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ACTS  
OF THE  
PARLIAMENT  
OF THE  
DOMINION OF CANADA

PASSED IN THE  
FORTY-SECOND YEAR OF THE REIGN OF HER MAJESTY  
QUEEN VICTORIA,

AND IN THE  
FIRST SESSION OF THE FOURTH PARLIAMENT,

*Begun and holden at Ottawa, on the thirteenth day of February, and closed  
by Prorogation on the fifteenth day of May, 1879.*



HIS EXCELLENCY  
THE RIGHT HONORABLE SIR JOHN DOUGLAS SUTHERLAND CAMPBELL,  
*(Commonly called THE MARQUIS OF LORNE.)*  
GOVERNOR GENERAL.

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VOL. II.  
LOCAL AND PRIVATE ACTS.

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OTTAWA:  
PRINTED BY BROWN CHAMBERLIN,  
LAW PRINTER TO THE QUEEN'S MOST EXCELLENT MAJESTY.  
ANNO DOMINI, 1879.





# 42 VICTORIA.

## CHAP. 52.

An Act respecting the Consolidated Bank of Canada.

[Assented to 15th May, 1879.]

**W**HEREAS the Consolidated Bank of Canada has by its petition represented that it would be for the interest of the said Bank that the number of its Directors should be diminished, and that its local Board at Toronto should be abolished, and has prayed that the said changes in its organization should be made, and it is expedient that the prayer of the said petition should be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. From and after the next annual general meeting of the shareholders of the said Bank, the Board of Directors of the said Bank shall consist of seven directors only, and at that meeting seven directors only shall be elected for the management of the affairs of the said Bank.

Number of directors reduced.

2. Upon, from and after the said next annual general meeting of the shareholders of the said Bank, the local Board of Directors of the said Bank, heretofore existing at Toronto, shall be discontinued and abolished; and the functions heretofore exercised by the said local Board, shall thereafter be performed in such manner as shall be ordered by the by-laws of the Bank.

Local board at Toronto abolished.

3. Neither of the preceding sections of this Act shall have any force or effect unless approved at the next annual general meeting of the shareholders of the said Bank, or at some adjournment thereof, or at a special general meeting of the shareholders thereof called for the purpose of considering the same; and at any such meeting one of such sections only may be approved, if it be so determined by the shareholders, and shall have force and effect accordingly.

Foregoing provisions subject to approval of shareholders.

## CHAP. 53.

An Act to make further provisions respecting "The Consolidated Bank of Canada."

[Assented to 15th May, 1879.]

Preamble.

**W**HEREAS The Consolidated Bank of Canada has, by its petition, represented that owing to recent heavy and unexpected losses the capital of the Bank has been impaired, and it has been found necessary to suspend the payment of dividends; that it is most important in the interest of the shareholders that the payment of dividends should be resumed at as early a date as possible, and that to accomplish that end it is necessary that the capital stock of the bank should be reduced immediately, to the extent of forty per cent.; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Nominal value of subscribed shares reduced.  
 Proviso as to shares not paid up.

**1.** The nominal value of the existing subscribed shares of the said Bank shall be reduced to sixty dollars each on the first day of July, in the present year, one thousand eight hundred and seventy-nine: Provided always, that nothing herein contained or done hereunder shall in any way affect or diminish the present liability of holders of shares unpaid or not paid up in full, to pay up in full the amount of such shares to the present nominal amount thereof.

Votes after such reduction.

Transfers of stock.

**2.** From and after the said first day of July the votes by the shareholders of the said Bank shall be computed upon the basis of the new stock, and no transfer or other transaction of any kind or nature whatsoever shall thereafter be made or take place except in respect of the said new stock, and the Directors may thereupon close the transfer books of the Bank for a period not exceeding one week, for the purpose of re-arranging the stock books of the Bank.

When only the foregoing provisions shall take effect.

**3.** The foregoing provisions shall not take effect until this Act has been accepted by a resolution passed by a majority of votes at the now next annual general meeting of the shareholders, after due notice that such acceptance will be proposed thereat, or at a special general meeting of the shareholders called for the purpose of considering the proposed acceptance of this Act.

Liability to present creditors not affected.

**4.** Nothing in this Act shall be construed so as to lessen or vary the liability of the shareholders of "The Consolidated Bank of Canada" to the present creditors thereof.

CHAP.

## CHAP. 54.

## An Act respecting "La Banque Jacques-Cartier."

[Assented to 15th May, 1879.]

**WHEREAS** *La Banque Jacques-Cartier* has, by petition, Preamble. represented that it has sustained heavy losses in the course of its operations, which have had the effect of diminishing its assets; that in order that it may continue its operations with advantage it is necessary, as was unanimously admitted by its shareholders in general meeting assembled, to reduce its capital stock by reducing the number of shares; that it is the unanimous desire of the said shareholders that the time fixed for the annual general meeting should be changed; and whereas it is expedient to grant the prayer of the said petition, and to grant certain further powers to the Board of Directors of the said Bank: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. From and after the first day of July in the year of Our Lord one thousand eight hundred and seventy-nine, the capital stock of *La Banque Jacques-Cartier* shall be reduced from one million dollars to five hundred thousand dollars, divided into twenty thousand shares of twenty-five dollars each, so that the present number of shares shall be reduced by one-half. Capital stock reduced.

2. The existing shares shall, on the said day, be converted into new shares, which shall then be issued to the shareholders in the proportion of one new share for each two shares then held by them. Conversion of shares.

3. Any shareholder who shall then be the holder of an uneven number of shares, may arrange with any other shareholder, similarly situated, for uniting their shares, and obtaining in their joint names their proportion of shares in the new issue. Case of an uneven number provided for.

4. If any shares remain unconverted, the new shares representing the same shall be at once issued, and shall be sold in such manner as may be considered most advantageous by the Board of Directors, and the proceeds shall be distributed *pro ratâ* to the holders of the shares in lieu whereof they have been issued. As to shares unconverted.

5. From and after the said day, all transactions shall take place in the new capital and the new shares, and the Directors Future transactions to be in new shares.

tors shall have power to close the transfer book for such time as shall be deemed expedient, in order to re-arrange the said book in conformity with the new issue.

Disposal of  
shares held  
by the bank

6. The Bank may, when it shall deem it advantageous to do so, dispose of the new shares, which shall represent those lawfully held by it at the time of the new issue, either by selling the same, or by distributing them to the shareholders. or by both of such methods, as may be considered expedient by the Board of Directors.

Day of annual  
general  
meeting :  
time changed.

7. The annual general meeting of the shareholders for the election of Directors and the general transaction of business, shall be held on the third Wednesday of the month of June, in each year,—the first of such meetings after the passing of this Act to be held in June, one thousand eight hundred and seventy-nine: Provided that it shall be lawful for the shareholders, by by-law, to change the date fixed for such general meeting.

Proviso.

8. Nothing in this Act shall be construed so as to lessen the responsibility of the shareholders of the Bank with respect to existing creditors, nor so as to modify the liability of present holders of shares, not paid up in full, to pay up the entire amount of the original nominal value of the said shares.

Certain  
rights saved.

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## CHAP. 55.

An Act to authorize and confirm an Indenture of Sale by the Trustees of the Toronto Savings Bank to the Home Savings and Loan Company (Limited).

[Assented to 15th May, 1879.]

Preamble.

WHEREAS the Act of Parliament under which the Toronto Savings Bank continues to do business will expire at the end of the Session of Parliament which will be held next after the first day of January, 1882, and whereas it is for the benefit of the depositors, and of the persons interested in the surplus of the said Bank, that the affairs of the said Bank should not be gradually wound up, and that the indenture hereinafter referred to should be ratified and confirmed; and whereas the indenture hereinafter referred to has been executed by the Trustees of the Toronto Savings Bank and by the Home Savings and Loan Company (limited); and whereas the Trustees of the said Toronto Savings Bank and the Directors of the said Home Savings and Loan Company (limited)

(limited) have, by their petitions, represented that the said Bank and the said Company are desirous of having the said deed ratified and confirmed, and of having Trustees appointed for the management of any surplus belonging to the said Bank, and for carrying out an agreement for the sale by the said Bank to the said Company of all the assets, property and effects of the said Bank, and that it will be for the interest of the said Bank and of the said Company that the same should be effected; and whereas it is expedient that the prayer of the petitioners should be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The said indenture of conveyance and transfer, dated the fourth day of April, one thousand eight hundred and seventy-nine, in the schedule to this Act set forth, marked A, and everything therein contained, shall be and the same are hereby confirmed and declared to be valid from the day of the date thereof. Indenture confirmed.

2. All the property, estate and effects, real and personal and the rights, property, credits, choses in action, claims and demands of whatsoever nature or quality, or wherever situate, of the Toronto Savings Bank, and of the said Trustees or of any person in trust for them (save and except any assets reserved by the provisions of the said indenture), are hereby and by the said deed vested in the said Home Savings and Loan Company (limited), its successors and assigns, for its own use and benefit absolutely; and the said Company may, in its own name, sue for, collect and get in all and every part of the said estate, rights and effects, and generally do all acts and take all proceedings necessary therefor, either at law or in equity, as fully and effectually as the said Trustees of the Toronto Savings Bank could have done. Property transferred.

3. The said Company shall be liable to pay and discharge all the debts and obligations in the said agreement by them covenanted to be paid, and may be directly sued and proceeded against in respect thereof as fully and effectually as if the same were originally the debts and obligations of the said Company. Payment and recovery of debts.

4. All actions or proceedings in any court, in which suits, actions or proceedings the said Trustees of the Toronto Savings Bank are plaintiffs, may be continued to judgment and execution in the name of the said Company upon a suggestion being entered at any stage in the pleadings, or on the record at any time before judgment, or upon the judgment roll after judgment, by virtue of this Act, that the said Company by virtue of this Act and the execution of such indenture, became entitled to the benefit of the subject matter and benefit of the said action or proceeding. Suits may be continued.



Trustees  
appointed.

*Ex officio*  
trustee.

Name and  
powers of  
trust.

5. The present Trustees of the said Toronto Savings Bank, namely: Very Reverend Francis Patrick Rooney, John Shea, Matthew O'Connor, Charles Brien Doherty and Thomas Flynn, Esquires, shall be continued as the Trustees of the surplus funds of the said bank, unassigned and excepted in the said indenture set forth in the said Schedule A; but from and after the resignation of the said Very Reverend Francis Patrick Rooney, the Roman Catholic Archbishop of the Diocese of Toronto, his successor, or the person for the time being officiating as administrator of the Roman Catholic Archiepiscopal Diocese of Toronto, shall be *ex-officio* one of the said Trustees.

6. The said Trustees shall hereafter be known as and named "The Toronto Savings Bank Charitable Trust," and shall upon trust hold, possess, invest, deal with and distribute the said fund for the benefit of the charities entitled thereto under the Act of the Parliament of the late Province of Canada fourth and fifth Victoria, chapter thirty-two, as the said Trustees shall deem proper, and with like powers under the said Act, in reference to the said fund, as they possessed as Trustees of the Toronto Savings Bank, unaffected by the limitation of section fourteen or by any of the amendments to the said Act.

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#### SCHEDULE A.

This indenture made in triplicate this fourth day of April, one thousand eight hundred and seventy-nine, between Matthew O'Connor, John Shea, the Very Reverend Francis Patrick Rooney, Charles Brien Doherty and Thomas Flynn, all of the City of Toronto, Trustees of the Toronto Savings Bank, of the first part, and the Home Savings and Loan Company (limited), of the second part, witnesseth that the parties hereto of the first part do hereby grant, convey, assign, transfer and set over unto the said party hereto of the second part, its successors and assigns for ever, for its own use and benefit, all the lands, mortgages, debts, accounts, cash, bank notes, debentures, stock, bills, notes, goods, chattels, fixtures, furniture, books of account, judgments and all property, estate and effects, rights and credits of every kind and nature, and wheresoever situate, of and belonging to the parties of the first part, as such Trustees, and of and belonging to the said Toronto Savings Bank, or in or to which they as such Trustees have or said Bank has any title, interest or claim, and including all securities, vouchers and documents and assets, whether held by said Trustees or said Savings Bank, or by any persons or person, or bodies or body corporate in trust for them, or for their use, excepting, how-  
ever,

ever, a certain indenture of mortgage made by Robert Heber Bowes, to Thomas Henry Ince, and by said Ince assigned to the Reverend Francis Patrick Rooney, and held by him in trust for said parties of the first part, and which indenture of mortgage is registered in the Registry Office of the City of Toronto, as number 14,310 A, and which assignment is registered in said Registry Office as number 14,311 A; and said parties hereto of the first part do hereby assign, transfer and set over unto said Company, its successors and assigns, the goodwill, beneficial interest and advantage of the connections and custom of said Toronto Savings Bank, and of the said Trustees in the business of the said Bank, and the said Company doth hereby assume all the liabilities of the said Toronto Savings Bank, and doth hereby covenant, promise and agree with the said Trustees to pay, satisfy and discharge all such liabilities, and to indemnify and save harmless the said Trustees and said Savings Bank from the payment thereof; and the said parties hereto of the first part do for themselves and their successors in office, as such Trustees, covenant with the said Company that they the said Trustees and all persons acting for them, or holding or having any property, estate, effects or securities for them, will execute all assignments or transfers that are necessary or proper to effectually carry out the intent and meaning of these presents.

The parties hereto of the first part as such Trustees do hereby for themselves, their successors and assigns, covenant, promise and agree to and with said party of the second part, its successors and assigns, that the said Trustees, their successors or assigns, and that the said Toronto Savings Bank shall not nor will henceforth either directly or indirectly engage in or carry on the business of a Savings Bank or Receiver of Deposits, or any business of a similar kind in the said City of Toronto.

The said parties hereto of the first part covenant for themselves and their assigns to hold the said Bowes' mortgage and the money secured thereby or derivable therefrom in trust in the first place to pay the said parties of the second part, their successors or assigns, the sum of three thousand six hundred and forty-four dollars and fifty-one cents interest, which shall have accrued thereon on the day of the date of these presents, and the remainder thereof principal and interest as Trustees of the Toronto Savings Bank, or upon such trusts and for such purposes as shall be declared in a certain Act of the Parliament of Canada, now being applied for intituled "An Act to authorize the Trustees of the Toronto Savings Bank to sell and convey to the Home Savings and Loan Company, Limited," and which received its first reading on the fifth day of March, one thousand eight hundred and seventy-nine.

The parties hereto of the first part for themselves, and so far as they lawfully can, for any person who shall hereafter hold

hold said Bowes' mortgage, covenant, promise and agree with the said party of the second part, that they and their assigns will use all due diligence in the collecting and receiving and paying over of the moneys payable to the parties of the second part under said Bowes' mortgage.

And the said parties of the second part covenant and agree with the parties of the first part, that they will pay all the expenses of obtaining the said Act, and of and incident to the transfer and conveyance of the said Bank and assets thereof as aforesaid, the true intent and meaning of the parties to these presents being that the said Bowes' mortgage, except the sum of three thousand six hundred and forty-four dollars and fifty-one cents thereof, shall be the property of the said parties of the first part, free from any charges whatever and that all the property and assets of the said Bank shall vest absolutely in the said parties of the second part forever, subject to all the liabilities of the said Bank, including the expenses and disbursements of, and incidental to such legislation as may be necessary to confirm and give effect to these presents.

And the parties hereto do hereby covenant and agree, each with the other, and others of them that upon a Bill for an Act of the Parliament of Canada intituled "An Act to authorize the Trustees of the Toronto Savings Bank to sell and convey to the Home Savings and Loan Company (Limited)," coming before the Committee to whom it will be referred after its second reading, they, the said parties of the first part will, and the said party of the second part will have the said Bill amended, by making it a Bill to ratify and confirm these presents, and that they will take all proper steps to have these presents confirmed, and to have certain trusts declared, and Trustees appointed in and by said Bill,

In witness whereof the parties hereto of the first part have hereunto set their hands and seals, and the party hereto of the second part has caused its corporate seal to be hereunto affixed the day and year first above written.

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## CHAP. 56.

An Act to authorize the construction of a bridge over the Ottawa River for the use of the Quebec, Montreal, Ottawa and Occidental Railway, and for other purposes.

[Assented to 15th May, 1879.]

Preamble.

**W**HEREAS it has been represented by petition from the Government of the Province of Quebec, that the Quebec, Montreal, Ottawa and Occidental Railway is now constructed

constructed and running to the City of Hull: and whereas it is desirable in the interests of Canada as well as of the Province of Quebec to confer upon the Commissioner of Agriculture and Public Works of the said Province, power to construct a bridge over the Ottawa River at or near the City of Hull, and a line of railway to connect the Quebec, Montreal, Ottawa and Occidental Railway with the railways of the Province of Ontario, and of the Dominion of Canada at or near the City of Ottawa: and whereas it is expedient to make provision by legislation in that behalf: Therefore Her Majesty by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

**1.** The Commissioner of Agriculture and Public Works of the Province of Quebec, for the time being, is hereby authorized and empowered to construct a bridge over the waters of the Ottawa River at or near and between the Cities of Hull and Ottawa, and also a line of railway to connect the Quebec, Montreal, Ottawa and Occidental Railway with any railway coming to the said City of Ottawa, and to construct and build a station and sidings, and all other structures necessary or convenient for a terminus of the said railway in the said City of Ottawa, and for the working and using of the said line of railway, and to acquire all such land as may be required therefor; and the said railway bridge and the line of railway required for the said connection, and such station, land and structures shall be vested in Her Majesty to and for the public uses of the said Province of Quebec, subject to the provisions of this Act.

Certain public officers of Quebec empowered to build a bridge over the River Ottawa from Hull to the City of Ottawa.

**2.** The said Commissioner of Agriculture and Public Works shall not commence the construction of the said bridge, or any work thereunto appertaining, until he shall have submitted to the Governor in Council plans of such bridge, and of all intended works thereunto appertaining, nor until such plans and the site of such bridge shall have been approved by the Governor in Council, and such conditions as he shall think fit for the public good to impose, touching the said bridge and works, shall have been complied with; nor shall any plan be altered, or any deviation therefrom allowed, except by the permission of the Governor in Council, and upon such conditions as he shall impose.

Plan, &c., to be approved by Governor in Council, and conditions imposed.

**3.** The said Commissioner of Agriculture and Public Works, for the time being, shall, for the purposes of this Act, have all the powers necessary for the effectual carrying out of the said purposes, which are conferred upon Railway Corporations for similar purposes by "*The Railway Act, 1868*," and the Acts amending it; and shall be subject to all the obligations imposed by the said Acts on railway corporations,

Necessary powers conferred on the said officers of Quebec.

porations, in so far as such powers and obligations are applicable to the works hereby authorized; and such Commissioner, for the time being, shall be entitled to exercise such powers and shall be liable for the non-performance of such obligations in and by his name of office; and the word "Company" or "Directors" in any of the said Acts shall, with respect to this Act, be construed as meaning the said Commissioner, whenever such construction is required to give effect to this Act.

Interpretation provision.

Power to make arrangements with Railway Cos.

4. The said Commissioner shall have power to make running arrangements with any railway company in the Dominion of Canada with the line of which connection shall be made by the works hereby authorized.

The said officers may as such, sue and be sued in Ontario.

5. The said Commissioner of Agriculture and Public Works in his said capacity, and by his said title, may sue and be sued, plead and be impleaded in any court of law or equity in the Province of Ontario, for and in respect of any matter appertaining to the said bridge or the construction thereof, or the acquiring of lands therefor, or for the working of the said bridge and line of railway in the said Province of Ontario; and any judgment or award against the said Commissioner of Agriculture and Public Works given or made under and by virtue of this Act, shall be enforceable by execution or other process from any of the said courts against all property acquired for the purposes of the said bridge and line of railway in the said Province of Ontario.

How the powers may be executed.

6. The powers, rights and liabilities conferred or imposed upon the said Commissioner of Agriculture and Public Works by this Act, shall be vested in, and may be exercised by or enforced against any Commissioner or public officer who may be hereafter, by the Legislature of the Province of Quebec, substituted in the place of the said Commissioner, and invested with his functions and powers in reference to the said railway.

Connection with the St. Lawrence and Ottawa Railway Co., and their mutual rights.

7. It shall be lawful for the St. Lawrence and Ottawa Railway Company, hereinafter called "the said Railway Company," to connect the railway of the said Railway Company with the bridge and line of railway to be constructed under this Act and with the Quebec, Montreal, Ottawa and Occidental Railway, in the Township of Hull, and to cause the engines and carriages of the said Railway Company to pass with their passengers and freight over and along the said bridge and line of railway, and to discharge and receive passengers and freight at any station or depot to be constructed under this Act or belonging to the said Quebec, Montreal, Ottawa and Occidental Railway in the Township of Hull, and for the said Commissioner of Agriculture and Public Works to allow the said Railway Company so to do

do upon such terms and conditions as the said Railway Company and the said Commissioner may agree upon : and the terms and conditions so to be agreed upon may extend to the payment by the said Railway Company to the said Commissioner of a fixed sum once for all, or of an annual sum, or of sums payable from time to time and proportioned to the number of carriages or passengers, or the quantity of freight conveyed over the said bridge and line of railway constructed under this Act, and the services performed, or the accommodation afforded in respect thereof for the said Railway Company : Provided always, that it shall be lawful for the said Commissioner to agree with the Directors of the said Railway Company, that the said Railway Company or the said Commissioner shall receive and convey for the other party to the agreement, passengers and freight over the bridge and line of railway constructed under this Act, and at, to and from any station or depot of either party, or of the Quebec, Montreal, Ottawa and Occidental Railway at Hull, and in the carriages of the said Railway Company or of the said Commissioner, or shall perform any other service for the other party upon such terms and conditions as the parties respectively shall agree upon ; and any agreement made between the said Railway Company and the said Commissioner respectively, under this section, shall be binding upon the parties thereto during the time for which it shall be made, but it shall not be compulsory on the said Railway Company to renew any agreement under this section ; and if the said Railway Company and the said Commissioner cannot mutually agree upon the terms of any arrangements under this section, the matter in difference shall be referred to arbitration under the provisions of "*The Railway Act, 1868,*" referring to lands and their valuation, and the award thereunder made shall be binding upon the said Commissioner and the said Railway Company : Provided always, that so far as respects the accommodation to be afforded and the services to be performed at or with respect to any station or depot of the Quebec, Montreal, Ottawa and Occidental Railway in the Township of Hull, the said Commissioner shall be held to represent the railway last mentioned or the Government of the Province of Quebec as administering and managing the said railway on behalf of Her Majesty to the use of the said Province ; and any arrangement or award made under this section shall be construed to have effect accordingly.

