as prescribed by the second next preceding Section, (or those appointed 30
 in their stead in case of a vacancy,) two shall go out of office on the first Monday of the month of May, in the year one thousand eight hundred and fifty-five, and two more in each succeeding year, on the like day of the month of May in each said year, at which periods an Annual General Meeting of the Shareholders of the said Company shall be held to choose 35
 two other Directors in the place and stead of the two Directors so going out as aforesaid, and generally to transact the business of the Company; **Proviso.** Provided, that the Directors shall retire in rotation, the order of retirement of the said first elected Directors being decided by lot amongst the Directors themselves, at the time of the first election; but the Di- 40
 rectors then or at any subsequent period retiring; shall be eligible for re-election; **Proviso.** Provided also, that no such retirement shall have effect, unless the Shareholders shall at such Annual Meeting proceed to fill up the vacancies caused in the Board of Directors by the retirement of the said two Directors as aforesaid. 45

Notice of General Meetings. XVI. And be it enacted, That no General Annual Meeting of the Shareholders or any Special General Meeting of such Shareholders shall be held unless due notice of such General Annual Meeting or of any intended Special General Meeting shall be given, in the Cities of Quebec and Montreal in two Newspapers in each City, one of which shall be 50
 published in the English language and the other in the French language;

for a period of at least fifteen days before such meeting : Provided, however, that no such General Special Meeting shall be held unless it be decided by a majority of the Directors at any of their meetings that such General Special Meeting shall be held, or unless a requisition in writing for such General Special Meeting shall be made to the Board of Directors, by not less than ten Shareholders who shall among themselves be Subscribers of not less than two hundred shares. Proviso.

XVII. And be it enacted, That the seven Directors shall be elected at such time of the day and at such place as a majority of the Directors for the time being shall appoint, and public notice shall be given in the usual manner of such time and place of meeting, and the said election shall be held and made by such of the Shareholders of the said Company as shall attend for that purpose, in their own proper person or by proxy, and all Elections of Directors shall be by Ballot, and the seven persons who shall have the greatest number of votes at the said Election shall be Directors, and the majority of Directors shall elect the President ; each Shareholder shall be entitled to a number of votes proportioned to the number of shares he or she shall have held in his or her own name, at least one month prior to the time of voting : Provided always, that no one proprietor shall have more than one hundred and fifty votes. Hour and place of Election of Directors.
Ballot.
Proviso.

XVIII. And be it enacted, That in case it should happen that an Election of Directors shall not be made on any day when, pursuant to this Act, it ought to have been made, the said Corporation shall not, for that cause, be deemed to be dissolved, but it shall and may be lawful, on any other day to hold and make an Election of Directors in such manner as shall have been regulated by the Laws and Ordinances of the said Corporation. Case of failure of Election provided for.

XIX. And be it enacted, That the Directors for the time being, or the majority of them, shall have power to make such By-laws and Regulations as to them shall appear proper, touching the management of the stock, estate and effects of the said Corporation, and touching the duty and conduct of the officers, clerks and servants employed by the said Company, and all such matters as appertain to the business of the said Company, and shall also have power to appoint as many officers, clerks and servants for carrying on the said business, and with such salaries and allowances as to them shall seem meet. Powers of Directors.

XX. And be it enacted, That the Mayor of any Municipal Corporation subscribing for and holding shares in the stock of the said Company, to the amount of five thousand pounds or upwards, shall be *ex officio* one of the Directors of the said Company in addition to the Directors elected by the Shareholders pursuant to the Act Incorporating the Company, and shall have the same rights, powers and duties as any of the other Directors of the said Company ; Provided always, that any such Municipal Corporation whose Mayor shall be *ex officio* such Director as aforesaid, shall not vote or be entitled to vote in or for the Election of the other Directors aforesaid, elected by the Shareholders. Mayor of any Municipality hold £5,000 Stock to be an ex officio Director.