Proviso :  
Directors of  
the two Cos.  
may agree as  
to traffic ;  
arbitration if  
they differ.

Proviso : as  
to the ser-  
vices to be  
performed at  
stations.

8. This Act shall not in any manner affect or modify existing rights, sought to be enforced by suits now pending in any court.

How this Act  
shall be  
construed.

## CHAP. 57.

An Act to amend the Acts incorporating the "Coteau and Province Line Railway and Bridge Company" and the "Montreal and City of Ottawa Junction Railway Company," and amending Acts, and to amalgamate the said Companies.

[Assented to 15th May, 1879.]

Preamble.

**W**HEREAS the "Coteau and Province Line Railway and Bridge Company" and the "Montreal and City of Ottawa Junction Railway Company" have, by their petitions, represented that it would be for the advantage of both of the said Companies that they should be amalgamated, and have prayed for the passing of an Act for that purpose; and whereas it is expedient to grant the prayer of such petitions: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada enacts as follows:--

Companies amalgamated.

**1.** The "Coteau and Province Line Railway and Bridge Company" and the "Montreal and City of Ottawa Junction Railway Company" shall be and the same are hereby amalgamated, subject to the provisions hereinafter mentioned, under the corporate name of "Canada Atlantic Railway Company," upon the terms and conditions herein, and in the draft deed of amalgamation set forth in the schedule to this Act, contained.

Corporate name.

Deed confirmed.

**2.** The said draft deed of amalgamation is hereby approved of and confirmed, and is to be taken and read as a portion of this Act.

Powers of the company.

**3.** Under the name of "Canada Atlantic Railway Company" the said amalgamated Company shall be a body corporate and politic and shall have all the powers and privileges in the said draft deed contained or referred to, and also the powers and privileges hereinafter mentioned.

Powers as to bridging the River St. Lawrence and Beauharnois Canal.

**4.** The said Canada Atlantic Railway Company shall have the powers conferred upon the Coteau and Province Line Railway and Bridge Company by the Act thirty-fifth Victoria, chapter eighty-three, with reference to the construction of a bridge or bridges over the River St. Lawrence and Beauharnois Canal; Provided however, that no bridge be constructed over the navigable channel of the said River St. Lawrence, until the Governor in Council, after full examination into the question, shall be satisfied that no serious objection exists to bridging the said navigable channel at the

Proviso: as to bridge over the St. Lawrence. Plans must be approved by Governor in Council.

the point or location mentioned in the said Act, thirty-fifth Victoria, chapter eighty-three: and upon the Governor in Council being so satisfied, and upon a proclamation to that effect appearing in the *Canada Gazette*, the said Canada Atlantic Railway Company shall have power to construct a bridge or bridges across the said navigable channel in such manner, of such elevation, and according to such plans as may be approved by the Governor in Council.

5. The said Canada Atlantic Railway Company shall have the power and right to construct, equip and maintain a telegraph line along the whole length of the said railway and its branches, if any, and across the said River St. Lawrence and the Beauharnois Canal and the River Richelieu, and to establish offices at such points as may be thought necessary or expedient by the said Company for its own use; and, for the purpose of erecting and working such telegraph line, the said Company shall have power to enter into a contract or contracts with any other company or companies.

Telegraph line may be constructed by company.

6. The head office of the said Canada Atlantic Railway Company, notwithstanding any amalgamation or lease thereof, shall be at the City of Ottawa, or at such other place in Canada as shall be fixed by by-law of the Company; and the workshops of the said Company shall be in Canada.

Head office.

Workshops.

7. The said Canada Atlantic Railway Company shall have the power, immediately after the said Company has been organized under this Act, to issue mortgage bonds to the extent of one million dollars, and in addition thereto a further amount of such bonds to the extent of fifteen thousand dollars a mile of the whole length of the said line, excepting the said bridge, such bonds to be issued under the provisions of, and secured by, a deed or deeds of mortgage from the said Company to a trustee or trustees for the holders thereof; and the said bonds and mortgage or mortgages securing the same shall be a first charge and lien upon the whole of the said railway and bridge, property, real and personal, franchises, rolling-stock, plant, tolls and revenues, at the time of such organization owned or thereafter acquired by the said Company; and the said mortgage deed or deeds shall contain such conditions and provisoes as may have been agreed upon between the parties who are to be the holders of the said bonds and the said Company, or either of the said two Companies, as to what shall be the amount of each of the said bonds, the form thereof, the time, place and mode of payment, rate of interest, remedies to be exercised on non-payment of the said bonds, interest or coupons, and the mode of enforcing such remedies, and also the penalties and forfeitures to be enforced on non-payment of the said bonds, interest or coupons;

Mortgage bonds may be issued.

Security for the same by deed.

What such deed shall contain.



Power to hold or sell railway.

coupons; and may also give such power as may have been agreed upon as aforesaid to the trustee or trustees of the said mortgage or mortgages, upon default of payment of bonds, interest or coupons, to take possession of the said railway and bridge property and franchises, and to hold and run the same for the benefit of the said bond-holders, or to sell the the said railway and bridge property and franchises: Provided always, that the said mortgage or mortgage bonds shall not form any lien or charge upon the bonds of the Townships of Lochiel and Kenyon, mentioned in the said draft deed of amalgamation, nor upon the first five thousand dollars of Ontario Government subsidy referred to in the said deed or schedule hereto.

Proviso.

Preferential stock.

8. The said Canada Atlantic Railway Company shall have the power to issue to the extent of one million dollars of its whole capital stock, as preferential stock of the said Company.

Application of funds.

9. The said mortgage bonds and preferential stock, or the proceeds thereof, shall be applied or appropriated by the said Company in the carrying out of the works authorized by the said draft deed of amalgamation and this Act.

Company may amalgamate with other companies.

10. The said Canada Atlantic Railway Company shall have the power to amalgamate with any other railway company or companies, now or hereafter to be incorporated within or without the Dominion of Canada, by deed executed by the said Companies so amalgamating in such manner, on such terms and conditions and under such name, as may be agreed upon between them; and such new amalgamated Company shall, after the completion of such amalgamation, have all the rights, powers and privileges of either or any of the said Companies so amalgamating, and shall become vested with all the franchises, assets and properties and be subject to all the obligations and liabilities of the said Companies so amalgamating; and the said Canada Atlantic Railway Company shall also have power to lease or purchase the road or roads of any such other railway company or companies, or to lease the said Canada Atlantic Railway and Bridge to such other railway company or companies on such terms and conditions as may be agreed upon between them

Property transferred.

11. Upon the amalgamation provided for in the first section hereof taking place, all the assets of the said Companies as mentioned in the said draft deed, shall become vested in the said Canada Atlantic Railway Company, and notwithstanding anything in this Act contained, each and every contract, obligation, security, Government and Municipal bonus or subsidy and right whatsoever, belonging or appertaining to either of the said Companies hereby amalgamated,

mated, existing at the time of the completion of the said amalgamation, shall be and remain in full force and effect, and shall become vested in and enure to the sole benefit of the amalgamated Company, except as regards the bonds of the Townships of Lochiel and Kenyon hereinbefore referred to, and the said five thousand dollars of Ontario Government subsidy hereinbefore referred to, which are hereby declared to be vested in such trustee or trustees as the Montreal and City of Ottawa Junction Railway Company may appoint for that purpose for the benefit and use of the said Company.

Effect of the said deed.

**12.** The foregoing provisions of this Act shall not take effect until the said draft deed and the provisions of this Act be approved of and consented to by a majority of not less than two-thirds in value of the stock in the said Companies respectively, represented in person or by proxy by the holders thereof at special general meetings of each of the said Companies called for that purpose as hereinafter provided for, and until the said deed of which a draft is contained in the said schedule shall have been duly executed in duplicate by both of the said Companies, and one of the said duplicates accompanied with proof of the required assent of the said shareholders of the said Companies shall have been deposited in the office of the Secretary of State of Canada, who shall, at the expense of said Canada Atlantic Railway Company, immediately upon such deposit cause a notice of such deposit to be published in the "*Canada Gazette*" for one insertion; and immediately upon such publication the said amalgamation and all the said foregoing provisions of this Act shall take effect and be in force.

Approval of shareholders to be obtained.

Deed to be in duplicate, &c.

**13.** The said special general meetings of the said Companies shall be called immediately after the passing hereof at the usual places of meeting of the said Companies respectively, on two weeks' notice given in the manner provided as to annual general meetings in the said respective Acts of incorporation of the said Companies; and any special general meetings of the said Canada Atlantic Railway Company shall be held as provided for hereafter in the by-laws of the said Company.

Meetings, how called.

**14.** The powers conferred by this Act shall be exercised by the commencement within three years, and the completion within eight years, of the works hereby authorized, in default whereof this Act and the powers thereby granted shall lapse and be null and void.

Time for commencement and completion limited.

#### SCHEDULE.

This deed, made between the Coteau and Province Line Railway and Bridge Company of the first part, and the  
 VOL II—2 Montreal

Montreal and City of Ottawa Junction Railway Company, of the second part—Witnesseth :

Whereas the said parties of the first part were incorporated by statute of the Dominion of Canada, passed in the thirty-fifth year of the reign of Her Majesty Queen Victoria, and chaptered eighty-three, and intituled "*An Act to incorporate the Coteau and Province Line Railway and Bridge Company,*" and by the said Act were empowered to lay out, construct and finish a double or single iron railway, of such width or gauge as the said company might see fit, from the line of the Grand Trunk Railway at or near Coteau Landing to the shore of the River Saint Lawrence, crossing the said river by a railway bridge by way of the islands therein to some point in the County of Beauharnois, and thence in as direct a line as may be through the Counties of Beauharnois, Char-teauguay, Huntingdon or Napierville, to some point or points on the northern boundary line of the State of New York, in the United States, or in the Town of Saint John's ;

And whereas, by Act of the Dominion of Canada, passed in the fortieth year of the reign of Her Majesty Queen Victoria, and chaptered sixty-one, the time for completion of the said railway was thereby extended as provided by the said Act ;

And whereas, pursuant to the provisions of the said Acts of incorporation, stock to the amount of fifty-five thousand dollars has been subscribed as prescribed by the said Acts ;

And whereas the persons named in the first schedule hereto are the stockholders of the said Company, holding stock to the amount set opposite their names in the said schedule ;

And whereas the assets of the said Company, the parties hereto of the first part, are as specified in the second schedule hereto annexed ;

And whereas the parties hereto of the second part were incorporated by Act of the Dominion of Canada, passed in the thirty-fourth year of the reign of Her Majesty, chaptered forty-seven and intituled "*An Act to incorporate the Montreal and City of Ottawa Junction Railway Company,*" and by the said Act were empowered to lay out, construct and finish a double or single iron railway, of such width or gauge as the said Company may see fit, from the City of Ottawa to some point at or near the Village of Alexandria, in the County of Glengarry, and thence to some point at or near Coteau Landing on the line of the Grand Trunk Railway, in the County of Soulanges ;

And whereas, by statute passed in the forty-first year of the reign of Her Majesty Queen Victoria, chaptered twenty-eight, the time for completion of the said railway was extended as therein provided ;

And whereas, pursuant to the provisions of the said Acts of incorporation, stock has been duly subscribed, and the persons named in the third schedule hereto are the stockholders

holders of the said Company holding paid-up stock to the amounts set opposite their names in the said schedule ;

And whereas the assets of the said Montreal and City of Ottawa Junction Railway Company, the said parties of the second part, consist of the properties, grants, bonuses and other property specified in the fourth schedule hereto ;

And whereas the said last mentioned Company, the parties hereto of the second part pursuant to the powers granted by their said Acts, issued bonds of the said Company to the amount of forty thousand dollars (\$40,000), which said bonds and the interest due thereon are the property of and now held by one Samuel Mathewson Baylis, who is an assenting party to this agreement ;

And whereas, the said parties of the first part have entered into a contract with one Daniel N. Stanton and one Adna P. Balch, bearing date the sixth day of October, one thousand eight hundred and seventy-four :

And whereas, subsequently, on the eighth day of March, one thousand eight hundred and seventy-nine, the said parties of the first part entered into a contract, in its nature supplemental thereto, with the said Stanton and Balch and the Central Vermont Railroad Company, both providing for the construction and completion of the railway and bridge of the said party of the first part :

And whereas, the said parties of the second part have also entered into a contract with the said Stanton and Balch for the construction and completion of the railway of the said parties of the second part, which said last-mentioned contract is evidenced by agreements executed by the said parties of the second part, bearing date the twenty-third day of November, one thousand eight hundred and seventy-eight, and the sixteenth day of January, one thousand eight hundred and seventy-nine :

And whereas, subject to the approval and sanction of the Legislature of the Dominion of Canada, the said parties hereto of the first and second parts desire to amalgamate and consolidate the said two Companies into one, under the name of Canada Atlantic Railway Company, on the terms and conditions hereinafter expressed :

Now this Indenture witnesseth that the said Companies, the parties hereto of the first and second parts respectively, hereby agree each with the other of them, that they, the said two Companies, shall be and they are hereby amalgamated and consolidated as one Company, under the name of Canada Atlantic Railway Company.

The capital stock of the said amalgamated Company shall not exceed in the whole the sum of three million dollars (\$3,000,000), to be divided into thirty thousand shares of one hundred dollars (\$100) each.

The said respective stockholders of the two Companies hereby amalgamated, and whose names are set out in the first and third schedules hereto, shall become, and they are hereby

hereby declared to be, paid-up stockholders in the said amalgamated Company for the respective amounts set opposite their names in the said first and third schedules hereto; and the said stockholders last named, and all such other persons and corporations as shall become shareholders in the said amalgamated Company, shall be and become a body corporate and politic by the name of Canada Atlantic Railway Company, and shall have all the powers and privileges conferred on such corporations by the Railway Act of one thousand eight hundred and sixty-eight and amending Acts, subject to the provisions hereinafter contained.

The assets of the said Companies, the parties hereto of the first and second parts respectively, specified in the second and fourth schedules hereto, with the exception of the municipal bonds of Lochiel and Kenyon, granted to the said parties of the second part, are hereby declared to be and are vested in and become the property and assets of the said amalgamated Company for all the estate, right, title and interest of either of the parties hereto; but it is hereby agreed and provided that the assets of the said parties of the second part, in the fourth schedule hereto specified, except the said Lochiel and Kenyon bonds reserved as aforesaid, shall, no matter by whom said railway be constructed, be applied in the first instance towards the construction and equipment of that portion of the said railway between Ottawa and Coteau Landing, in manner provided by the said agreement, bearing date the sixteenth day of January, one thousand eight hundred and seventy-nine, between the Montreal and City of Ottawa Junction Railway Company and the said Stanton and Balch.

The said amalgamated Company, and their agents and servants, may lay out, construct and finish a double or single railway, of a gauge of four feet eight and one-half inches, from the City of Ottawa to some point at or near the Village of Alexandria, in the County of Glengarry, and thence to some point on the bank of the River St. Lawrence, at or near Coteau Landing in the County of Soulanges, and thence to the Town of Saint John's or to some point on the north-easterly boundary of the State of New York, or on the north-westerly boundary of the State of Vermont, in manner prescribed by the Acts of incorporation of the parties hereto of the first and second parts respectively; and the said Company may also enter into and carry out arrangements with any other chartered railway company within or without Canada for the purpose of building any branch or branches to facilitate a connection with such other railway or railways.

The said hereinbefore recited contracts entered into with the said Stanton and Balch for the construction and completion of the said railways of the said parties of the first and second

second part, shall be, and the same are hereby ratified and confirmed by the said amalgamated Company.

The Honorable Donald Alexander Macdonald, Edward McGillivray, John Rankin, Archibald McNab, Ranald S. Macdonald, James Fraser, Peter Kennedy, John K. Booth, William Goodhue Perley and Guy C. Noble, shall be the first directors of the said amalgamated Company, and shall hold office as such until other directors shall be elected by the shareholders; and the said directors shall have all the powers vested in the directors of the said Montreal and City of Ottawa Junction Railway Company and Coteau and Province Line Railway and Bridge Company by the respective Acts of incorporation of the said two Companies, and the Railway Act of 1868 and amendments thereto; but it is hereby distinctly agreed by and between the parties hereto, that until the completion of that portion of the said amalgamated railway lying between Coteau Landing and the Town Hall of Kenyon, and the laying of the rails between Coteau Landing and the said Town Hall of Kenyon, and the first locomotive shall have run over the said portion of road, the stockholders who now hold stock in the said Montreal and City of Ottawa Junction Railway Company, or their assigns, shall have the privilege of electing seven directors of the said amalgamated Company; and the shareholders who now hold stock in the Coteau and Province Line Railway and Bridge Company shall have the privilege of electing three directors to the said amalgamated Company, and the said Board of Directors shall be elected in manner aforesaid until the completion of that portion of the said railway from Coteau Landing to the Town Hall of Kenyon, and the rails be laid thereon as aforesaid, after which time the election of directors of the said amalgamated Company shall be in the manner prescribed in this agreement by the shareholders of the said amalgamated Company generally.

All the provisions of and the powers and privileges conferred and given by the seventh, eighth, ninth, tenth, eleventh, twelfth, and sixteenth sections of the said statute passed in the thirty-fourth year of the reign of Her Majesty Queen Victoria, and chaptered forty-seven, and all the provisions of, and powers and privileges given and conferred by the fifth, and fifteenth sections of the said statute, passed in the thirty-fifth year of the reign of Her Majesty Queen Victoria, and chaptered eighty-three, and all the provisions and powers and privileges given and conferred by the said statute, passed in the fortieth year of the reign of Her Majesty Queen Victoria, and chaptered sixty-one, and all the provisions of, and powers and privileges given and conferred by the Railway Act of one thousand eight hundred and sixty-eight and any amendment thereto, except such as are inconsistent herewith, are hereby declared to be applicable to and conferred upon

and

and vested in the said amalgamated Company, and every portion thereof, except that the Directors of the said Company may not be less than seven nor more than thirteen, and except that, until the completion of that portion of the said railway between Coteau Landing and the Town Hall of Kenyon and the first locomotive shall have run over the said portion of road as aforesaid, the election of directors shall be in manner hereinbefore agreed to.

Any deed of conveyance of land to the said amalgamated Company may be executed in the manner and form prescribed by section seventeen of the said Act, passed in the thirty-fourth year of the reign of Her Majesty Queen Victoria, chaptered forty-seven, and the provisions of the said section shall apply to the said amalgamated Company, except that the name of the amalgamated Company shall be substituted in lieu of the Montreal and City of Ottawa Junction Railway Company.

As soon as the amalgamated Company hereby formed is organized, the said Company shall issue first mortgage bonds and shall deliver forty thousand dollars (\$40,000) of its bonds, or a sufficient amount thereof, to the said Samuel Mathewson Baylis, in redemption of the bonds of the parties of the second part held by him as aforesaid, and the interest and accrued interest thereon, as provided by an agreement made between the said Samuel Mathewson Baylis and the said the Montreal and City of Ottawa Junction Railway Company, bearing date the sixteenth day of January, one thousand eight hundred and seventy-nine.

All the debts and obligations of either of the said Companies legally existing, and all claims which can be established in a Court of law or equity against either of the said Companies shall be assumed by and become the debts and obligations of the amalgamated Company, and all remedies existing against either of said Companies to enforce such debts or obligations may be enforced against the said amalgamated Company.

All conveyances and deeds, if any, necessary for the further carrying out of the agreement and the amalgamation of the said Companies are to be executed by either party hereto, as may be necessary.

In witness whereof, &c.

*First Schedule* to the draft deed between the Coteau and Province Line Railway and Bridge Company and the Montreal and City of Ottawa Junction Railway Company, dated the            day of            one thousand eight hundred and seventy-nine.

Stockholders of the Coteau and Province Line Railway and Bridge Company :

John

Names.			Amount Subscribed.
John R. Booth,	26 shares,	\$100.00	\$ 2,600 00
William G. Perley,	27 shares,	100.00	2,700.00
Guy C. Noble,	320 shares,	100.00	32,000.00
F. S. Stranahan,	10 shares,	100.00	1,000.00
John W. Newton,	10 shares,	100.00	1,000.00
Alfred Coote,	10 shares,	100.00	1,000.00
George W. Hibbard,	10 shares,	100.00	1,000.00
L. Millis,	137 shares,	100.00	13,700.00

*Second Schedule* to the draft deed between the Coteau and Province Line Railway and Bridge Company and the Montreal and City of Ottawa Junction Railway Company, bearing date the            day of            one thousand eight hundred and seventy-nine.

Assets of the Coteau and Province Line Railway and Bridge Company :

*Third Schedule* to the draft deed between the Coteau and Province Line Railway and Bridge Company and the Montreal and City of Ottawa Junction Railway Company, bearing date the            day of            one thousand eight hundred and seventy-nine.

Stockholders of the Montreal and City of Ottawa Junction Railway Company :

Names.			Amount Subscribed.
D. A. Macdonald,	10 shares,	\$100.00 each	\$1,000.00
James Fraser,	5 shares,	100.00 each	500.00
Peter Kennedy,	5 shares,	100.00 each	500.00
Arch'd McNab,	5 shares,	100.00 each	500.00
R. S. MacDonald,	5 shares,	100.00 each	500.00
E. McGillivray,	5 shares,	100.00 each	500.00
John Rankin,	5 shares,	100.00 each	500.00

*Fourth Schedule* to the draft deed between the Coteau and Province Line Railway and Bridge Company and the Montreal and City of Ottawa Junction Railway Company, bearing date the            day of            one thousand eight hundred and seventy-nine.

Assets of the Montreal and City of Ottawa Junction Railway Company :

Ontario Government Bonus, \$4,000 per mile for	
67½ miles in Ontario.....	\$270,000
City of Ottawa Bonus.....	100,000
Balance, Kenyon and Lochiel Bonus.....	30,000
Total.....	\$400,000

In addition to the above, fully 25 miles of the road are already graded.



## CHAP. 58.

An Act to amend the Act to incorporate the Ontario and Pacific Junction Railway Company of Canada.

[Assented to 15th May, 1879.]

Preamble.  
37 V., c. 74.

WHEREAS the Ontario and Pacific Junction Railway Company have, by their petition, represented the necessity of extending the time for the commencement and completion of their proposed line of railway, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Section 27  
repealed;  
new provision.  
Time for  
commence-  
ment and  
completion.

I. The twenty-seventh section of the Act of incorporation of the said Company passed in the thirty-seventh year of the reign of Her Majesty, chaptered seventy-four, is hereby repealed and the railway shall be commenced within three years from the date of the passing of this Act and completed within six years after the date of the proclamation mentioned in the twenty-eighth section of the said Act.

## CHAP. 59.

An Act to amend the Act forty-one Victoria, chapter twenty-nine, intituled "An Act to revive and amend the Act incorporating the Montreal and Champlain Junction Railway Company."

[Assented to 15th May, 1879.]

Preamble.  
41 V., c. 29.

WHEREAS the Montreal and Champlain Junction Railway Company have, by their petition, prayed that the Act passed in the forty-first year of Her Majesty's reign, chapter twenty-nine, may be amended as hereinafter set forth; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Section 3  
amended.  
Additional  
provision as  
to removal  
and use of  
materials.

I. The third section of the said Act, forty-first Victoria, chapter twenty-nine, is hereby amended by adding thereto the following: "and it shall be lawful for the Montreal and Champlain Junction Railway Company on the making of the said agreement to remove the materials so agreed for from the said section of the Montreal and Champlain Junction Railway Company's line, so now owned by the Grand Trunk

“Trunk Railway Company of Canada, as aforesaid, and to use the same, as is above provided, and thereupon the Grand Trunk Railway Company of Canada shall be relieved and discharged from further keeping open, using or maintaining the part of their said line from which the materials shall have been so taken as aforesaid; and it shall be lawful for the Grand Trunk Railway Company in lieu of the said piece of railway to use and pass their traffic over the line of the Montreal and Champlain Junction Railway Company from the said point of junction *viâ* St. Lambert, on such terms and conditions as the said Montreal and Champlain Junction Railway Company and the Grand Trunk Railway Company of Canada may, from time to time, agree upon; and further, upon the provisions of this section being carried into effect the Grand Trunk Railway Company of Canada shall be no longer bound or called upon to keep, work or maintain a ferry across the River St. Lawrence, between Caughnawaga and Lachine.”

Right of passage by the G.T.R. Co. over part of the line of the other Co.

As to ferry between Caughnawaga and Lachine.

2. The said Montreal and Champlain Junction Railway Company shall not exercise the power above given, nor shall the Grand Trunk Railway Company of Canada be relieved, as in the third section of the Act hereinbefore cited, as amended by this Act, provided, until the line of the said Montreal and Champlain Junction Railway Company, between St. Isidore and St. Lambert, is completed, graded and ready for the superstructure.

Condition previous to exercise of rights under s. 3 of 41 V., c. 29.

3. So soon as the said line is ready as above mentioned, the said Companies shall respectively use all possible diligence in completing the said line between the points aforesaid, and in opening and using the same for traffic.

Duty of the companies respectively.

4. On the said change being made, and on the Grand Trunk Railway Company of Canada being relieved as hereinbefore provided, all the provisions of the Act twentieth Victoria, chapter one hundred and forty-two, section five, as to the train service on the Montreal and Champlain Railway line, and also the provisions of the Act thirty-fifth Victoria, chapter sixty-four, section seven, shall apply to the said line between the said point of junction and Montreal, by way of St Lambert and the Victoria Bridge, in substitution for the said portion of the Montreal and Champlain line between St. Isidore Station and Caughnawaga, as fully as if the said substituted part had formed part of the said line at the time of the passing of the said Acts.

Certain provisions of 20 V., c. 142 and 35 V., c. 64 to apply after the change aforesaid.

5. The said point of junction shall not be south of St. Isidore station on the Montreal and Champlain Company's Railway, now owned by the Grand Trunk Railway Company as aforesaid.

Point of junction limited.

Power to M  
C. J. Co. to  
extend their  
line.

6. The Montreal and Champlain Junction Railway Company shall have power to extend their line from the said point of junction on the Montreal and Champlain Railway to the village of Dundee Lines in the County of Huntingdon, by way of the villages of Ste. Martine and Durham, in the County of Chateauguay, and the village of Huntingdon in the County of Huntingdon, or as near thereto as reasonably can be.

Application  
of s. 3 of 41  
V., c. 29.

7. All the provisions of section three of the Act forty-first Victoria, chapter twenty-nine, shall apply to the said extension, and all the provisions of "*The Railway Act, 1868*," except as varied by the Act incorporating the said Montreal and Champlain Junction Railway Company shall also apply.

Cessation of  
certain daily  
trains  
limited.

8. Nothing in this Act contained shall be held to authorize or justify the occurrence of an interval of more than ten days between the cessation of the daily running of trains between Caughnawaga and the Province Line and the commencement of the daily running of trains between the point of junction aforesaid and Montreal by way of St. Lambert and Victoria Bridge.

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## CHAP. 60.

An Act to authorize the Welland Railway Company to convert their Six per cent. Mortgage Bonds into Five per cent. Debenture Stock, and for other purposes.

[Assented to 15th May, 1879.]

Preamble.

16 V., c. 136.

19, 20 V., c.  
23.

20 V., c. 141.

WHEREAS the Welland Railway Company was incorporated by an Act of the legislature of the late Province of Canada, passed in the sixteenth year of Her Majesty's reign, intituled "*An Act to incorporate the Port Dalhousie and Thorold Railway Company*," for the purposes in the said Act mentioned; and by an Act of the said legislature passed in the session held in the nineteenth and twentieth years of Her Majesty's reign, intituled "*An Act to extend the line of the Port Dalhousie and Thorold Railway Company*," the powers of the said Company were extended and enlarged; and by an Act of the said legislature passed in the twentieth year of Her Majesty's reign, and intituled "*An Act to increase the capital stock of the Port Dalhousie and Thorold Railway Company and to change the name of the Company*," the name of the said Company was changed to "*The Welland Railway Company*";

And

And whereas, under and by virtue of the powers contained in the Act first mentioned, and the clauses of "The Railway Clauses Consolidation Act" therein incorporated, the said Company has created and issued the following mortgage bonds :—

*Firstly.* One hundred and fifty bonds of one hundred pounds each, amounting together to fifteen thousand pounds, secured by an indenture of mortgage bearing date the twelfth day of June, one thousand eight hundred and fifty-six, and made between and duly executed by the said Company (under its then name and style "The Port Dalhousie and Thorold Railway Company") of the first part, and William Proudfoot, John Powell and Thomas Lees Helliwell of the second part, whereby the payment at the expiration of ten years from the first day of July, one thousand eight hundred and fifty-six, of the principal of the said bonds with interest at the rate of six per cent. per annum in the meantime, was charged on the line of railway and all lands of the said Company lying within the Township of Grantham, and in the Town (now City) of St. Catharines and Village of Port Dalhousie, extending from Port Dalhousie to the junction of the Great Western Railway at Welland City, (now known as the Village of Merritton), together with all branches or sidings of the said railway, made or to be made between the said Village of Port Dalhousie and the said Village of Merritton, and the line thereof including the right of way and the land occupied thereby, and laid out and set apart therefor, together with the superstructure, tracks and erections thereon and set apart therefor, and all franchises, rights and privileges of the said Company in and to the same and all income derivable or to be derived therefrom ;

*Secondly.* Eight hundred and fifty bonds of one hundred pounds each, amounting together to eighty-five thousand pounds, secured by an indenture of mortgage bearing date the first day of June, one thousand eight hundred and fifty-seven, and made between and duly executed by the same parties as the indenture before recited, whereby the payment at several periods, the last of which was the first day of July, one thousand eight hundred and seventy-seven, of the principal of the said last mentioned bonds with interest at the rate of six per cent. per annum in the meantime, was charged on the line of railway, and all the lands of the said Company lying within the Counties of Lincoln and Welland, extending from the point of intersection of the extension of the said railway, with the lower section thereof near the said City of St. Catharines to Port Colborne, on Lake Erie, in the County of Welland, together with all branches or sidings of the said railway, made or to be made, between the said point of intersection at Port Colborne, and the line thereof, including the right of way and the land occupied thereby

thereby and laid out and set apart therefor, together with the superstructure, tracks and erections thereon, and set apart therefor, and all the franchises, rights and privileges of the said Company, in or appertaining thereto, and all income derivable or to be derived therefrom, which said bonds so secured by the two said indentures of mortgage hereinbefore recited are hereinafter referred to and called "the first mortgage bonds," and the owners thereof "the first bond-holders ;"

The same.

*Thirdly.* Fifty bonds of five hundred pounds each and two hundred and fifty bonds of one hundred pounds each, amounting together to fifty thousand pounds, and secured by an indenture of mortgage bearing date the ninth day of August, one thousand eight hundred and fifty-nine, and made between and duly executed by the same parties as the two indentures aforesaid, whereby the payment on the first day of July, one thousand eight hundred and seventy-nine, of the principal of the said fifty bonds of five hundred pounds each and two hundred and fifty bonds of one hundred pounds each, with interest thereon at the rate of six per cent. per annum, in the meantime, payable half-yearly, was charged by way of second mortgage on the property, premises, franchises, rights, privileges and income of the said Company mentioned and comprised in the two indentures of mortgage of the twelfth day of June, one thousand eight hundred and fifty-six, and first day of June, one thousand eight hundred and fifty-seven hereinbefore recited: and the bonds so secured by the said indenture of the ninth day of August, one thousand eight hundred and fifty-nine, above recited, are hereinafter referred to and called "the second mortgage bonds," and the owners thereof "the second bond-holders ;"

Recital.

And whereas the payment of the principal and interest, secured by the said second mortgage bonds, was collaterally secured by a bill of sale or assignment of the rolling stock of the said Company then purchased or thereafter to be purchased with the proceeds of such bonds ;

Recital.

And whereas, under and by virtue of the powers contained in an Act of the said legislature passed in the session held in the twenty-seventh and twenty-eighth years of the reign of Her Majesty and intituled "*An Act to amend the Acts relating to the Welland Railway Company*" (otherwise known as the "*Welland Railway Act, 1864*"), the said Company has issued eight per cent. preference bonds to the amount of fifty thousand pounds upon the terms (as provided by the said Act) that the said preference bonds should be a first charge on the railway and works of the said Company and on its undertaking, including the rolling stock, vessels, elevators and all other property of the said Company ;

Bonds under  
27, 28 V., c.  
89.

And

And whereas the principal moneys secured by the said preference bonds became payable on the first day of November, one thousand eight hundred and seventy-four, but the same were not paid, and in lieu thereof, and in pursuance of the powers contained in the said "*Welland Railway Act, 1864*," six per cent preference bonds have been issued payable at the expiration of twenty years, from the first day of November, one thousand eight hundred and seventy-four ;

Recital.  
27, 28 V.,  
c. 89.

And whereas the said Company has, by its petition, represented that it will be greatly to the advantage of the first bond-holders and second bond-holders and the said Company, and the shareholders thereof, that the said first mortgage bonds and second mortgage bonds should (subject to and without disturbing the priority created by the said indentures of mortgage hereinbefore recited, and by the said "*Welland Railway Act, 1864*,") be converted into five per cent. debenture stock of the said Company upon the terms in this Act hereinafter provided ;

Recital.

And whereas at a special general meeting of the bondholders and shareholders of the said Company held on the twenty-seventh day of November, one thousand eight hundred and seventy-eight, in pursuance of a notice duly published, specifying the object of such meeting, a majority consisting of more than two-thirds in number and amount of the first bondholders and second bondholders of the said Company present at the said meeting in person or represented by proxy, signified their consent to the conversion of the said bonds on the terms by this Act provided ;

Recital.  
Meeting of  
bondholders.

And whereas it is expedient to grant the prayer of the said petition : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

**1.** It shall be lawful for the Welland Railway Company, and the said Company is hereby authorized and empowered to cancel forthwith the first mortgage bonds of the said Company, and to issue in lieu thereof debenture stock of the said Company to be called "first five per cent. debenture stock" to an amount equal to the principal money secured by the said first mortgage bonds, and bearing interest as hereinafter provided.

First mortgage bonds may be converted into 5 per cent. stock.

**2.** It shall further be lawful for the said Company, and the said Company is hereby authorized and empowered to cancel the second mortgage bonds of the said Company, and to issue in lieu thereof debenture stock of the said Company to be called "second five per cent. debenture stock" to an amount equal to the principal money secured by the said second mortgage bonds, and bearing interest as hereinafter provided.

Second mortgage bonds may be converted into 5 per cent. stock.

Issue of  
debenture  
stock.

3. The said first and second five per cent. debenture stock shall be issued by certificates of the amount of one hundred pounds sterling each, in such form as the Board of Directors of the said Company shall determine, and all regulations or provisions for the time being applicable to the certificates of shares in the capital of the said Company shall apply, *mutatis mutandis*, to the certificates of the said debenture stock; and the first bond-holders and second bond-holders of the said Company shall respectively be entitled to receive in such certificates an amount of the said "first five per cent. debenture stock" and "second five per cent. debenture stock" respectively, equal to the principal money secured by the said mortgage bonds held by them, on application at either of the head offices of the said Company in England or Canada, and on delivering up to the said Company the said mortgage bonds held by them, and the coupons thereto attached.

Exchange of  
bonds there-  
for.

Security  
transferred  
to first debenture  
stock.

4. Upon the said first five per cent. debenture stock being issued by the said Company, the mortgages made by the said Company, dated respectively the twelfth day of June, one thousand eight hundred and fifty-six, and first day of June, one thousand eight hundred and fifty-seven, to secure the payment of the said first mortgage bonds, shall, subject to the provisions of this Act, continue and be a valid charge on the property, franchises, rights and privileges of the said Company therein described and comprised, to secure the payment of the interest from time to time accruing on the said first five per cent. debenture stock.

And to  
second debenture  
stock.

5. Upon the said second five per cent. debenture stock being issued by the said Company, the mortgage made by the said Company and dated eighth August, one thousand eight hundred and fifty-nine, to secure payment of the said second mortgage bonds shall, subject to the provisions of this Act, continue and be a valid charge on the property, franchises, rights and privileges of the said Company therein comprised, to secure the payment of the interest from time to time accruing on the said second five per cent. debenture stock.

Ranking of  
stock on the  
undertaking.

6. The said first five per cent. debenture stock, with the interest thereon, shall become and be a first charge upon the undertaking of the said Company (subject only to the said preference bonds and the interest thereon), and the said second five per cent. debenture stock with the interest thereon, shall become and be (subject to the said preference bonds and the interest thereon) a second charge on the said undertaking and a first charge on all the rolling stock of the said Company, and any and every replacement or renewal thereof or any addition thereto prior to all shares or stock of the Company whether ordinary, preference or guaranteed,

guaranteed, and all dividends or interest thereon, and over any mortgage, lien, bond, or obligation hereafter made or incurred by the said Company; and the said debenture stock shall, subject as aforesaid, be transmissible and transferable in the same manner, and according to the same regulations and provisions as other stock of the said Company, and shall in all other respects have the incidents of personal estate.

Transfer of stock.

7. The surplus income or profits of the said Company in any and every year after paying the interest and arrears of interest from time to time accruing on the said preference bonds, shall be applied first in or towards payment of interest for the same year, on the said first five per cent. debenture stock, at the rate of five per cent. per annum, and then in or towards payment of interest for such year, at the rate aforesaid, on the said second five per cent. debenture stock; but the holders of the said first and second debenture stock shall not be entitled to receive any interest on their said stock for any year out of the profits of any subsequent year, nor shall such interest accumulate as arrears of interest.

Application of profits.

8. The said first and second mortgage bonds of the said Company, and the interest accrued or which may hereafter accrue thereon, shall immediately upon the issue of the said debenture stock in lieu thereof be cancelled and become null and void, and the said Company shall be under no obligation or liability to pay the same or any part thereof.

On issue of stock, bonds to be void.

9. Upon the certificates of the said stock to be issued in pursuance of this Act to the amount equal to the principal money secured by the said first and second mortgage bonds being duly executed by the said Company, the said first and second five per cent. debenture stock shall be deemed to have been issued.

When stock shall be deemed to be issued.

10. The said debenture stock shall not entitle the holders thereof to be present or vote at any meeting of the Company, or confer any qualifications, save and except that the holders thereof, who shall not in any year have received interest on such stock held by them respectively to the full extent of five per cent. per annum, shall, during the year immediately succeeding possess and be entitled to rights of voting, at the rate of one vote for every twenty-five pounds sterling of such stock held by them, on all matters and at all meetings of the said Company to as full an extent as, and *pari passu* with, the shareholders of the said Company; but the said debenture stock shall in all respects, not otherwise by or under this Act provided for, be considered as entitling the holders thereof to the rights and powers of mortgagees of the undertaking in the order of priority in this Act declared, other than the right to require the repayment of the principal money paid up in respect of the said stock

As to right of holders of stock to vote at meetings of the Co.



Priority of preference bonds saved.

**11.** Nothing in this Act contained shall in anywise prejudice or affect the validity or priority of the preference bonds of the said Company issued under the powers contained in the "*Welland Railway Act, 1864.*"

Act not to take effect until assented to by two-thirds of the bondholders.

**12.** This Act shall not take effect until it has been submitted to the said first and second bondholders at a meeting to be duly called in the same manner as special general meetings of the said Company are called, and the same shall have been assented to by at least two-thirds in value of each class of the said bondholders voting at the said meeting in person or by proxy; but the said assent to be valid must be given by at least two-thirds in value of each of the said first and second bondholders,—and on the said assent being so given, this Act shall come into force; and the certificate of the chairman of the said meeting stating that the said assent has been given as above provided shall be *prima facie* evidence of the said assent.

Short title.

**13.** This Act may, for all purposes, be cited as "*The Welland Railway Act, 1879.*"

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## CHAP. 61.

An Act to amend the Act incorporating the Kingston and Pembroke Railway Company.

[Assented to 15th May, 1879.]

Preamble.

**W**HEREAS the Kingston and Pembroke Railway Company have, by their petition, prayed that the Act passed in the thirty-fourth year of Her Majesty's Reign, chapter forty-nine, to incorporate the said Company may be amended as hereinafter set forth, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Branch lines may be built.

**1.** The Kingston and Pembroke Railway Company may and is hereby authorized to lay out, construct, finish, equip, work, and use branch lines of railway at and from any point on the main line of the said Kingston and Pembroke Railway to Tamworth, in the County of Lennox and Addington, in the Province of Ontario, and to some place in the County of Lanark, in the said Province, to connect with the Canada Central Railway, or any branch of the said railway, with the same rights, powers, and liabilities, and under and subject to the same conditions as if the said branch lines had been authorized in the

the Act incorporating the said Company : Provided that the power and authority hereby granted shall not be exercised until the main line of the said railway, to connect with the Canada Central Railway, is constructed. Proviso:

2. The Directors of the said Company, with the consent of a majority of the shareholders of the said Company, present in person or represented by proxy, at a meeting specially called for the purpose, are hereby authorized and empowered to make and issue first preference bonds or debentures which shall, except as otherwise provided in the fourth section of this Act, be and form a first preference claim and charge on the undertaking, lands, buildings, rolling stock, plant, property, net tolls and income of the Company, after deduction from the tolls and income of the working expenses of the railway; and such bonds or debentures shall express and state on their face the total amount of such first preference bonds: and thereafter and until such bonds are redeemed, or the amount of all such bonds outstanding is deposited in some chartered bank of the Dominion, to the credit of the said Company, in trust for the redemption of such bonds, no further or other first preference bonds shall be issued. The principal of such preference bonds shall be payable at such times as the Company may think expedient, not exceeding thirty years from the date of the issue of such bonds, and the said bonds shall bear interest at such rate or rates as the Company may determine; and such bonds shall, without registration or formal conveyance, be taken and considered to be, except as aforesaid, the first preferential claims and charges upon the undertaking and property aforesaid of the Company, real and personal and then existing, and at any time thereafter acquired, and all extensions made, or to be made; and each holder of the said bonds shall be deemed to be a mortgagee and incumbrancer, *pro rata*, with all the other holders thereof, upon the aforesaid undertaking and property of the Company and all extensions thereof as aforesaid, in priority to all other charges and incumbrances.