XXI. And be it enacted, That if any Writ of *Saisie Arrêt* or Attachment shall be served upon the said Company, it shall be lawful for any duly authorized officer of the Company in any such case, to appear in Service of process, &c. *Faits et articles, &c.*

obedience to the said Writ to make the declaration in such case by Law required, according to the exigency of each case, which said declaration shall be taken and received in all Courts of Justice in Lower Canada, as the declaration of the Company; and in causes where interrogatories, "*sur Faits et Articles, or serment décisoire,*" may have been or may hereafter be served upon the Company, the Directors shall have the power, by a Vote or Resolution entered among the Minutes of the proceeding of any meeting, to authorize any officer of the Company, to appear in any cause to answer such interrogatories, and the answers of such officer, so authorized, shall be held and taken to be the answers of the Company to all intents and purposes, as if all the formalities by law required, had been complied with; and the production of a copy of such Resolutions certified by the Secretary, with the said answers, shall be sufficient evidence of such authorization.

Auditors.

XXII. And be it enacted, That every Annual General Meeting shall have power to appoint not exceeding two Auditors, to audit all accounts of money laid out and disbursed on account of the said undertaking, by the Treasurer, Receiver and Receivers, and other officer and officers to be by the said Directors appointed, or by any other person or persons whatsoever, employed by or concerned for under them, in and about the said undertaking, and to that purpose shall have power to adjourn themselves over from time to time, and from place to place, as shall be thought convenient by them.

Guage.

XXIII. And be it enacted, That the Guage of the said Railway shall not be broader or narrower than five feet six inches.

Power to become parties to Notes, &c.

XXIV. And be it enacted, That the said Company shall have power to become parties to Promissory Notes and Bills of Exchange, for sums not less than Twenty-five pounds, and any such Promissory Note made or endorsed, and any such Bill of Exchange, drawn, accepted or endorsed by the President or Vice President of the Company, and countersigned by the Secretary and Treasurer, and under the authority of a majority of a *quorum* of the Directors, is and shall be binding upon the Company, and every such Promissory Note or Bill of Exchange made, drawn, accepted or endorsed by the President or Vice President of the said Company, and countersigned by the Secretary and Treasurer as such, either before or after the passing of this Act, shall be presumed to have been properly made, drawn, accepted or endorsed, as the case may be, for the Company, until the contrary be shewn; and in no case shall it be necessary to have the Seal of the Company affixed to any such Bill of Exchange or Promissory Note, nor shall the President, Vice President, or the Secretary and Treasurer of the Company so making, drawing, accepting or endorsing any such Promissory Note or Bill of Exchange, be thereby subjected individually to any liability whatever; Provided always, that nothing in this Clause shall be construed to authorize the said Company to issue any Note payable to bearer, or any Promissory Note, intended to be circulated as money, or as the Notes of a Bank.

Proviso.

Power to use the Quebec and Richmond Railway; terms how fixed.

XXV. And be it enacted, That the said Company shall have power to use the line of the Quebec and Richmond Railway at its point of junction with the line of the said Megantic Junction Railway and Canal Company, to the terminus of the said Quebec and Richmond Railroad, at, near or opposite the City of Quebec, on such terms of agreement as

shall be mutually decided by the Directors of both Companies, and in the event of any disagreement, the said terms shall be settled by the Board of Railway Commissioners, whose decision shall be final and binding on both Companies: Provided always, that the said Quebec and Richmond Railroad Company shall enjoy all and every the advantages on the line of the said Megantic Railway and Canal Company, which they the said Company enjoy on the line of the said Quebec and Richmond Railroad Company. **Proviso.**

10 **XXVI.** And be it enacted, That the said Company may, from time to time, lawfully borrow either in this Province or elsewhere, such sum or sums of money not exceeding, at any one time, the sum of fifty thousand pounds currency, as they may find expedient, and at such rate of interest, not exceeding six per cent. per annum, as they may think proper, and may make the Bonds, Debentures or other Securities they shall grant for the sums so borrowed, payable either in currency or in sterling, and at such place or places within or without this Province as they may deem advisable, and may hypothecate or pledge the lands, tolls, revenues and other property of the said Company for the due payment of the said sums and the interest thereon. **Borrowing money. Debentures.**

20 **XXVII.** And be it enacted, That any Meeting of the said Directors, at which not less than five Directors shall be present, shall be competent to do and perform all and any of the powers hereby vested in the said Directors of the said Company. **Quorum of Directors.**

25 **XXVIII.** And be it enacted, That this Act shall be taken and deemed to be a Public Act. **Public Act.**