First preference bonds may be issued on certain conditions.

When and how such bonds shall be payable.

To be a first charge on the undertaking.

Holders to be deemed mortgagees.

3. The said Directors, with the consent of a majority of the shareholders of the said Company, present in person or represented by proxy, at a meeting specially called for the purpose, are also authorized and empowered to make and issue second preference bonds, which shall be and form a second preference claim and charge on the undertaking, lands, buildings, rolling stock, plant, property, net tolls and income of the Company, after deduction from the tolls and income of the working expenses of the railway; and such bonds or debentures shall express or state the total amount of such second preference bonds: and thereafter and until such bonds are redeemed, or the amount of all such bonds outstanding is deposited in some chartered bank of the Dominion, to the credit of the said Company,

Second preference bonds may also be issued.

When and how such bonds shall be payable.	Company, in trust for the redemption of such bonds, no further or other second preference bonds shall be issued. The principal of such preference bonds shall be payable at such times as the Company may think expedient, not exceeding thirty years from the date of the issue of such bonds, and the said bonds shall bear interest at such rate or rates as the Company may determine; and such bonds shall, without registration or formal conveyance, be taken and considered to be the second preferential claims and charges upon the undertaking and property aforesaid of the Company, real and personal and then existing, and at any time thereafter acquired, and all extensions made, or to be made; and each holder of the said bonds shall be deemed to be a mortgagee and incumbrancer, <i>pro ratâ</i> , with all the other holders thereof, upon the aforesaid undertaking and property of the Company and all extensions thereof as aforesaid, in priority to all other charges and incumbrances, save and except first preference bonds. And the Directors shall not increase the issue of first preference bonds if any second preference bonds, and the bonds or debentures referred to in the fourth section of this Act, have been issued and are outstanding, unless and until the said second preference bonds are redeemed, or the amount of all such bonds outstanding is deposited in some chartered bank of the Dominion, to the credit of the said Company, in trust for the redemption of such bonds: Provided that the total amount of such first and second preference bonds shall not, in the aggregate, exceed ten thousand dollars per mile of the said railway constructed, or under contract to be constructed, under and by virtue of the Act incorporating the said Company, or of this Act.
To be a second charge on the undertaking.	
Holders to be deemed mortgagees.	
Conditions as to issue of first preference bonds.	
Proviso: amount of bonds limited.	
Section 22 of 34 V., c. 49, repealed, but certain rights saved.	4. The twenty-second section of the Act passed in the said thirty-fourth year of the reign of Her Majesty, chaptered forty-nine, is hereby repealed; but all bonds or debentures heretofore issued under and by virtue of the said section are hereby declared to be, until redeemed, a first charge on the said undertaking lands, buildings, tolls and income of the said Company as provided for in the said section; and all sales of bonds and stock heretofore made by the said Company are hereby declared valid and binding upon the terms and conditions upon which the same may have been made.
Time for completion extended.	5. The time for the completion of the said railway is hereby extended for the period of ten years from the passing of this Act.

## CHAP 62.

An Act to amend an Act to incorporate the Detroit River Tunnel Company.

[Assented to 15th May, 1879.]

**W**HEREAS the Detroit River Tunnel Company have Preamble. petitioned for an Act extending the time for the construction and completion of the works authorized by the Act passed in the thirty-third year of Her Majesty's reign, 33 V., c. 51. chapter fifty-one, intituled "*An Act to incorporate the Detroit River Tunnel Company,*" and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

**1.** The twenty-fifth section of the Act, passed in the thirty-third year of Her Majesty's reign, chapter fifty-one, is hereby S. 25 of 33 V., c. 51, repealed. repealed; and the works authorized by the said Act shall be New provision. constructed and completed within four years from the passing of this Act.

**2.** All the powers conferred by, and provisions contained Powers continued. in the said Act, as hereby amended, may be exercised, and are declared to be and are continued in full force, notwithstanding any lapse of time.

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 CHAP. 63

An Act respecting the International Bridge Company.

[Assented to 15th May, 1879.]

**W**HEREAS the International Bridge Company, by their Preamble. petition, have prayed that their capital stock may be increased to the sum of two million five hundred thousand dollars, and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

**1.** The capital stock of the International Bridge Company shall be two million five hundred thousand dollars, instead of one million five hundred thousand dollars, as provided in clause two of the agreement for the consolidation and amalgamation of the two companies known as the International Bridge Company, incorporated under the laws of the Capital stock increased to \$2,500,000. State

State of New York, and the International Bridge Company incorporated under the laws of the late Province of Canada, and which agreement is dated the eighteenth day of May in the year of our Lord one thousand eight hundred and seventy, and which said clause two is in the terms set forth in Schedule A to this Act; and the whole number of shares in the said capital stock shall be twenty-five thousand, of the par value of one hundred dollars each, instead of fifteen thousand shares as in the said second clause of the said agreement provided.

Number of shares.

Agreement of 18th May, 1870, amended.

Number of shares.

**2.** The said clause two of the said agreement shall be read, taken and held to be amended in the respects above mentioned, and therein the words "two million five hundred thousand" shall be substituted for the words "one million five hundred thousand," and the words "twenty-five thousand shares" for the words "fifteen thousand shares," as in the said clause heretofore contained.

Other provisions to apply.

**3.** All the other provisions of the said agreement shall apply to the said capital stock as hereby increased, and the said agreement shall be read, taken and held as if the said capital stock and number of shares had been in the said agreement, as increased by this Act.

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#### SCHEDULE A.

"II. The capital stock of the said new Company shall be the sum of one million five hundred thousand dollars, and shall be divided into fifteen thousand shares of the par value of one hundred dollars each."

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#### CHAP. 64.

An Act to amend an Act to incorporate the Canada and Detroit River Bridge Company.

[Assented to 15th May, 1879.]

Preamble.  
36 V., c. 90.

**W**HEREAS the Canada and Detroit River Bridge Company have petitioned for an extension of the time for the commencement and completion of their works, and for power to construct a Tunnel under the River Detroit in lieu of the Bridge authorized by their Act of Incorporation, if it should appear expedient to them so to do, and also for other amendments to the said Act; and whereas it is expedient to grant

grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The thirty-second section of the Act passed in the thirty-sixth year of Her Majesty's reign, chapter ninety, is hereby repealed; and the railway bridge authorized by the said Act, or the tunnel in lieu thereof authorized by this Act, shall be commenced within two years and completed within six years from the passing of this Act.

S. 32 of 26 V.,  
c. 90, re-  
pealed.

New provision.

2. The said Company shall have power at their option to construct, maintain, work and manage a railway bridge across or a tunnel for railway and other purposes under the Detroit River, at any such point as is provided in the third section of the said Act.

Tunnel  
may be  
constructed.

3. All the powers, provisions and requirements of the said Act concerning the bridge thereby authorized to be constructed, as well in regard to the submission of the plans to, and the approval thereof, and of the site, by the Governor in Council, as in all other respects, shall apply to the said tunnel, if constructed, in so far as the same may be properly applicable thereto, in like manner as if the tunnel had been originally authorized by the said Act instead of a bridge. Three weeks' notice of the Company's intention to apply to the Governor in Council for the approval of the plans of such bridge or tunnel and of the site thereof shall be given by publication in the *Canada Gazette* and in one newspaper published in the County of Essex and also in one newspaper published in the City of Toronto.

Act respect-  
ing bridge  
to apply.

Notice to be  
given.

4. The power, in the twenty-third section of the said Act contained, authorizing the said Company to unite, amalgamate and consolidate its stock, property and franchises, with the stock, property and franchises of any other company therein referred to, shall extend and apply to any such other company or companies incorporated to construct either a bridge or a tunnel.

Consolidation  
powers  
extended.

5. All the powers and franchises conferred by and provisions contained in the said Act, as hereby amended, may be exercised, and are declared to be and are continued in full force notwithstanding any lapse of time.

Powers  
continued.

## CHAP. 65.

## An Act to incorporate the Atlantic and North-West Railway Company.

[Assented to 15th May, 1879.]

Preamble.

WHEREAS the persons hereinafter mentioned, and others, have, by their petition, represented that they are desirous of obtaining a charter, incorporating them as a Company for the construction of a railway line from a point on the Atlantic coast, within the Dominion of Canada, to a port on Lake Superior, by way of Lake Megantic, Sherbrooke, Montreal, Ottawa, and French River, and to acquire by purchase, lease or amalgamation, any railway or portion of railway already constructed that may be useful as part of such railway line, and for other purposes in connection therewith, with all powers necessary therefor, and have prayed for the passing of an Act to that end, and it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Certain persons incorporated.

1. Charles C. Colby, Edward T. Brooks, Duncan McIntyre, Andrew Robertson, John Pickard, Frank Killam, Peter White, Alonzo Wright, M. H. Gault, M. P. Ryan, William McDonald, Hugh McLeod, Robert Doull, John Rochester, John Poupore, Hugh Mackay and Charles H. Gould, Esquires, and the Honorable G. G. Stevens, the Honorable A. H. Gillmor, the Honorable Levi Ruggles Church and the Honorable Joseph Rosaire Thibaudeau, with all such other persons and corporations as shall become shareholders in the Company hereby incorporated, shall be, and they are hereby constituted a body corporate and politic, by the name of the "Atlantic and North-West Railway Company," and the words "The Company," when used in this Act, shall mean the Atlantic and North-West Railway Company hereby incorporated.

Corporate name.

Arrangements may be made for use of Victoria Bridge, or new bridge may be built.

2. The Company may enter into an arrangement with the Grand Trunk Railway Company for the use of the Victoria Bridge, or may erect a new bridge over the St. Lawrence, at some point between Windmill Point, near the outlet of the Lachine Canal, and the Town of Lachine, having a height over the navigable channels equal to the height of the Victoria Bridge over the navigable channel, the location of such bridge, the spans, the position of the piers thereof, and the plans and specifications to be subject to the approval of the Governor in Council.

Plans to be approved.

Object and powers of the Company.

3. The Company and their agents and servants, may lay out, construct, equip, maintain and work a continuous double

double or single track iron or steel railway, and also a telegraph line throughout the entire length of such railway, with the proper appurtenances, from a point on the coast of the Atlantic Ocean or Bay of Fundy, within the limits of the Dominion, to a port on the eastern side of Lake Superior, by way of Lake Megantic, Sherbrooke, Montreal, Ottawa, and French River; and for the purpose of making such railway line more direct, may, in so far as may be consistent with the laws for the time being in force in the State of Maine, one of the United States of America, construct, hold, acquire and maintain a part thereof across any part of the said State of Maine. The said Company shall also have power and authority to build, own, and operate steam and other vessels in connection with the said railway.

4. The Company may accept and receive from any government or municipality in Canada, or in the said State of Maine, a subsidy or subsidies in lands, money, bonds or securities, in aid of the construction of the said railway. Company may receive aid.

5. The Company may acquire by lease or purchase, or by amalgamation with any other incorporated railway company or companies, any railway projected, in course of construction, or constructed, either in the United States or in Canada, between the points or termini specified herein, or between intermediate points; and in case of such amalgamation, shall afterwards continue to be known by the said name, and shall be liable for all the debts, and shall do and perform all the contracts, stipulations and agreements which either of the amalgamated companies would have been liable to pay, or compellable to perform, if no such amalgamation had taken place; and the Company, after amalgamation, may have and exercise all the rights, privileges, powers and franchises which any or either of the amalgamated companies could, or might have and exercise under their respective Acts of Incorporation: and such amalgamation may be effected in each case by a deed of agreement, made with the sanction and approval of the shareholders of both companies by resolutions passed at special meetings thereof respectively, called for the purpose, according to their respective Acts of incorporation; and such deed of agreement shall only have full force and effect after a duplicate thereof shall have been deposited in the office of the Secretary of State for Canada, and from and after the date at which a notice of such deposit shall be published by the Secretary of State in the *Canada Gazette*: and the Company may make any contract by way of purchase or otherwise in respect of the stock, bonds or property of any such railway, in connection with such purchase or amalgamation, or for the purpose of facilitating the same. May acquire railways by purchase, lease or amalgamation. How amalgamation may be effected.



Railway may  
be divided  
into sections.

6. The said line of railway hereby authorized to be constructed or acquired, as the case may be, may be divided into sections by a by-law to be passed by the Company in that behalf, each section to consist of not less than the entire portion of such railway lying between any two railways forming or intended to form part of the railway line hereby authorized, or than the whole of any railway projected, in course of construction, or completed, forming or intended to form part of the line of railway hereby authorized.

Capital stock  
and shares.

7 The capital of the Company shall be one million dollars, and shall be divided into shares of one hundred dollars each, but may be increased from time to time by vote of the majority in value of the shareholders present in person or represented by proxy at any meeting specially called for the purpose, to an amount not exceeding ten million dollars.

Board of  
provisional  
directors.

8. Charles C. Colby, Edward T. Brooks, Duncan McIntyre, M. T. Drummond and the Honorable G. G. Stevens are hereby constituted a board of Provisional Directors of the Company, 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 stock subscribed.

First meeting  
of share-  
holders.

9. When and so soon as one-tenth part of the capital stock shall have been subscribed, and one-tenth of the amount so subscribed paid in, the said Provisional Directors may order a meeting of shareholders to be called at such time and place as they think proper,—giving at least two weeks' notice thereof in one or more newspapers published in the City of Montreal, and by a circular letter mailed to each shareholder; at which meeting the shareholders present in person or represented by proxy, shall elect nine Directors, in the manner and qualified as hereinafter provided,—which Directors shall hold office until the first Wednesday in February, in the year following their election.

Annual gene-  
ral meeting.

10. 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 Montreal, or at such other place in Canada as shall be fixed by the by-laws of the Company, there shall be held a general meeting of the shareholders of the Company for receiving the report of the Directors, transacting the business of the Company, whether general or special, and electing the Directors thereof. And at such meeting the said shareholders shall elect Directors for the administration of the affairs of the Company during the then ensuing year, in the manner and qualified as hereinafter provided,—which Directors shall be nine in number

Proceedings  
thereat.

unless

unless and until their number shall be changed by by-law ; and the number may, from time to time, be fixed by such by-law at not less than five nor more than fifteen ; 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 Montreal, and by a circular letter mailed to each shareholder ; and the election of Directors shall be by ballot ; and at all meetings of shareholders they may vote by proxy, such proxy to be held by a shareholder.

Notice.

Proxies.

**11.** A majority of the Directors shall form a quorum for the transaction of business, and the Board of Directors may employ one or more of their number as a paid Director or paid Directors : Provided however, that no person shall be elected unless he shall be the owner and holder of at least twenty shares of the stock of the Company, and shall not be in arrear in respect of the calls thereon.

Quorum and qualification of directors.

**12.** Any municipal corporation which shall give a bonus in aid of the said railway, or shall subscribe stock therein to an amount not less than twenty thousand dollars, shall be entitled, during the construction of the railway to and through the territory of such municipality, 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 the other Directors authorized by this Act, or by the general Railway Act, or any other Act ; but such corporation shall incur no liability by the appointment of such Director.

Municipalities granting aid may elect a director.

**13.** The Directors may, from time to time, make calls upon the shares of the capital stock of the Company in such proportion as they may see fit, not exceeding ten per cent. in any one call, nor at shorter intervals than thirty days ; and thirty days' notice of each call shall be given to the shareholders in such manner as the Directors shall appoint.

Calls on stock.

**14.** The head office of the Company shall be at the City of Montreal, and the Company may also have offices elsewhere in Canada, and in London, England, and elsewhere ; and the Company may, by by-law, change the head office of the Company from the City of Montreal to any other place in Canada.

Head office and branches.

**15.** The Company shall have power and authority to become parties to promissory notes and bills of exchange for sums not less than one hundred dollars ; and any such promissory note 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

Company may become party to promissory notes.

be

be binding on the 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 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 notes or bills of exchange have been issued without the sanction and authority of the Board of Directors, as herein provided and enacted: Provided however, that nothing in this section shall be construed to authorize the 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.

Proviso.

Issue of bonds by the Company.

To be consented to by shareholders.

To be a first charge on the railway and property.

Deed of mortgage and conditions.

**16.** The Company may issue mortgage bonds to the extent of twenty thousand dollars per mile upon the entire length of its railway for the purposes of the undertaking authorized by the present Act; but such issue shall not be made, except under the authority of a special general meeting of the shareholders called for the purpose of considering it, but thereafter, shall constitute a first mortgage and privilege upon the said railway, and upon its property, real and personal, rolling stock, plant, tolls and revenues, after deduction from such tolls and revenues of the working expenses of the railway; and such mortgage may be evidenced by a deed or deeds of mortgage executed by the Company, with the authority of its shareholders expressed by a resolution passed at a special general meeting thereof, called for the purpose; which deed or deeds may contain such conditions respecting the payment of the said bonds and of the interest thereon, and respecting the remedies which shall be enjoyed by the holders thereof or by any trustee or trustees for them in default of such payment, and for enforcing such remedies and for such forfeitures and penalties, in default of payment thereof, and of the interest or coupons thereon, as may be approved by such meeting; and may also, with the approval aforesaid, authorize the trustee or trustees, upon such default, as one of such remedies, to take possession of the railway and property mortgaged, and hold and run the same for the benefit of the bondholders thereof for a time limited by such deed or deeds, or to sell the said railway and property, after such delay and upon such terms and conditions as may be stated in such deed or deeds; and with like approval may thereby grant such further and other powers and privileges to such trustee or trustees and to such bondholders as are not contrary to law or to the provisions of this Act, including the right to the holders of such bonds to vote at meetings of shareholders and bondholders whenever any instalment either of interest or capital is in default, as shall be described in such deed or deeds.

17. The phrase "working expenses" shall mean and include all expenses of maintenance of the railway, and of the stations, buildings, works and conveniencies belonging thereto, and of the rolling and other stock and movable plant used in the working thereof, and also all such tolls, rents or annual sums as may be paid in respect of property leased to or held by the Company, or in respect of the hire of engines, carriages or waggons let to the Company; also all rent, charges, or interest on lands belonging to the Company, purchased but not paid for, or not fully paid for, and also all expenses of and incidental to working the railway and the traffic thereon, including stores and consumable articles; also rates, taxes, insurance and compensation for accidents or losses; also all salaries and wages of persons employed in and about the working of the railway and traffic, and all office and management expenses, including directors' fees, agency, legal and other like expenses, and generally all such charges, if any, not above otherwise specified, as in the case of English railway companies are usually carried to the debit of revenue, as distinguished from capital account.

"Working expenses" defined.

18. The Company may issue guaranteed or preferred stock to such an amount, not exceeding ten thousand dollars per mile, as shall be authorized by the majority in value of the shareholders present in person or represented by proxy at any annual meeting or at any special general meeting thereof called for the purpose,— notice of the intention to propose such issue at such meeting being given in the notice calling such meeting; but such stock shall not interfere with the lien, mortgage and privilege attaching to bonds issued under the authority of this Act.

Preferential stock may be issued.

19. The Company shall have power and authority to erect and maintain all necessary and convenient buildings, stations, depots, warehouses, elevators, wharves and fixtures, and from time to time to alter, repair or enlarge the same as the increasing traffic may require; and to erect docks, slips and piers at any point on or in connection with the said line of railway, and at both termini thereof, for the convenience and accommodation of vessels and elevators; and shall also have full power and authority to connect any of the works herein mentioned with any point on the railway, by means of any line or lines of railway for such purposes.

Company may construct buildings, &c.

20. The Directors of the Company may enter into and conclude any arrangements with any other railway company of Canada or the United States, for the purpose of making or acquiring any branch or branches, to facilitate a connection between the Company hereby incorporated and such other railway company, or to acquire the corporate property and franchises of such other company.

Arrangements with other railway companies.

Additional  
land for snow-  
drift fences.

**21.** Notwithstanding anything contained in section nine of "*The Railway Act, 1868.*" the Company may, under the provisions of the said Act, and with the powers thereby conferred, acquire and hold such 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.

Declaratory  
as to railways  
acquired and  
branches

**22.** Except as otherwise provided by this Act, every railway in Canada acquired by the Company either by purchase or by amalgamation, and every branch in Canada made or acquired by the Company in pursuance of any arrangement, under the provisions of this Act, shall be held and deemed to be, according to the true intent and meaning of "*The Railway Act, 1868,*" a railway constructed under the authority of an Act passed by the Parliament of Canada.

Time for com-  
mencement  
and comple-  
tion limited.

**23.** The powers given by this Act shall be exercised by the commencement of the said railway within three years after the coming into force of this Act, and its completion within ten years thereafter.

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## CHAP. 66.

An Act to incorporate the Manitoba South-Western Colonization Railway Company.

[Assented to 15th May, 1879.]

Preamble.

**W**HEREAS the construction of a railway commencing at Winnipeg, and following a line thence south-westerly from Winnipeg to some point at or near Rock Lake, near the western boundary of the Province of Manitoba, with powers, to construct bridges across the Red and Assiniboine Rivers, and to connect with the Pembina Branch of the Canadian Pacific Railway at or near St. Boniface, would be for the general advantage of Canada; and whereas a petition has been presented for the incorporation of a joint stock company for the purpose of constructing and working the same, and also of constructing, owning and operating lines of telegraph along the line of such railway; and whereas it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. Wm. Hendrie, of Hamilton, capitalist, Duncan McArthur of Winnipeg, banker, W. W. Ogilvie, of Montreal, capitalist, J. H. Ashdown, of Winnipeg, merchant, Frederick Fairman, of Montreal, merchant, W. H. Lyon, of Winnipeg, merchant, Joseph Whitehead, of Winnipeg, contractor, Samuel C. Biggs, of Winnipeg, barrister, James Cooper, of Winnipeg, merchant, A. H. Bertrand, of Winnipeg, merchant, Walter R. Bown, of Winnipeg, merchant, George Leamy, of Pembina Mountain, farmer, Henry Hackett, of Winnipeg, shipper, Robert McGregor, of Winnipeg, merchant, and David Young, of Winnipeg, merchant, together with all such persons and corporations as shall become shareholders in the Company hereby incorporated, shall be and are hereby constituted a body corporate and politic by and under the name of the "Manitoba South-Western Colonization Railway Company."

Certain persons incorporated.

Corporate name.

2. The said Company shall have full power and authority, to lay out, construct and complete a double or single track railway of four feet eight and one half inches in width of gauge, from the City of Winnipeg to some point near the western boundary of the Province of Manitoba, at or near Rock Lake, and to construct, own and operate lines of telegraph along the line of such railway, and to construct bridges across the Red and Assiniboine Rivers, and to connect with the Pembina Branch of the Canadian Pacific Railway at or near St. Boniface; but the said Company shall not commence the construction of the said railway, or any work thereunto appertaining, until the location of the said railway shall have been approved of by the Governor in Council.

Company may build a railway with extensions and connections, and lines of telegraph along the same.

3. The bridges by this Act authorized to be constructed across the Red River, shall be constructed from some point within the limits of the City of Winnipeg, and the bridge across the Assiniboine River shall be constructed at some point not more than twelve miles from the limits of the said City of Winnipeg; but the said Company shall not commence the said bridges, or either of them, or any work thereunto appertaining, until the plans and sites or site of such bridges or bridge shall have been approved of by the Governor in Council.

Location of bridges under this Act. Proviso: approval of Governor in Council.

4. The said Company shall have power to construct the said bridges in such manner as may accommodate ordinary traffic and may collect such tolls therefor as may be imposed by by-law of the Company, provided that such by law shall first have been approved of by the Governor in Council.

Construction of such bridges.

5. The Government of Canada shall have the right to connect any line of railway built by it to the City of Winnipeg, or the vicinity thereof, with the railway and railway bridge across the Red River, in the Province of Manitoba, the

Powers reserved to Government of Canada to connect its

railways with that of the company, &c.

the construction of which is hereby authorized, and to pass and forward its cars, locomotives and traffic across the said railway bridge and over so much of the railway of the Company as may be necessary to afford the Government proper facilities for connecting with its own railways on either side of the said river, free of any charge or claim whatsoever; and the Government of Canada may, for the purpose of preventing and avoiding any inconvenience in the passing of cars and traffic over the said bridge, make such running arrangements with the Company as may be agreed upon.

Provisional directors.

Quorum and term of office.

Their powers as to stock, surveys, &c.

6. The persons named in the first section of this Act, with power to add to their number, shall be and are hereby constituted Provisional Directors of the said Company, of whom five shall be a quorum, and shall hold office as such until the first election of Directors under this Act, and shall have power forthwith to open stock-books and procure subscriptions of stock for the undertaking, giving at least four weeks' previous notice by advertisement in the *Canada Gazette*, of the time and place of their meeting to receive such subscriptions of stock; and they shall have power to receive payments on account of stock so subscribed, and to cause plans and surveys to be made and to acquire any plans and surveys now existing, and to deposit in any chartered bank of Canada all moneys received by them on account of stock subscribed, and to withdraw the same solely for the purposes of the undertaking, and to receive on behalf of the Company any grant, loan, bonus or gift made to it, in aid of the undertaking, and to enter into any agreement respecting the conditions or disposition of any gift or bonus in aid of the railway.

Capital stock and shares.

Application thereof.

7. The capital stock of the Company shall be one million dollars (with power to increase the same in manner provided by "*The Railway Act 1868*"), to be divided into shares of one hundred dollars each, and the money so raised shall be applied in the first place to the payment of all fees, expenses and disbursements for procuring the passage of this Act, and for making the surveys, plans and estimates connected with the works hereby authorized; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway and other purposes of this Act.

Ten per cent. on stock subscribed to be paid up.

8. No subscription of stock in the capital of the Company shall be legal or valid, unless ten per centum shall have been actually and *bonâ fide* paid thereon, within thirty days after subscription, into one or more of the chartered banks of Canada, to be designated by the Directors; and such ten per centum shall not be withdrawn from such bank or otherwise applied, except for the purposes of such railway, or upon the dissolution of the Company from any cause whatever.

**9.** The said Company may receive, either from the Dominion Government, or any of the Provincial Governments, or from any persons, or bodies corporate, municipal or politic, who may have power to make or grant the same, in aid of the construction, equipment and maintenance of the said railway, free grants of land, bonuses, loans or gifts of money or securities for money. Grants in aid may be received.

**10.** When and so soon as shares to the amount of one hundred thousand dollars in the capital stock of the said Company have been subscribed and fifteen per cent. paid thereon *bonâ fide*, the Provisional Directors shall call a general meeting of the subscribers to the said capital stock at the City of Winnipeg for the purpose of electing Directors of the said Company, giving at least four weeks' previous notice by public advertisement in some newspaper published in the City of Winnipeg, and also by circular addressed by mail to each subscriber, of the time, place and purpose of the said meeting. First general meeting of shareholders.

**11.** No person shall be elected a Director of the Company unless he shall be the holder and owner in his own right, or as trustee for any corporation, of at least forty shares in the stock of the Company, and shall have paid up all calls thereon. Qualification of directors.

**12.** At such general meeting the subscribers for the capital stock assembled who shall have so paid up ten per centum thereof, with such proxies as may be present, shall choose nine persons to be Directors of the said Company (of whom five shall be a quorum) and may also pass such rules and regulations and by-laws as may be deemed expedient, provided they be not inconsistent with this Act, or "*The Railway Act 1868.*" Business at first meeting.  
Proxies.  
Election of directors.  
By-laws.

**13.** Thereafter the general annual meeting of the shareholders of the said Company for the election of Directors and other general purposes, shall be held at such place as may be appointed by by-law of the Company on the first Wednesday of the month of February in each year; and two weeks' previous notice thereof shall be given by publication in the *Canada Gazette*. Annual general meetings.

**14.** No call to be made at any time upon the capital stock shall exceed ten per centum on the subscribed capital, and not less, than thirty days shall intervene between any one call and a succeeding call. Calls on stock.

**15.** The Directors of the said Company under the authority of the shareholders to them given, are hereby authorized to issue bonds under the seal of the said Company, signed by its President or other presiding officer and countersigned by its Directors may issue bonds to raise money for prosecuting its



the under-  
taking.

its Secretary; and such bonds shall be made payable at such times and in such manner and at such place or places in Canada or elsewhere, and bearing such rate of interest as the Directors shall think proper; and the Directors shall have power to issue and sell or pledge all or any of the said bonds at the best price and upon the best terms and conditions which, at the time, they may be able to obtain, for the purpose of raising money for prosecuting the said undertaking: Provided, that the amount of such bonds so issued, sold or pledged shall not exceed twenty thousand dollars per mile, to be issued in proportion to the length of railway constructed, or under contract to be constructed: Provided also, that no such bonds shall be issued until at least two hundred and fifty thousand dollars shall have been subscribed to the capital stock, and ten per centum of the same *bonâ fide* paid thereon: but notwithstanding any thing in this Act contained, the Company may secure the bonds to be issued by them, by a mortgage deed creating such mortgages, charges and encumbrances upon the whole of such property, assets, rents and revenues of the Company, present or future, or both, as shall be described in the said deed; but such rents and revenues shall be subject in the first instance to the payment of the working expenses of the railway: and by the said deed, the said Company may grant to the holders of such bonds, or to the trustee or trustees named in such deed, all and every the powers and remedies granted by this Act, in respect of the said bonds, and all other powers and remedies not inconsistent with this Act; or may restrict the bondholders in the exercise of any power, privilege or remedy granted by this Act, as the case may be; and all such powers, rights and remedies as shall be so contained in such mortgage deed, shall be valid and binding and available to the bondholders in manner and form as therein provided.

Proviso:  
amount  
limited.

Proviso:  
conditions  
preliminary  
to issue of  
bonds.

Proviso:  
Further provisions as to  
bonds.

Bonds to be  
a preferential  
charge on the  
property of  
the company.

**16.** The bonds hereby authorized to be issued shall without registration or formal conveyance be taken and considered to be the first preferential claims and charges upon the said Company, and the undertaking, tolls and income and real and personal property thereof, now or at any time hereafter acquired, save and except as provided for in the last preceding section; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bondholders, and shall have priority as such.

Provision if  
principal or  
interest of  
bonds is not  
paid.

**17.** If the said Company shall make default in paying the principal or interest of any of the bonds hereby authorized at the time when the same shall by the terms of the bond become due and payable, then at the next ensuing general annual meeting of the said Company, and all subsequent meetings, all holders of bonds so being and remaining  
in

in default, shall in respect thereof, have and possess the same rights and privileges and qualifications for Directors and for voting at general meetings as would be attached to them as shareholders, if they had held fully paid up shares of the said Company to a corresponding amount: Provided nevertheless, that the right given by this section shall not be exercised by any bondholder unless the bonds in respect of which he shall claim to exercise such rights shall have been first registered in his name in the same manner as is provided by law for the registration of the shares of the said Company, and for that purpose the Company shall be bound on demand to register any of the said bonds in the name of the holder thereof, and to register any transfers thereof in the same manner as a transfer of shares: Provided also, that the exercise of the rights given by this section shall not take away, limit or restrain any other of the rights or remedies to which the holders of the said bonds shall be entitled.

Proviso:  
bonds to be  
registered.

Proviso:  
certain rights  
saved.

**18.** All bonds, debentures and other securities hereby authorized, and the coupons and interest warrants thereon respectively may be made payable to bearer, and shall in that case be transferable by delivery, unless and until registry thereof in manner provided in the next preceding section, and while so registered they shall be transferable by written transfer registered in the same manner as in the case of shares; but they shall again become transferable by delivery upon the registration of a transfer to bearer, which the Company shall be bound to register on the demand of the registered holder for the time being.

Transfer of  
bonds and  
other secu-  
rities.

**19.** 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 note or bill, made, accepted, or endorsed by the President or Vice-President of the said Company as President or Vice-President thereof, and countersigned by the Secretary, and under the authority of a majority of a quorum of the Directors, shall be binding on the said Company; and any such promissory note or bill of exchange so made as aforesaid, shall be presumed to have been made with proper authority until the contrary be shewn; and in no case shall it be necessary to have the seal of the said Company affixed to such promissory note or bill of exchange, nor shall the President, or Vice-President, or Secretary, be individually responsible for the same, unless the said promissory notes or bills of exchange have been issued other than as aforesaid: Provided however, that nothing in this section shall be construed to authorize the said Company to issue any note or bill payable to bearer, or intended to be circulated as money or as the notes or bills of a bank.

Company  
may become  
parties to  
promissory  
notes.

Seal not  
required.

Proviso.

Line of railway or rolling stock, &c. may be leased or hired, and agreements made with other companies.

Proviso, for approval by shareholders

No discriminating rates between other companies for use of railway, &c.

Competition for carrying of local traffic must be allowed.

Arbitration in case of disagreement with any other company.

**20** It shall be lawful for the Company to enter into any agreement with any other Company for the use or partial use of the railway of the Company, or for leasing or for hiring from such other Company any other railway, or part thereof, or the use thereof, and for any period or term, or for the leasing or hiring any locomotives, cars or movable property, and generally to make any agreement with any other Company touching the use of the railway, or of the railway of the other Company or the movable property of the other Company, or touching any service to be rendered by the one Company to the other, and the compensation therefor: Provided that any such agreement, lease or contract in this section mentioned or referred to, shall be first approved of and authorized by the shareholders of the said Company, at a general annual meeting of the same.

**21.** When the railway is completed and ready for traffic, the cars and traffic of the railway of other companies now constructed, or hereafter to be constructed, (including the cars of any other railway company which may be brought over such other railways) shall have the right to be hauled and forwarded over the railway at corresponding tariff rates for the persons and property transported, so that no discrimination in tariff for such transportation shall be made in favour or against any other Company whose cars or traffic may be forwarded over the railway.

**22.** Any other company using the railway shall have the right to carry and compete for the local traffic of the railway, of which monthly returns shall be made to the Company, and out of which local traffic a rate shall be allowed to such other company for earning the same; and the balance shall be struck half yearly, and then paid to the Company, and shall form part of the general fund of the Company to be applied and accounted for as in the twenty-fourth section of this Act provided.

**23.** In case of any disagreement, and as often as the same may arise as to the rights of any other company whose traffic shall pass or desire to pass over the railway, or to pass over the other railways over which the agreements for passing traffic may have been made by the Company, or the tariff rates to be charged in respect thereof, or in respect to local traffic or the tariff rates in respect thereof, the same shall be determined by arbitrators, one to be appointed by the Company, and one by the other company with whom the disagreement shall have arisen, and a third (who shall be some one experienced in railway affairs) by the Court of Queen's Bench of the Province of Manitoba, upon application to such court,—due notice thereof in writing having first been given to the parties interested; and the award of the arbitrators, or the majority of them shall be final: Provided that

that the terms of the award shall not be binding for a longer term than five years. Provide.

**24.** The Company shall have the right to charge the other companies whose traffic shall pass, or be forwarded over the railway, such compensation by way of toll or rental as shall be found by experience requisite to yield an amount which shall be sufficient to pay the expense of keeping in repair, maintaining and managing the railway, the interest upon the money borrowed for the construction thereof, and dividends not exceeding ten per centum per annum upon the capital stock, and an additional sum which would be sufficient to furnish a sinking fund each year not to exceed five per centum of the amount of the bonded debt; and deficiencies in the amount of tolls in any one year may be charged for, and collected in any subsequent year. Rates may be charged for forwarding traffic of other companies.

**25.** The Company may also build, purchase, acquire, lease or possess, work and operate steam and other vessels on the Red and Assiniboine Rivers. Company may hold steam and other vessels.

**26.** The railway shall be commenced within eighteen months and completed within five years from the passing of this Act; and in default thereof, the powers hereby conferred shall absolutely cease with respect to so much of the railway as then remains incomplete. Time for commencement and completion limited.

## CHAP. 67.

An Act to incorporate the "Napanee, Tamworth and Quebec Railway Company."

[Assented to 15th May, 1879.]

**W**HEREAS the construction of a railway as hereinafter set forth, would be of general benefit to the Dominion of Canada, and whereas a petition has been presented praying for the passing of an Act to incorporate a Company for constructing the same, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— Preamble.

**1.** Edmund Hooper, Charles Lane, Walter S. Williams, Alexander H. Roe, Alexander Henry, Robert Dennison, Samuel McLean Detlor, John Herring, D. A. Burdette, Miles Caton, Douglass Hooper, Thomas Scott, William A. Bell, James Hayden, James N. Lapum, John Thompson, Harvey Walker, Certain persons incorporated.

Walker, Zara Vanluven, Matthew Shannon, E. W. Benjamin, John W. Bell, Gideon Joyner, Daniel Gilmour, Ebenezer Perry, John Sherman, James Aylesworth, Charles L. Rogers, R. R. Finkle, and T. E. Howard, together with such persons and corporations as shall become shareholders of the Company to be hereby incorporated, are hereby constituted and declared to be a body corporate and politic, by the name of "The Napanee, Tamworth and Quebec Railway Company," hereinafter called the Company.

Corporate name.

Provisional directors.

Their powers.

2. The persons in the next preceding section mentioned by name shall constitute the Board of Provisional Directors, nine of whom shall form a quorum; and the said Provisional Directors shall hold office as such, until the first election of Directors by the shareholders; and shall have power to open stock books, and procure subscriptions of stock for the undertaking, and to receive payment on account of stock subscribed, and to 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 having an office in the Town of Napanee, all moneys 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 said railway, which agreement shall be binding upon the Company.

Business and powers of the company.

Line of railway.

Telegraph line.

Extent of land limited.

3. The Company shall have full power to lay out, construct, finish and equip a railway from within the limits of the Town of Napanee in the County of Lennox and Addington, and running in a northerly direction to a point on the Ottawa River at or near Point Alexander, in the Township of Rolph in the County of Renfrew, and to extend the said railway by ferry communication into the Province of Quebec, and to amalgamate with any railway line therein, and also to extend the said railway in a southerly direction to such points on the Bay of Quinte as may be deemed expedient, and to build and operate a telegraph line along the said railway and any of its branches, and to acquire lands and water-lot property in the Town of Napanee not to exceed in all twenty acres, in the Village of Newburg not to exceed five acres, in the Township of Camden East not to exceed thirty acres, and in every other township, through which the railway or any branch thereof is carried, not more than ten acres, over and above the land required for the roadway, for the erection and maintenance thereon of necessary stations, depots, curves, sidings, wharves or piers.

4. The said railway shall be constructed of a gauge of Gauge. not less than three feet.

5. The capital stock of the Company shall be seven hundred and fifty thousand dollars (which capital stock may be increased in the manner prescribed by the Railway Act) to be divided into fifteen thousand shares of fifty dollars each, and shall be raised by the persons and corporations who may become shareholders in the Company; and the money so raised shall be applied, in the first place, to the payment and discharge of all fees, expenses and disbursements for obtaining the passing of this Act, and for making the surveys, plans and estimates connected with the works; and all the remainder of such moneys shall be applied to the making, equipment and completion of the said railway, and other necessary purposes; and until such preliminary expenses shall be paid out of the said capital stock, the municipality of any county, town, township or village on the line of such works, may pay out of the general funds of such municipality its fair proportion of such preliminary expenses which shall hereafter, if such municipality shall so require, be refunded to such municipality from the capital stock of the Company, or be allowed to it in payment of stock.

6. On the subscription for shares of the said capital stock, each subscriber shall, within ten days thereafter, pay ten per centum of the amount subscribed by him, into some chartered bank, to be designated by the Directors, to the credit of the Company.

7. Thereafter calls may be made by the Directors, for the time being, as they shall see fit: Provided that no call shall be made at any one time of more than ten per centum of the amount subscribed by each subscriber, and that an interval of not less than thirty days shall elapse between any two successive calls.

8. It shall be lawful for the provisional or elected Directors to accept payment in full for stock from any subscriber thereof, at the time of subscription thereof, or at any time before the making of a final call thereon, and to allow such percentage or discount thereon as they may deem expedient and reasonable, and thereupon to issue, to each subscriber, scrip to the full amount of such stock subscribed.

9. As soon as shares to the amount of twenty-five thousand dollars of the capital stock of the Company shall have been subscribed, and ten per centum thereof paid into some chartered bank having an office in the town of Napanee,--which shall on no account be withdrawn therefrom unless for the service of the Company,--the Directors shall call a general meeting of the subscribers to the said capital stock, who shall have

so paid up ten per centum thereof, for the purpose of electing Directors of the Company.

Provision in case meeting is not called.

**10.** In case the Provisional Directors neglect to call such meeting for the space of three months after such amount of the capital stock shall have been subscribed and ten per centum so paid up, the same may be called by any five of the subscribers who shall have so paid up ten per centum, and who are subscribers among them for not less than five hundred dollars of the capital stock, and who have paid up all calls thereon.

Notice to be given.

**11.** In either case, notice of the time and place of holding such general meeting shall be given in the *Canada Gazette* and in one newspaper published in the town of Napanee, once in each week for the space of at least four weeks; and such meeting shall be held at the town of Napanee, at such place therein and on such day as may be named by such notice; and at such general meeting the subscribers for the capital stock assembled who shall have so paid ten per centum thereof, with such proxies as may be present, shall choose nine persons to be the Directors of the Company, and may also make or pass such rules, regulations and by-laws as may be deemed expedient, provided they be not inconsistent with this Act.

Election of directors.

Annual general meetings.

**12.** Hereafter, the annual general meeting of the shareholders of the Company shall be held in such place and on such days and at such hours as may be directed by the by-laws of the Company, and public notice thereof shall be given at least four weeks previously in the *Canada Gazette*, and in one newspaper published in the said town of Napanee once in each week for four weeks.

Special general meetings.

**13.** Special general meetings of the shareholders of the Company may be held at such places and at such times and in such manner and for such purposes as may be provided by the by-laws of the Company; and notice of such meetings shall be given in the manner prescribed by the next preceding section.

Votes on shares.

**14.** Every holder of one or more shares of the said capital stock shall, at any general meeting of the shareholders, be entitled to one vote for every share held by him: And no shareholder shall be entitled to vote on any matter whatever, unless all calls due on the stock upon which such shareholder seeks to vote shall have been paid at least one week before the day appointed for such meeting.

Proviso: all calls must have been paid.

Qualification of directors.

**15.** No person shall be qualified to be elected as a Director by the shareholders unless he be a shareholder holding at least twenty shares of stock in the Company, and unless he has paid up all calls due thereon.

**16.** Any meeting of the Directors of the Company regularly summoned, at which not less than five Directors shall be present, shall be competent to exercise and use all and every of the powers hereby vested in the Directors. Quorum.

**17.** The Company may receive bonuses or gifts of money, or securities for money, from any persons or bodies corporate, municipal or politic, who may have power to grant the same, in aid of the construction, equipment and maintenance of the said railway and its branches, which shall be applied accordingly. Company may receive aid.

**18.** 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 twenty thousand dollars, shall be entitled during the construction of the railway, to and through the area of the municipality, 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 the General Railway Act or any other Act; but such municipality shall incur no liability by the appointment of such Director. Municipality aiding may appoint a director during construction.

**19.** The Directors of the Company shall have power from time to time, after the sanction of the shareholders shall have been first obtained at any special general meeting called for such purpose, to issue bonds to any amount not exceeding five thousand dollars per mile of railway, at such time completed or under construction, to be signed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer, and under the seal of the Company, for the purpose of raising money for prosecuting the said undertaking; and such bonds shall, without registration or formal conveyance, be taken and considered to be first and preferential claims and charges upon the said undertaking and the real property of the Company, including its rolling stock and equipments then existing, and at any time thereafter acquired; and each holder of the said bonds shall be deemed to be a mortgagee and encumbrancer *pro rata*, with all the other holders thereof, upon the undertaking and property of the Company as aforesaid: Provided always, that in the event at any time of the interest upon the said bonds remaining unpaid and owing, then, at the next ensuing annual general meeting of the Company, all holders of bonds shall have and possess the same rights, and privileges and qualifications for Directors and for voting, as are attached to shareholders, provided that the bonds and any transfer thereof shall have been first registered in the same manner as is provided for the registration of shares: and it shall be the duty of the Secretary of the Company to register the same on being required to do so by any holder thereof: all such Directors may issue bonds with previous consent of stockholders.

Proviso; as to right of bondholders to vote in case of non-payment of interest.



Bonds may be payable to bearer.

such bonds, debentures, mortgages and other securities, and coupons and interest warrants thereon respectively, may be made payable to bearer, and transferable by delivery, and any holder of any such so made payable to bearer may sue at law thereon in his own name.

Company may become parties to promissory notes.

**20.** The Company shall have power and authority to become parties to promissory notes and bills of exchange for sums not less than one hundred dollars; and any such promissory note 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 quorum of the Directors, shall be binding on the 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 Company affixed to such promissory note or bill of exchange, nor shall the President or Vice-President, or Secretary and Treasurer be individually responsible for the same, unless the said promissory note or bill of exchange has been issued without the sanction and authority of the Directors, as herein provided and enacted: Provided however, that nothing in this section shall be construed to authorize the Company to issue any note or bill of exchange payable to bearer, or intended to be circulated as money, or as the notes or bills of a bank.

Proviso.

Certain payments may be made in stock or bonds.

**21.** The said Provisional Directors, or the elected Directors, may pay or agree to pay in paid up stock or in the bonds of the Company, such sums as they may deem expedient to engineers or contractors, or for right of way, or material, or plant or rolling stock.

Whole lot may be purchased in certain cases.

**22.** Whenever it shall be necessary for the purpose of procuring sufficient lands for stations or gravel-pits, or for constructing, maintaining and using the said railway, and whenever by purchasing the whole of any lot or parcel of land over which the railway is to run, the Company can obtain the same at a more reasonable price, or to greater advantage than by purchasing the railway line only, the Company may purchase, hold, use or enjoy such lands, and also the right of way thereto, for the purpose aforesaid, if the same be separated from their railway, and may sell and convey the same, or any part thereof, from time to time, as they may deem expedient; but the compulsory provisions of the Railway Act shall not apply to this section.

Company may hold and navigate vessels.

**23.** The Company shall have power to construct, purchase, charter and navigate steam vessels and other water craft, on any lake, river or stream near to or touched by the railway or any of its branches, for the purpose of traffic in connection with the railway or any of its branches.

**24.** The Company may enter into an agreement with any other railway company incorporated or to be incorporated, either of the Province of Quebec or of the Province of Ontario, or of the Dominion of Canada, for leasing the said 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 from such other company any railway or any part or branch 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 movable property, under such sanction as hereinafter mentioned, and generally may make any agreement or agreements with any such other company, touching the use by one or the other, or by both companies, of the railway or rolling-stock, or movable 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: 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 hereinbefore provided.

May enter into agreements with other companies.

**25.** The railway shall be commenced within three years, and completed within ten years from the passing of this Act; and in default thereof, the powers hereby conferred shall absolutely cease with respect to so much of the railroad as then remains incomplete.

Time of commencement and completion limited

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## CHAP. 68.

An Act to extend the powers of the Dominion Telegraph Company and to further amend the Act incorporating the said Company.

[Assented to 15th May, 1879.]

**W**HEREAS the Dominion Telegraph Company have, by their petition, prayed that the powers of the Company may be extended to all parts of Canada, and that their Act of incorporation, thirty-fourth Victoria, chapter fifty-two, may be amended; and it is expedient to grant the prayer of such petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

34 V., c. 52.

Powers of Co.  
extended to  
all Canada.

**1.** The powers, privileges and franchises conferred upon the said Company in and by the said Act passed in the thirty-fourth year of the reign of Her Majesty Queen Victoria, chapter fifty-two, and all Acts amending the same, shall be and are hereby extended to and may, by the Company, be exercised and enjoyed in all parts and places within the limits of the Dominion of Canada, as now existing, as fully and amply to all intents and purposes as if the clauses and provisions granting the same had, when the said Act was passed, been extended and made applicable to all and every part of the territory now embraced in the said Dominion.

Section 5  
amended.

**2.** Section five of the said Act is hereby amended by inserting after the word "with," in the ninth line thereof, the words "or to lease their line or any portion or portions thereof from time to time to," and by adding to the said section the following words: "and also to enter into any arrangements with any person, board or company, possessing as proprietors any line of telephonic communication, or any power or right to use communication by means of the telephone or other similar apparatus, upon such terms and in such manner as the Board of Directors may, from time to time, deem expedient or advisable."

As to arrange-  
ments with  
other com-  
panies.

Section 6  
amended.

Proxies.

**3.** Section six of the said Act is hereby amended by inserting after the word "shareholders," the words "present in person or represented by proxy at any general meeting, or at any special general meeting of shareholders called for that purpose."

Special  
general  
meetings.

**4.** Special general meetings of the shareholders of the said Company may be held at such places in the City of Toronto, and at such times and in such manner and for such purposes as may be provided by the by-laws of the said Company, and after at least fifteen days' public notice thereof, inserted in two daily newspapers published in each of the cities of Montreal and Toronto, shall have been first given.

Meetings  
called by  
shareholders

**5.** It shall and may be lawful for twenty-five or more shareholders of the said Company who are in the aggregate holders of at least two thousand shares of the capital stock, upon which all calls have been paid, to require the Directors of the said Company to call a special general meeting of the shareholders of the said Company for some purpose connected with or concerning the affairs of the said Company; and if the said Directors shall neglect or refuse to call such meeting after fifteen days' notice in writing requesting them to call such meeting, signed by the said shareholders, (and in which shall be stated the purpose for which it is requested that such meeting should be called), shall have been served on the Secretary of the said Company at the head office in Toronto, it shall and may be lawful for such shareholders to call

Form of  
notice.

call such meeting,—first giving at least fifteen days' previous public notice thereof, signed by them, in two daily newspapers published in each of the cities of Montreal and Toronto.

6. Section ten of the said Act is hereby amended by inserting after the word "Company," in the fourth line, and in lieu of the words "and they," the words "or such other additional number of shares not exceeding forty as the shareholders shall, by any resolution passed at any general annual meeting or special general meeting from time to time, determine, and the said Board of Directors." Section 10 amended.

## CHAP. 69.

An Act to reduce the Capital Stock of the Quebec Fire Assurance Company.

[Assented to 15th May, 1879.]

**W**HEREAS the capital of the Quebec Fire Assurance Company is one million of dollars divided into two thousand five hundred shares of four hundred dollars each, upon every share of which it has been shewn that the sum of one hundred and thirty dollars has been paid, making in the whole three hundred and twenty-five thousand dollars paid on the said capital: And whereas the Quebec Fire Assurance Company have by their petition prayed that their capital stock may be reduced from a million of dollars to five hundred thousand dollars, to be divided into five thousand shares of one hundred dollars each, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— Preamble.

1. The third section of the Act passed in the forty-first year of Her Majesty's reign, chapter thirty-one, intituled "*An Act to amend and to consolidate as amended the several Acts relating to the Quebec Fire Assurance Company,*" whereby their capital stock is fixed at one million of dollars, divided into two thousand five hundred shares of four hundred dollars each, shall be and is hereby repealed. Section 3 of 41 V., c. 31 repealed.

2. The capital stock of the said Company shall be and is hereby declared to be five hundred thousand dollars, divided into five thousand shares of one hundred dollars each, which said shares shall be and are hereby vested in the Capital stock and shares reduced one-half.

the holders of shares in the capital stock of the Company, seized and possessed of the same at the time of the passing of this Act, in the proportion of two shares of the capital stock as hereby fixed and established for each share of the capital stock as fixed by the Act hereby amended, so held as aforesaid.

Provision as  
to amount  
paid up.

3. The said sum of three hundred and twenty-five thousand dollars paid up as mentioned in the preamble shall be computed as part of the said reduced capital of five hundred thousand dollars, and as paid up capital to that amount, being sixty-five dollars on each share, and the residue thereof, that is to say, one hundred and seventy-five thousand dollars, amounting to thirty-five dollars per share on each of the shares hereby reduced to one hundred dollars shall be payable according to the provisions of the Act hereby amended, made in relation to the calls on the said capital: Provided always, that the liabilities of the said Company or the shareholders thereof, for and in respect of any now existing policy of insurance, or otherwise, shall in no way be affected by this Act; but with respect to such policies or claims such liabilities shall be the same as if the amount of each share were two hundred dollars.

Proviso: as  
to existing  
policies or  
claims.

## CHAP. 70.

An Act to amend the Acts respecting the "Isolated Risk and Farmer's Fire Insurance Company of Canada," and to change the name thereof to the "Sovereign Fire Insurance Company of Canada."

[Assented to 15th May, 1879].

Preamble.

WHEREAS the Isolated Risk and Farmers' Fire Insurance Company of Canada have, by their petition, represented that they are desirous of obtaining certain amendments and changes, hereinafter mentioned, in the Acts respecting the said Company, necessary to ensure the more efficient working of the Company, and have prayed for the passing of an Act to that end, and it is expedient to grant the prayer of their petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Name  
changed.

1. The name and style of the said Company is hereby changed to the "Sovereign Fire Insurance Company of Canada," by which name in future the said Company shall enjoy all the franchises and privileges, and shall hold all the rights

rights and assets, and shall be subject to all the liabilities heretofore held, enjoyed, or possessed by, or which have heretofore attached to the "Isolated Risk and Farmers' Fire Insurance Company of Canada;" and no suit now pending, or which may be instituted after the passing of this Act in relation to any matter or thing done previous to the passing of this Act, shall be abated by reason of the said change of name, but may be continued to final judgment in the name under which it shall have been, or may be commenced: Provided nevertheless, that policies may continue to be issued by the Company under its present name of the "Isolated Risk and Farmers' Fire Insurance Company," until it shall be prepared to issue policies under the name hereby assigned to it.

Suits, &c.,  
continued.

Policies in  
former name  
until new are  
prepared.

2. Section eight of the Act thirty-fourth Victoria, chapter fifty-five incorporating the said Company, is hereby amended by striking out the following words in the sixth and seventh lines of the said section: "and no shareholder shall be entitled to give more than one hundred votes upon proxies held by him."

Sec. 8 of 34  
V., c. 55  
amended, as  
to votes.

3. All provisions of the Acts respecting the said Company, inconsistent with those of this Act, are hereby repealed; and the remaining provisions thereof are hereby so modified and extended, and shall be so construed and interpreted as to give effect to the provisions of this Act, according to the intent and purpose thereof.

Repeal of  
inconsistent  
enactments.

4. The said Company shall be subject to the provisions of "The Insurance Acts of 1875 and 1877," and of any general law that may hereafter be passed, applying to Fire Insurance Companies.

Company  
subject to  
Insurance  
Acts, 1875  
and 1877.

5. This Act shall not affect the rights which any individual shareholder may now have, before the passing of this Act.

Certain rights  
saved.

## CHAP. 71.

An Act to amend the Act incorporating The Canada Life Assurance Company.

[Assented to 15th May, 1879.]

**WHEREAS** The Canada Life Assurance Company have, by their petition, represented that in carrying on their business heretofore the Directors have allotted and divided among the persons assured upon the participation scale, seventy-five

Preamble.

seventy-five per cent of all the profits realized from the entire business of the Company, and that in view of the increasing business of the Company, it is or may be desirable to vary the relative proportions in which such profits should be allotted and divided as between the shareholders and such persons assured, and have prayed for an amendment to their Act of incorporation as to the mode of allotment and division of profits and for other purposes : and it is expedient to grant the prayer of the said petition : Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

New allotment of profits authorized.

**1.** The Directors of the said Company, instead of continuing to allot the profits realized in the business of the Company as heretofore in the proportions in the preamble mentioned, are hereby authorized in their discretion to make such new allotment and division of such profits among the persons assured on the participation scale and the shareholders of the Company, at such times and in such manner as they may think fit, and also from time to time to alter or vary the relative proportions in which such profits shall be allotted and divided as between such assured and the shareholders : Provided always, that the proportion of such profits allotted to such assured shall not be less than ninety per cent. thereof and the proportion to the shareholders shall not exceed ten per cent. thereof.

Proviso.

Annual general meeting.

Notice.

**2.** The annual general meeting of the Company shall be holden at the City of Hamilton at such time and place as the Directors shall appoint, and notice of such meeting, as well as of any extraordinary meeting of the Company, shall be given as provided for in the said Act of incorporation.

Part of sect. 7 of 12 V., c. 168 repealed.

**3** The proviso to the seventh section of the Act incorporating the said Company is hereby repealed.

Section 19 amended.

**4** The nineteenth section of the said Act is hereby amended by declaring that all policies, contracts, securities, deeds and writings touching or concerning the business of the said Company shall hereafter be signed and executed by the President or Vice-President, or in case of the absence or death of both, by a Director of the said Company, and also by the Secretary or such other chief executive officer of the Company for the time being, as the Directors may, from time to time, appoint.

Further powers as to appointment of agencies, investment of funds.

**5.** The Directors may, from time to time, establish agencies or branches within the Dominion of Canada or elsewhere, and, in addition to the powers in that behalf contained in the Act of incorporation, may invest the funds thereof in any of the public securities of the Dominion of Canada, or of any of the Provinces thereof, or of Great Britain and Ireland, or

or of any foreign state or country; but no greater amount shall be invested in the securities of Great Britain and Ireland or of any foreign state or country, than may be required for the purpose of complying with the requirements of such country or foreign state for carrying on the business of the Company through their agencies, which have been or may be established therein.

6. The Directors of the said Company are hereby authorized to reduce, by resolution from time to time to be passed, the number of Directors of the Company to a number not less than twelve: Provided always, that such resolution shall have no force or effect unless and until confirmed by a majority of the shareholders at any annual general meeting or at any extraordinary meeting specially called for the purpose: Provided further, that until the number of Directors shall have been so reduced to twelve it shall not be incumbent on the shareholders to elect a new Director in place of any Director who may have died, resigned or become disqualified or incompetent to act as a Director; and that upon the number of Directors being so reduced, then at the annual general meetings the three Directors whose names stand first on the roll or list of Directors shall be held to vacate their seats and three shareholders shall be elected to serve as Directors for the ensuing four years; and the fifth section of the said Act of incorporation is hereby amended accordingly.

Number of directors may be reduced.  
Proviso.  
Proviso.  
Section 5 amended.

## CHAP. 72.

An Act to amend the Act of Incorporation of the  
“Confederation Life Association.”

[Assented to 15th May, 1879.]

WHEREAS the “Confederation Life Association” have by their petition prayed that certain amendments should be made to their Act of Incorporation, thirty-fourth Victoria, chapter fifty-four and the Act thirty-seventh Victoria, chapter eighty-eight, amending the same, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.  
34 V., c. 54.  
37 V., c. 88.

1. Subsection five of section thirteen of the said Act firstly cited, intituled “*An Act to incorporate the Confederation Life Association*” is hereby repealed, and the following inserted in lieu thereof:—

Sub-section 5 of section 13 of 34 V., c. 54 repealed.



New sub-section.  
As to participating policies.

"5. They shall also have power to charge the holders respectively of participating policies with losses to the extent to which they have been credited with profits during the current quinquennial period if the losses require it; but the holders of policies shall not as such be liable to any other or greater extent than expressed by the terms of their policies."

Section 21 amended: as to investment of funds.

2. Section twenty-one of the said Act of incorporation is hereby amended, by inserting after the word "Dominion" in the tenth line of the said section the words "or in or on the policies of the said Confederation Life Association or any one or more of them, or in or on the security of the said policies or any one or more of them whether assigned absolutely or conditionally, or by assignment in the nature of a charge or mortgage thereon to the said Association in their corporate name, or to any officer of the said Association or other person in trust for the said Association, or in or on the public consols, stocks, debentures, bonds, or other securities of the United Kingdom of Great Britain and Ireland, or the United States of America, or of any one of the said States;" and the said section shall be read and construed as if the said words were so inserted and were part of the said section: and the said section is further amended by inserting after the word "Association" in the twelfth line of the said section, the words "or trustees as aforesaid for the said Association:" and the said section is further amended by inserting after the word "thereof" in the twenty-fourth line of the said section the following proviso: "Provided always, that any such investment made in the United Kingdom of Great Britain and Ireland, or in the United States of America, or any of the said States, shall not exceed the amount required to be invested in such country or state for the purpose of complying with the law, if any, of such country or state necessitating such investment, before the said Association can carry on business therein;" and the said section shall be read and construed as if the said words were so inserted and were part of the said section

Proviso added.

Provision in case of transmission of shares by death, bankruptcy, or marriage of female shareholder.


3. If the interest of any person or persons in any share or shares in the capital stock, policy, bonus, dividend or other obligation of the Association, hath become or shall become transmitted in consequence of the death or bankruptcy or insolvency of any such holder, or in consequence of the marriage of a female holder, or by any other lawful means other than a transfer upon the books of the Association, the Directors shall not be bound to allow any transfer pursuant to such transmission to be entered upon the books of the Association, or to recognize such transmission in any manner until a declaration in writing, shewing the nature of such transmission, and signed and executed by the person or persons

persons claiming by virtue of such transmission, and also executed by the former shareholder, if living and having power to execute the same, shall have been filed with the Manager of the Association, and approved by the Directors; and if such declaration purporting to be signed and executed shall also purport to be made or acknowledged in the presence of a Notary Public, or of a Judge of a Court of Record, or of a Mayor of any city, town or borough or other place, or a British Consul or Vice-Consul, or other accredited representative of the British Government in any foreign country, the Directors may, in the absence of direct actual notice of a contrary claim, give full credit to such declaration, and (unless the Directors are not satisfied with the responsibility of the transferee), shall allow the name of the party claiming by virtue of such transmission to be entered in the books of the Association.

4. If such transmission has taken place or shall hereafter take place by virtue of any testamentary act or instrument, or in consequence of an intestacy, the probate of the will, or letters of administration, or act of curatorship, or testamentary, or testament dative expedé, or other judicial or official document under which the title, whether beneficial or as trustee, or the administration or control of the personal estate of the deceased, shall purport to be granted by any court or authority in the Dominion of Canada, or in Great Britain or Ireland, or any other of Her Majesty's Dominions, or in any foreign country, or an authenticated copy thereof, or official extract therefrom, shall, together with the said declaration, be produced and deposited with the Manager; and such production or deposit shall be sufficient justification and authority to the Directors for paying the amount or value of any policy, bonus, dividend, or other obligation or share, or transferring or consenting to the transfer of any obligation, policy, bonus, dividend or share, in pursuance of and in conformity to such probate, letters of administration or other such document as aforesaid, notwithstanding probate, letters of administration or other authority may not be proved or had in Ontario.

And in case of transmission by will or intestacy.

## CHAP. 73.


An Act to incorporate the "North American Mutual Life Insurance Company." 

[Assented to 15th May, 1879].

Preamble.

**W**HEREAS the persons hereinafter mentioned have petitioned the Parliament of the Dominion of Canada, praying that a Company may be incorporated under the name hereinafter mentioned, to enable the said petitioners and their associates to carry on the business of insurance in the several branches usually known as Life Insurance, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

Certain persons incorporated.

1. The Honorable D. A. Macdonald, the Honorable George Brown, the Honorable Edward Blake, the Honorable A. Mackenzie, W. H. Howland Esquire, Walter S. Lee, Esquire, J. K. Kerr, Esquire, Larratt W. Smith, Esquire, John L. Blaikie, Esquire, and George Greig, Esquire, together with all such persons as now are or shall hereafter become members of the Company by this Act constituted and their respective administrators, executors and assigns shall be and are hereby constituted and declared to be a corporation, body politic and corporate, under the name of the "North American Mutual Life Insurance Company," and shall be legally authorized to effect contracts of insurance, with any persons or corporations on life or lives, or on or against any event, loss or risk in any manner dependent on life or lives, to grant, sell, or purchase annuities, to grant endowments, to purchase contingent rights, reversions or remainders, and generally to enter into any transactions dependent on the contingency of life and such as are usually transacted by Life Insurance Companies, including re-insurance. 

Corporate name and powers.

Guarantee fund to be subscribed.

2. Before commencing business and issuing policies, there shall have been a guarantee fund subscribed of one hundred thousand dollars (which may be increased to one million dollars) divided into shares of one hundred dollars each, and applications shall have been made and accepted by the Provisional Directors for assurances of not less than one hundred thousand dollars; and so soon as such guarantee fund shall have been subscribed and such applications for assurance received, and the requirements of "*The Consolidated Insurance Act, 1877*" and of any Acts amending it shall have been complied with, the Company may be organized, elect the first Board of Directors and commence business: Provided that no increase of the guarantee fund shall be made

Proviso, as to increase.

until

until such proposed increase has been first submitted to and sanctioned by a majority of the guarantors present at a special meeting of the guarantors held for that purpose.

3. The guarantee fund so subscribed shall be liable for the payment of losses and may be used for the purposes of the Company in such manner and to such extent as the Directors may by by-law determine; the said guarantee fund shall be redeemable by the Company out of the accumulated surpluses, at such time and upon such terms as shall be decided by a majority of the members present at a general meeting called for that purpose, or at an annual general meeting of the Company; and until redemption, the Directors may pay to the holders of shares thereof interest on the amount paid up at such rate as may be agreed upon by the Directors; and after such guarantee fund shall have been redeemed, the whole of the revenue and profits of the Company shall belong exclusively to the policy-holders and shall be thenceforth divided among them in such proportion and at such times as the Directors shall appoint: Provided, that the redemption of the guarantee fund shall not be effected until the full deposit required by "The Consolidated Insurance Act, 1877," and any Act amending it shall have been made

Object and nature of the guarantee fund.

Interest.

Redemption.

Proviso.

4. The persons hereinbefore named are appointed Provisional Directors for the organization of the said Company, and four of them shall be a sufficient quorum for the transaction of business; they shall open books for the subscription of the guarantee fund of one hundred thousand dollars, and they shall also open books for applications for insurance, to be effected by the said Company; as soon as the guarantee fund has been subscribed, and applications have been received and accepted amounting to one hundred thousand dollars, the said Provisional Directors shall call a meeting of the guarantors and persons who have made such applications for insurance for the election of the first Board of Directors, and at the said meeting every applicant for insurance shall have one vote for each five thousand dollars of insurance applied for, and each subscriber to the guarantee fund of one hundred dollars or more shall have one vote for each one hundred dollars subscribed by him.

Provisional directors.

Quorum and powers.

Meeting for election of directors.

5. Any individual or corporation who is a legal or beneficiary holder of a policy of insurance in the Company, or a subscriber to the guarantee fund hereinbefore mentioned, and who shall have paid all due premiums or calls thereon respectively, shall be a member of the Company, and entitled to all the benefits thereof under the provisions of this Act and the by-laws of the Company.

Who shall be members of the Company.

6. The Provisional Directors or the Directors to be elected may enact by-laws to carry out the objects of this Act, and

By-laws may be enacted.

for the organization, maintenance and government of the Company, as well as for the application of its funds and profits as herein provided, and such by-laws may, from time to time be altered and amended by the Directors, and such by-laws so legally made in accordance with the objects of this Act, and not inconsistent with law shall be legal and binding until altered, amended or repealed : Provided always, that all such by-laws shall only be valid and binding until the next annual general meeting of the Company, unless they are then approved by such meeting, and shall thereafter have force and effect as so approved or modified at such meeting; and provided further, that such by-laws do not contravene the provisions of this Act.

Proviso, as to duration.

Proviso.

Board of directors.  
Number.  
Quorum.  
President.

Qualification.

Managing director.

Election by ballot.

Vacancies, how filled.

Committees of directors.

**7.** The first Board of Directors of the Company shall consist of not less than seven nor more than twenty-five Directors, four of whom shall form a quorum ; and one of such Directors shall be elected President, and another Vice-President by the other Directors ; such of the said persons hereinbefore named, or other persons necessary to complete the Board, who shall have qualified themselves to act as Directors by a subscription of at least two thousand dollars to the guarantee fund, or who shall have applied for a policy of insurance in the Company, and subscribed to a declaration or contract to that effect in a sum of at least five thousand dollars on a life policy, shall be entitled, on election by a majority of the votes of duly qualified members at the first general meeting, to act as Directors of the Company on the first Board at the head office, and to continue to act as such for one year immediately subsequent to the organization of the Company, subject to a continuance of qualification, and shall prepare the by-laws for the management of the Company, as in this Act provided. The Board of Directors may appoint a Managing Director, and all other officers of the Company, and may appoint sub-boards and agents, and may remove the same and appoint others in their place whenever a vacancy may arise. After the term for which the first Board of Directors are appointed shall have expired the Directors shall be elected annually by ballot. If any Director shall fail to accept office, or shall die, or be otherwise disqualified, the remaining Directors shall choose in his stead any qualified member of the Company, who shall remain in office until the next annual general meeting only, unless then re-elected.

**8.** The Directors may appoint of their own members such committees with such powers, and to discharge such duties as the Directors may, from time to time, confer and impose on them, but they shall, at all times, and in regard to all their actions and duties be subject to the control of the said Board of Directors.

**9.** A general meeting of the Company shall be called once in each year, after the organization of the Company, and commencement of business, as the Directors may appoint, after not less than ten days' notice in one or more newspapers, published in the City of Toronto, at which meetings a statement of the affairs of the Company shall be submitted; special general, or extraordinary meetings may, at any time, be called by five of the Directors, or shall be called by requisition of twenty-five members, specifying in the notice the object of such meeting.

Annual  
general  
meeting.Notice and  
business.Special  
meetings.

**10.** The head office of the Company shall be in the City of Toronto in the Province of Ontario, or in such other city of the Dominion of Canada, as may be decided on hereafter by the Directors; but branches or sub-boards, or agencies may be established, either within the Dominion of Canada or elsewhere, in such manner as the Directors may, from time to time, appoint: Provided, that no insurance shall be effected in any Province, other than the Province in which the head office of the Company is situate, until an office or domicile is opened in some place therein, and a local agent or manager is there appointed.

Head office  
and agencies.Proviso :  
where only  
insurance  
may be  
effected.

**11.** Each subscriber to the guarantee fund shall be entitled either in person or by proxy, to one vote for every one hundred dollars subscription—all calls being paid, and every holder of a policy on the mutual principle, upon which all premiums due have been paid, shall have one vote in person for each five thousand dollars insurance held by him; no proxy can vote unless he is himself a member qualified to vote.

Votes.

Proxies.

**12.** The Directors shall have power to make calls upon the subscribers to the guarantee fund, for such sums and at such times as they shall think fit, for the purposes of the Company, and to sue for and enforce the payment of the same; they may also declare all subscriptions forfeited on which such calls have not been duly paid, and re-allot or sell the same, or any part thereof, for the benefit of the Company, to any other person or persons.

Calls on  
subscribers.Forfeiture  
for non-pay-  
ment.

**13.** No subscriber to the guarantee fund shall be liable as a subscriber for more than the amount of his subscription, and his liability as a guarantor shall be limited to the amount for which he has subscribed as such guarantor; and no policy-holder shall be liable for more than the premiums on his policy.

Liability of  
shareholders  
and policy-  
holders  
limited.

**14.** The Company shall have a corporate seal, and may sue or be sued in its corporate name.

Seal.

Investment  
of funds.

**15.** It shall be lawful for the said Company to invest its funds in the debentures, bonds, stocks or other securities of the Dominion of Canada, or on the security thereof, or in or on the securities of any of the Provinces comprising the Dominion, or in or on the securities of any municipal corporation in the Dominion, or on the security of stock or debentures of any incorporated building society, loan or investment company, or of bank stock, or on the security of real estate or mortgage security thereon, or on the security of leaseholds or term or terms of years, or other estate or interest in real property or mortgage security thereon in any Province of the Dominion, or on its life policies to the extent of their surrender value, and to change and re-invest the same as occasion may, from time to time, require; and to take, receive and hold all or any of such securities in the corporate name of the Company, or in the name of trustees for the Company appointed by the Directors, whether for funds invested by being advanced or paid in the purchase of such securities, or loaned by the said Company on the security of the said debentures, bonds, stock, mortgages, or other securities as aforesaid; such loans to be on such terms and conditions, and in such manner, and at such times and for such sums, and in such sums of repayment, whether of principal or interest, or principal and interest together, and at such interest and return as the Board of Directors may, from time to time, determine and direct, and whether they are taken absolutely or conditionally, or whether such securities are taken in satisfaction of debts due to the said Company, or judgments recovered against any person or body corporate in its behalf, or in security for the payment of the same, or of any part thereof.

Securities.

Conditions  
of loans by  
company.

Power to  
hold real  
estate mort-  
gaged.  
Proviso.

**16.** The Company may hold such real estate as shall have been *bonâ fide* mortgaged to it by way of security, or conveyed to it in satisfaction of debts or judgments recovered: Provided always, that all real estate so mortgaged or conveyed in security as aforesaid, shall be sold and disposed of within ten years from the time of its becoming the absolute property of the Company.

Investment in  
foreign  
securities.

**17.** The Company may invest or deposit such portion of its funds in foreign securities as may be necessary in the establishment or maintenance of any foreign branch.

Real estate.

**18.** The Company may hold real estate, which may be required for the use and accommodation of the Company, and may sell or mortgage the same.

Transfer of  
shares.

**19.** The shares of the subscribers to the guarantee fund shall be transferable under the regulations of and in accordance with the by-laws; but the Company shall not be liable for the execution of any trust, whether expressed, implied or constructive.

**20.** Sections twelve, fourteen, thirty-one, thirty-seven and forty of the "*Canada Joint Stock Companies Clauses Act, 1869*," shall apply to this Act and be incorporated therewith, in so far as the same are not inconsistent with the provisions of this Act.

Certain sections of 32, 33 V., c. 12 to apply.

**21.** This Act and the Company hereby incorporated, and the exercise of the powers hereby conferred, shall be subject to the provisions contained in "*The Consolidated Insurance Act, 1877*," and to such other legislation on the subject of insurance as may, from time to time, be passed.

General Insurance Act to apply.

## CHAP. 74.

An Act to amend the Act incorporating "*The Ottawa Loan and Investment Company*," and to change the name to "*The Manitoba and North-West Loan Company (Limited)*."

[Assented to 15th May, 1879.]

**WHEREAS** the Ottawa Loan and Investment Company have petitioned for certain changes and amendments to the Act of incorporation of the said Company, passed in the thirty-seventh year of Her Majesty's Reign, and chaptered one hundred and four, and that the name of the said Company be changed; and it is expedient that the prayer of the said petition be granted: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

37 V., c. 104.

**1.** The corporate name of the said Company is hereby changed to that of "*The Manitoba and North-West Loan Company (Limited)*," and under that name the said Company may sue and be sued, plead and be impleaded, in all courts and places whatsoever.

Corporate name changed.

**2.** The said "*The Manitoba and North-West Loan Company (Limited)*" hereinafter called "*the Company*," shall have, hold and continue to exercise all the rights, powers and privileges that have heretofore been held, exercised and enjoyed by the said "*The Ottawa Loan and Investment Company*," and shall be subject to all liability to which "*the Company*," under its original name, was liable in as full and ample a manner as if the said "*The Ottawa Loan and Investment Company*" had continued to exist under its original name; and all the statutory provisions applicable to the said "*The Ottawa Loan and Investment Company*" shall continue applicable to "*the Company*" so far as the same are not contrary to or inconsistent with the provisions of this Act.

New company substituted for the old.

Liabilities, &c., continued.



Assets of old company vested in the new.

**3.** All movable and immovable property, shares or stocks, debts, rights, claims and privileges of the said "The Ottawa Loan and Investment Company" shall hereafter be held by and vested in "the Company," and all the shareholders in the said "The Ottawa Loan and Investment Company" shall continue shareholders in all respects as if no change had been made in the name.

Section 3, of 37 V., c. 104, repealed, and a new section substituted. Powers and business of the company.

**4.** The third section of the said Act is hereby repealed, and the following section is hereby put in its place, that is to say :—

May make loans, and on what security and terms.

**3.** The Company are hereby empowered to lay out and invest their capital, in the first place, in paying and discharging all costs, charges and expenses incurred in applying for and obtaining this Act, and the said Act of incorporation, and all other expenses preparatory or relating thereto ; and the remainder of such capital, or so much thereof as may, from time to time, be deemed necessary, in the manner, and for the purposes hereinafter mentioned. that is to say : the Company may, from time to time, lend and advance money, by way of loan or otherwise, for such periods as they may deem expedient, on any real or leasehold security, or both, or on the public securities of the Dominion, or of the several Provinces of the Dominion, or on security of the debentures of any corporation, issued under or in pursuance of any statutory authority, and upon such terms and conditions as to the Company shall seem satisfactory or expedient, and may acquire, by purchase or otherwise, mortgages on real or leasehold estate, and evidences of debt (other than the stocks of incorporated Companies) secured by mortgage or pledge of freehold or leasehold lands and debentures of municipal or other corporations issued under any statutory authority, and may re-sell the same as they may deem advisable, with power to do all acts that may be necessary for advancing such sums of money and for receiving and obtaining re-payment thereof, and for compelling the payment of all interest (if any) accruing from such sums so advanced, and the observance and fulfilment of any conditions annexed to such advance, and the forfeiture of any term or property consequent on the non-fulfilment of such conditions or for delay of payment, and to give receipts, acquittances and discharges for the same, either absolutely and wholly or partially, and to execute such deeds, assignments or other instruments as may be necessary for carrying any such purchase or re-sale into effect ; and for all and every, and any of the foregoing purposes, and for every and any other purpose in this Act mentioned or referred to, the Company may lay out and apply the capital and property, for the time being, of the Company, or any part thereof, or any of the moneys authorized to be hereafter raised, or received by the Company in addition

May acquire mortgages, &c.

Powers for collecting moneys owing to them.

Application of capital to such purposes.

addition to their capital for the time being, with power to do, authorize and exercise all acts and powers whatsoever in the opinion of the Directors of the Company, requisite or expedient to be done or exercised in relation thereto."

5. The fourth section of the said Act is hereby repealed.

Sec. 4, of 37 V., c. 104, repealed.

6. The fifth section of the said Act is hereby repealed; and in lieu thereof it is enacted that the Directors may, from time to time, with the consent of the majority of the shareholders present or represented at a general meeting, borrow money upon the debentures of the Company at such rate of interest and upon such terms as they may think proper; and the Directors may, for that purpose, make or cause to be made debentures for sums not less than one hundred dollars each or twenty pounds sterling money, which may be made payable at any place and either to order or bearer, and may have interest coupons attached; and such debentures shall be signed by the President or Vice-President and the Manager of the said Company, and shall be under the common seal of the said Company; and the coupons shall be signed by the Manager; and such debentures and coupons respectively shall be payable at such time and place as the said debentures and coupons shall therein respectively state: Provided that no purchaser of a debenture or debentures of the Company shall be bound to enquire into the occasion of any such loan or the issuing of any such debenture or debentures or into the validity of any resolution authorizing the same or the purpose for which such loan is wanted: Provided also, that the total amount of the sums to be borrowed as aforesaid shall never exceed eighty per cent. of the subscribed capital of the said Company upon which twenty per cent. has first been paid up.

Sec. 5, of 37 V., c. 104, repealed, and a new section substituted. Borrowing powers of the company.

Debentures to be issued by the Company.

Proviso: purchasers need not make certain inquiries.

Proviso: total amount limited.

7. The ninth section of the said Act is hereby repealed, and the following section is hereby put in its place, that is to say:—

Sec. 9 of 37 V., c. 104, repealed, and a new section substituted.

"9. The Company may stipulate for, take, reserve and exact any rate of interest or discount that may be lawfully taken by individuals, in any part of the Dominion except the Province of Quebec and on loans made by the Company in the Province of Quebec, whatever rate may be lawfully taken there, by incorporated companies, and may also receive an annual payment on any loan by way of a sinking fund for the gradual extinction of such loan, upon such terms and in such manner as may be regulated by the by-laws of the Company."

What interest the Company may take.

Sinking fund.

Sec. 11 of 37  
V., c. 104,  
amended.      **8.** The eleventh section of the said Act is hereby amended by striking out the words "five hundred thousand," and substituting therefor the words "two million."

Sec. 12 of 37  
V., c. 104,  
amended.      **9.** The twelfth section of the said Act is hereby amended by adding thereto the following words, namely :—

Provision  
when the  
transmission  
of shares or  
debentures is  
by decease.

"If the transmission of any share or shares in the capital stock of the Company, or of any debenture or debentures, issued by the Company, shall be by decease of any shareholder or holder or owner thereof respectively, the production to the Directors and deposit with them of any probate or certified copy of any probate of the will of the deceased shareholder, holder or owner aforesaid, or letters of administration or certified copy of letters of administration of his or her estate, granted by any court in this Dominion having power to grant such probate, or of letters of administration, or by any probate, prerogative, diocesan or peculiar court or authority in England, Wales, Ireland, India or any British Colony or of any testamentary or testamentary dative expedite in Scotland or if the deceased shareholder or holder or owner aforesaid shall have died out of Her Majesty's Dominions, the production to and deposit with the Directors of any such probate or letters of administration or certified copy thereof as aforesaid, or other document of like import or certified copy thereof, granted by any court or authority having the requisite power in such matter shall be sufficient justification and authority to the Directors for paying any dividend or transferring or authorizing the transfer of any share or for paying any debenture, or the interest thereon in pursuance of and in conformity with such probate or letters of administration or other such document as aforesaid."

Sec. 28 of 37  
V., c. 104,  
amended.      **10.** The twenty-eighth section of the said Act is hereby amended by striking out the word "shall," and substituting in lieu thereof the word "may" and by adding thereto the words "or in such manner or form as the Company may, from time to time, by by-law direct or determine."

Sec. 35 of 37  
V. c. 104,  
repealed.      **11.** The thirty-fifth section of the said Act is hereby repealed.

Sec. 38 of 37  
V., c. 104,  
repealed, and  
a new section  
substituted.      **12.** The thirty-eighth section of the said Act is hereby repealed, and the following section is hereby enacted in its place, that is to say :—

When the first  
meeting for      **38.** When and so soon as one hundred thousand dollars of the capital stock shall have been subscribed, and fifty thousand

thousand dollars shall have been paid in, the Provisional Directors of the said Company may call a general meeting of shareholders at some place to be named, in the City of Toronto or Ottawa, giving at least twenty days' notice by publication at least three times in some daily newspaper published in the said city; at which general meeting the shareholders present in person or by proxy shall elect not less than five nor more than thirteen Directors in the manner and qualified as hereinafter provided, who shall constitute a Board of Directors, and shall hold office until the third Wednesday in January in the year following their election."

the election of Directors shall be held.

Number and term of office of Directors.

**13.** The thirty-ninth section of the said Act is hereby repealed, and the following section and sub-section are hereby put in its place, that is to say:—

Sec. 39 of 37 V. c. 104, repealed, and a new section substituted.

**“39.** The business of the Company shall be managed by a Board of not less than five nor more than thirteen Directors, one of whom shall be chosen President and one Vice-President, who, except as hereinbefore provided for, shall hold office for one year; which Directors shall be shareholders, and shall be elected at the annual general meeting of shareholders, to be holden at the City of Toronto, on the third Wednesday in January in each year or such other day as may be appointed by by-law,—not less than twenty days' notice of such meeting being given in the manner provided by the next preceding section; and the said election shall be held and made by such of the shareholders present in person or by proxy as shall have paid all calls made by the Directors and then due, and all such elections shall be by ballot, and the persons who shall have the greatest number of votes at any such election shall be Directors, except as hereinafter directed; and if two or more persons have an equal number of votes, so that a greater number of persons shall appear to be chosen as Directors than is required then the Directors who shall have the greater number of votes or the majority of them, shall determine which of the said persons so having an equal number of votes shall be the Director or Directors, so as to complete the required number; and the said Directors, as soon as may be after the said election, shall proceed, by open vote, to elect one of their number to be the President and one to be the Vice-President; and if any vacancy should, at any time, happen amongst the said Directors by death, resignation, removal or disqualification during the current year of office, such vacancy shall be filled for the remainder of the year by the remaining Directors, or a majority of them, electing in such place or places a shareholder or shareholders eligible for such office: Provided always, that no person shall be eligible to be or

Election of Directors, President and Vice-President for management of Company's business.

By whom made, and how.

Provision in case of equality of votes.

Election of President.

Vacancies how filled.

Proviso: qualification of Directors.

for

for his own use, stock in the said Company to the amount of forty shares (whereof at least twenty per cent. shall have been paid in) and shall have paid all calls made upon his stock and all liability incurred by him to the Company."

Increase or decrease of number of Directors. Proviso.

2. The Company may, by by-law, increase to not more than thirteen, or decrease to not less than five the number of its Directors: Provided that no by-law for the said purpose shall be valid or acted upon, unless it be sanctioned by a vote of not less than two-thirds in value of the shareholders present, in person or represented by proxy, at a general meeting duly called for considering the by-law.

Sec. 42 of 37 V., c. 104, amended.

**14.** The forty-second section of the said Act is hereby amended by inserting after the word "Directors," in the twelfth line the words "and the number of such Directors required to form a quorum for the transaction of business."

Sec. 44 of 37 V., c. 104, amended.

**15.** The forty-fourth section of the said Act is hereby amended by inserting after the word "Directors" in the first line the words "until otherwise provided by by-law of the Company."

Sec. 45 of 37 V., c. 104, repealed. New provision as to dividends. Proviso for reserved fund.

**16.** The forty-fifth section of the said Act is hereby repealed; and it is enacted in lieu thereof that it shall be the duty of the Directors to declare and make half-yearly dividends of so much of the profits of the Company, as to them or a quorum of them may seem advisable; but before declaring any dividend, the Directors may, if they think fit from time to time, set apart from and out of the profits of the Company such sum as they may think advisable for the purpose of forming a rest or reserved fund to meet contingencies, or for promoting the objects and purposes for which the Company is incorporated.

Sec. 48 of 37 V., c. 104, amended.

**17.** The forty-eighth section of the said Act is amended by inserting before the word "notice" the word "public," and by striking out the words "to each member," and substituting therefor the words "at least ten days previous to the payment thereof"

Sec. 49 of 37 V., c. 104, amended.

**18.** The forty-ninth section of the said Act, is hereby amended by striking out the word "Ottawa," and substituting therefor the word "Toronto."

Sec. 51 of 37 V., c. 104, amended.

**19.** The fifty-first section of the said Act, is hereby amended by inserting after the word "addressed," the words "sufficiently prepaid."

**20.** The fifty-fifth section is hereby amended by striking out the words "day of the date thereof," and inserting in lieu thereof "thirty-first day of December previous."

Sec. 55 of 37  
V., c. 104,  
amended.

**21.** The following sections are hereby added to the said Act:—

Five sections  
added to 37  
V., c. 104.

**56.** It shall be lawful for the Company to unite, amalgamate and consolidate its stock, property, business and franchises with the stock, property, business and franchises of any other Company or Society incorporated or chartered to transact a like business, or any Building, Savings or Loan Company or Society heretofore or hereafter incorporated or chartered, or to purchase and acquire the assets of any such Company or Society, and to enter into all contracts and agreements therewith necessary to such union, amalgamation, consolidation, purchase or acquisition."

Power to  
company to  
unite with  
any similar  
company.

**57.** The Directors of the Company and of such other Company or Society, may enter into a joint agreement under the corporate seals of each of such corporations for the union, amalgamation or consolidation of such corporations, or for the purchase and acquisition by the Company of the assets of such other Company or Society, prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new corporation, the number of the Directors and other officers thereof, and who shall be the first Directors and officers thereof, the manner of converting the capital stock of each of such corporations into that of the new corporation,—with such other details as they shall deem necessary to perfect such new organization, and the union, amalgamation and consolidation of such corporations, and the after management and working thereof, or the terms and mode of payment for the assets of such other Company or Society purchased or acquired by the Company."

Agreement  
for such union  
to be made  
by Directors  
of both com-  
panies.

**58.** Such agreement shall be submitted to the shareholders of each of such corporations, at a meeting thereof to be held separately for the purpose of taking the same into consideration. Notice of the times and places of such meetings, and the objects thereof, shall be given by written or printed notices addressed to each shareholder of such corporations respectively, at his last known post office address or place of residence, and also by a general notice to be published in a newspaper published at the chief place of business of each of such corporations, once a week for two successive weeks. At such meetings of shareholders such agreement shall be considered, and a vote by ballot taken for the adoption or rejection of the same—each share entitling the

Such agree-  
ments to be  
submitted to  
meetings of  
Shareholders  
of both com-  
panies sepa-  
rately.

Proceedings  
at meeting  
for consider-  
ing the  
agreement.

holder

holder thereof to one vote, and the said ballots being cast in person or by proxy; and if two-thirds of the votes of all the shareholders of such corporations shall be for the adoption of such agreement, then that fact shall be certified upon the said agreement by the Secretary of each of such corporations, under the corporate seal thereof; and if the said agreement shall be so adopted at the respective meetings of the shareholders of each of such corporations, the agreement so adopted, and the said certificates thereon, shall be filed in the office of the Secretary of State of the Dominion of Canada; and the said agreement shall from thence be taken and deemed to be the agreement and act of union, amalgamation and consolidation of such corporations, or the agreement and deed of purchase and acquisition by the Company of the assets of such company so selling, as the case may be; and a copy of such agreement so filed, and of the certificates thereon properly certified, shall be evidence of the existence of such new corporation."

And if the agreement is adopted.

Its effect.

When union of companies perfected, they shall be one company.

"59. Upon the making and perfecting of the said agreement and act of consolidation, as provided in the next preceding section, and the filing of the said agreement as in the said section provided, the several societies, parties thereto, shall be deemed and taken to be consolidated, and to form one corporation by the name in the said agreement provided, with a common seal, and shall possess all the rights, privileges and franchises of each of such corporations."

No further act or deed required for vesting assets, &c., of both companies in new company.

Proviso as to right of creditors of either company.

"60. Upon the consummation of such act of consolidation as aforesaid, all and singular the business, property, real, personal and mixed, and all rights and incidents appurtenant thereto, all stock, mortgages or other securities, subscriptions and other debts due on whatever account, and other things in action belonging to such corporations, or either of them, shall be taken and deemed to be transferred to and vested in such new corporation without further act or deed: Provided however that all rights of creditors and liens upon the property of either of such corporations shall be unimpaired by such consolidation, and all debts, liabilities and duties of either of such corporations shall thenceforth attach to the new corporation, and be enforced against it to the same extent as if the said debts, liabilities and duties had been incurred or been contracted by it; and provided also that no action or proceeding, legal or equitable, by or against such corporations so consolidated or either of them, shall abate or be affected by such consolidation; but for all the purposes of such action or proceeding such corporations or either of them may be deemed still to exist, or the new corporation may be substituted in such action or proceeding in the place thereof."

**22.** Schedule A of the said Act is hereby amended by striking out the words "*The Ottawa Loan and Investment Company*," and inserting in lieu thereof the words "*The Manitoba and North-West Loan Company (Limited)*." Schedule A.  
of 37 V. c.  
104, amended.

## CHAP. 75.

An Act further to amend the Act incorporating The London and Canadian Loan and Agency Company (Limited).

[Assented to 15th May, 1879.]

**W**HEREAS The London and Canadian Loan and Agency Company (Limited), incorporated by the Act of the Legislature of the late Province of Canada, passed in the twenty-seventh year of Her Majesty's reign, chapter fifty, amended by an Act of the Parliament of Canada, passed in the thirty-fifth year of Her Majesty's reign, chapter one hundred and eight, and further amended by an Act of the Parliament of Canada, passed in the thirty-sixth year of Her Majesty's reign, chapter one hundred and seven, have, by their petition, prayed to have their Act of Incorporation amended and further powers and privileges conferred upon them, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty by and with the advice and consent of the Senate and House of Commons of Canada enacts as follows:—

Preamble.  
27 V., c. 50,  
P. of Canada.

**1.** If the interest of any person or persons in any share or shares in the capital stock, or in any bond, debenture or obligation of the said Company, authorized by the fifth section of the said Act passed in the twenty-seventh year of Her Majesty's reign, chapter fifty, (such bond, debenture or obligation not being payable to bearer), hath become, or shall become transmitted in consequence of the death, or bankruptcy or insolvency of any such holder or in consequence of the marriage of a female holder or by any other lawful means other than a transfer upon the books of the Company as in the said Act and amending Acts provided, the Directors shall not be bound to allow any transfer pursuant to such transmission to be entered upon the books of the Company, or to recognize such transmission in any manner until a declaration in writing, shewing the nature of such transmission, and signed and executed by the person or persons claiming by virtue of such transmission, and also executed by the former shareholder, if living and having power to execute the same, shall have been filed with the In case of the transmission of interest in any share, &c., otherwise than by transfer, directors may require a written declaration showing the nature of such transmission.

Manager



Manager of the Company, and approved by the Directors ; and if such declaration purporting to be signed and executed shall also purport to be made or acknowledged in the presence of a Notary Public, or of a Judge of a Court of Record, or of a Mayor of any city, town or borough or other place, or a British Consul or Vice Consul, or other accredited representative of the British Government in any foreign country, the Directors may, in the absence of direct actual notice of a contrary claim, give full credit to such declaration, and (unless the Directors are not satisfied with the responsibility of the transferee, or other conditions of the said Act and amending Acts are not complied with), shall allow the name of the party claiming by virtue of such transmission to be entered in the books of the Company.

What shall be sufficient justification of directors for recognizing transmission if by will or intestacy.

2. If such transmission has taken place or shall hereafter take place by virtue of any testamentary Act or instrument, or in consequence of an intestacy, the probate of the will, or letters of administration, or act of curatorship, or testamentary, or testament dative expedé, or other judicial or official document under which the title, whether beneficial or as trustee, or the administration or control of the personal estate of the deceased, shall purport to be granted by any court of authority in the Dominion of Canada, or in Great Britain or Ireland, or any other of Her Majesty's Dominions, or in any foreign country, or an authenticated copy thereof, or official extract therefrom, shall, together with the said declaration, be produced and deposited with the manager ; and such production and deposit shall be sufficient justification and authority to the Directors for paying the amount or value of any dividend, coupon, bond, debenture or obligation, or share, or transferring or consenting to the transfer of any bond, debenture or obligation or share, in pursuance of, and in conformity to such probate, letters of administration or other such document as aforesaid.

Provision for case of directors having reasonable doubts as to legality of any claim to any share &c.

3. Whenever the Directors shall entertain reasonable doubts as to the legality of any claim to or upon such share or shares, bonds, debentures, obligations, dividends, coupons or the proceeds thereof, then and in such case it shall be lawful for the Company to file in any one of the superior courts of law, or in the Court of Chancery, in the Province of Ontario, a petition stating such doubts, and praying for an order or judgment adjudicating and awarding the said shares, bonds, debentures or obligations, dividends, coupons or proceeds to the party or parties legally entitled to the same ; and such court shall have authority to restrain any action, suit or proceeding against the Company, the Directors or officers thereof, for the same subject matter, pending the determination of the said petition ; and the Company and the Directors and officers thereof shall be fully protected and indemnified by obedience to such order or judgment against all actions, suits, claims

and

and demands in respect of the matters which shall have been in question in such petition, and the proceedings thereupon: Provided always that if the court adjudges that such doubts were reasonable the costs, charges and expenses of the Company in and about such petition and proceedings, shall form a lien upon such shares, bonds, debentures or obligations, dividends, coupons or proceeds, and shall be paid to the said Company before the Company shall be obliged to transfer or assent to the transfer, or to pay such shares, bonds, debentures or obligations, dividends, coupons or proceeds to the party or parties found entitled thereto.

Proviso, as to costs.

4. The sixth section of the said Act, twenty-seventh Victoria, chapter fifty, is hereby amended by inserting after the word "investment" the words "or which they may have acquired or may acquire in exchange for any such real estate," and by adding after the word "lease" the following words, "exchange for other real estate or mixed consideration."

Section 6 of 27 V., c. 50 amended.

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### CHAP. 76.

An Act to grant certain powers to "*La Société Permanente de Construction du District d'Iberville.*"

[Assented to 15th May, 1879.]

**W**HEREAS *La Société Permanente de Construction du District d'Iberville* was, under the provisions of chapter sixty-nine of the Consolidated Statutes for Lower Canada, constituted a body corporate at the Town of St. John's, in the Province of Quebec, in the month of December, one thousand eight hundred and sixty-eight; whereas, in the year one thousand eight hundred and seventy-two, by an Act passed by the Legislature of the Province of Quebec, thirty-sixth Victoria, chapter seventy-eight, further powers were conferred upon the said Society in relation to the investment of its surplus funds either in public securities or in bank stock, or as a loan to any person, whether a shareholder in the stock of the Society or not; and whereas under an Act passed by the Parliament of Canada in the year one thousand eight hundred and seventy-seven, being fortieth Victoria, chapter fifty, the said Society cannot receive money on deposit or borrow upon debentures except upon the condition of having a paid-up capital of one hundred thousand dollars; and whereas the said Society has only a paid-up capital of fifty thousand dollars, but is willing to increase it to one hundred thousand, if time be given for the purpose:

Preamble.  
Con. Stat. L.C., chap. 69.

Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :—

Power to  
society to  
increase its  
capital.

1. It shall be lawful for *La Société Permanente de Construction du District d'Iberville*, at any time within one year from the date hereof, to increase its capital stock to one hundred thousand dollars, and in the meantime to continue to carry on business as heretofore, with its present paid-up capital of fifty thousand dollars.

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## CHAP. 77.

An Act to incorporate the Geographical Society of  
Quebec.

[Assented to 15th May, 1879.]

Preamble.

WHEREAS the persons hereinafter mentioned have, by petition, represented that they and others have founded and for over one year maintained an association under the name of the Geographical Society of Quebec, and that the objects of the society are the following, nameiy: 1st, To popularize and extend the study of geographical science, and of all the pursuits subsidiary to its advancement; 2nd, To study and make known our country in relation to its productive forces, and especially to bring forward its agricultural, forest, maritime, mineral, industrial and commercial resources, with a view to augment its riches and the well-being of its population; 3rd, To study our means of fresh water, maritime and land communication, and those of other countries, with a view to facilitate and extend commercial relations; 4th, To prosecute every kind of scientific study comprehended in geographical science, and which may enlarge the general knowledge of the earth and the forms, structure and relations of terrestrial objects and agencies; 5th, To open communication with the geographical societies of other countries, in order to profit by their researches and their labours, and to secure their co-operation in the work of the Society; 6th, To publish transactions annually or semi-annually, containing extracts of the minutes of proceedings at meetings, records of the work performed, papers, correspondence and other documents which may be deemed worthy of publication; 7th, To form a library consisting principally of geographical works and charts: And whereas the said persons have prayed that, for the better attainment of the said objects of the Society, it may be incorporated; and it is expedient

expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

**1.** The Honorable Pierre Fortin, President, the Honorable Henri Gustave Joly, the Honorable Gédéon Ouimet, and H. H. Miles, L.L.D., D.C.L. Vice-Presidents, P. Sirois and E. T. Fletcher, Corresponding Secretaries, J. M. Marmette and W. C. Seaton, Assistant Corresponding Secretaries, N. Legendre, Recording Secretary, Crawford Lindsay, Assistant Recording Secretary, Oscar Dunn, Librarian, Théophile Ledroit, Treasurer, E. E. Taché, E. Deville, E. Gagnon and J. C. Tardivel, additional members of the Council, and His Grace Elzéar Alexandre Taschereau, Archbishop of Quebec, the Right Reverend J. W. Williams, Lord Bishop of Quebec, Monsignor Charles F. Casault, the Right Honorable Sir John A. Macdonald, the Honorable Sir Narcisse Fortunat Belleau, the Honorable Andrew Stuart, the Honorable P. J. O. Chauveau, the Honorable James Ferrier, the Honorable T. K. Ramsay, the Honorable Louis Beaubien, the Honorable J. J. Ross, the Honorable J. G. Blanchet, the Honorable Théodore Robitaille, the Honorable David E. Price, the Honorable Thomas McGreevy, the Honorable Eugène Chinic, the Honorable C. J. Coursol, S. J. Chalifour, Henri Delagrave, Adolphe P. Caron, P. V. Valin, J. C. Taché, the Reverend W. G. Lyster, the Reverend L. N. Bégin, the Reverend P. J. Saucier, the Reverend J. A. Chalifour, Benjamin Sulte, A. N. Montpetit, J. M. LeMoine, J. A. Lavoie, Faucher de St. Maurice, Charles Messiah, L. G. Desjardins, P. R. Vallée, F. F. Rouleau, Henry Mott, John Gale, J. U. Gregory, L. G. Joncas, L. G. Harper, Siméon Lesage, G. S. Murphy, George M. Muir, Etienne Simard, Colonel Rhodes and William Wakeham, members of the society, and such other persons as now are or may hereafter become members of the said society under the provisions of this Act, and the by-laws made under the authority thereof, and their successors, shall be and they are hereby constituted a body politic and corporate, by the name of the "Geographical Society of Quebec," and may, by any legal title, acquire, hold and enjoy, for the use of the Society, any property whatever, real or personal, and may alienate, sell and dispose of the same, or any part thereof, from time to time and as occasion may require, and other property, real and personal, may acquire instead thereof: Provided always, that the annual value of such real estate, held at any one time, shall not exceed four thousand dollars.

Certain persons incorporated.

Corporate name and powers.

Proviso.

**2.** The corporation shall not hold any property except as aforesaid, and such as shall be derived from the following sources, that is to say: the life, annual and other subscriptions of members, donations, bequests or legacies made to the corporation,

What property the society may hold.

Proviso : as to property not required for its use.

corporation, and such other moneys or property as may be acquired by and from the ordinary transactions of the corporation, or may now belong to the existing society, and the moneys arising from fines and forfeitures lawfully imposed by their by-laws : Provided always, that the Society shall sell and convey any real estate acquired by them under the provisions of this section within five years after they shall have acquired the same, unless the same be required for the actual use of the Society, under the provisions of the next preceding section.

Officers and their duties.

**3.** The affairs and business of the corporation shall be managed by such officers and committees, and under such restrictions, touching the powers and duties of such officers and committees, as by by-laws in that behalf the corporation may, from time to time, ordain ; and the corporation may assign to any of such officers such remuneration as they deem requisite.

By-laws may be made.

**4.** The corporation may make such by-laws, not contrary to law, as they shall deem expedient for the administration and government of the corporation, and may repeal or amend the same from time to time, observing always, however, such formalities as by such by-laws, or by the by-laws now in force, may be prescribed to that end, and generally shall have all the corporate powers necessary for the purposes of this Act.

Proviso.

Present by-laws continued.

**5.** The present by-laws of the said Society, not being contrary to law, shall be the by-laws of the corporation hereby constituted until they shall be repealed or altered as aforesaid.

And present officers.

**6.** Until others shall be elected according to the by-laws of the corporation, the present officers of the Society shall be those of the corporation.

Subscriptions and penalties.

**7.** All subscriptions and all penalties due to the corporation under any by-law, may be recovered by suit in the name of the corporation ; but any member may withdraw therefrom at any time, on payment of all amounts by him due to the corporation, inclusive of his subscription for the year then current.

Witnesses in suits by society.

**8.** No person otherwise competent to be a witness in any suit or prosecution in which the corporation may be engaged, shall be deemed incompetent to be such witness by reason of his being or having been a member or officer of the corporation.

9. The corporation shall be bound to make annual reports to the Governor General and to both Houses of Parliament, containing a general statement of the affairs of the said corporation, which said reports shall be presented within the first twenty days of every Session of Parliament.

Returns to  
Parliament.

## CHAP. 78

An Act to incorporate the Gazette Printing Company.

[Assented to 15th May, 1879.]

**W**HEREAS Richard White and others have, by their petition, prayed for the passing of an Act to incorporate them under the name of the Gazette Printing Company, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Preamble.

1. Richard White, Thomas White, Levi Ruggles Church, Alexander Walker Ogilvie, John Theophilus Robinson and Robert Smeaton White, Esquires, all of the City of Montreal, together with all such persons as may hereafter become shareholders in the Company hereby created, shall be, and they are hereby constituted a body politic and corporate, by the name of the *Gazette Printing Company*, and may, by that name, sue and be sued, implead and be impleaded, answer and be answered, defend and be defended in all courts of law and equity; and by that name, they and their successors shall have perpetual succession, and may have a common seal, and may change and alter the same at pleasure, may acquire for themselves and successors, under any legal title whatsoever, property real and personal; may alienate, sell, convey, lease or otherwise dispose of the same, or any part thereof, from time to time, as occasion may require, for such price or prices, and on such terms and conditions as they may see fit; and may, should they see fit, acquire other real and personal estate for the purposes of this Act: Provided always, that the real estate held by the said corporation at any one time shall not exceed in annual value the sum of twenty thousand dollars currency.

Certain  
persons  
incorporated.

Corporate  
name and  
powers.

Real estate  
limited.

2. The said corporation is hereby constituted for the purpose of purchasing and acquiring from the said Richard White the printing establishment and business owned and

Objects and  
business of  
the corpora-  
tion.

now

now carried on by him in the City of Montreal, with the real and personal estate and the copy-rights, good-will, interest and assets connected therewith, upon such conditions as may be agreed upon between the said corporation and the said Richard White; and to carry on the business of printing, publishing, stereotyping, engraving, wood-cutting, lithographing and book-binding; and to vend all articles of merchandise connected therewith.

Capital stock and shares.

**3.** The capital stock of the said Company shall be two hundred thousand dollars, divided into two thousand shares of one hundred dollars each; and the said stock shall be deemed personal estate, and shall be transferable in such manner only and subject to such conditions and restrictions as by the by-laws of the said Company shall be prescribed.

To be personal estate, &c.

Power to make by-laws, and for what purposes.

**4.** The shareholders of the Company shall have full power in all things to administer the affairs of the Company and to make by-laws regulating the issue and registration of certificates of stock, the transfer of stock, the declaration and payment of dividends, the number of Directors, their term of service, the manner of their election, the completion of the Board in the event of the death, removal, or resignation of a Director, the amount of their stock qualification, the appointment, functions, duties and removal of all agents, officers and servants of the Company, the security to be given by them to the Company, their remuneration and that (if any) of the Directors, the place or places where the annual meetings of the Company shall be held, and where the business of the Company shall be conducted,—the calling of meetings, regular and special, of the Board of Directors and of the Company, the quorum, the requirements as to proxies, and the procedure in all things at such meetings, the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law, and the conduct in all other particulars of the affairs of the Company, and may, from time to time, repeal, amend or re-enact the same.

And to repeal, alter or re-enact them.

One vote for each share.

**5.** Every shareholder in the Company shall be entitled to one vote for each share he may hold in the capital stock of the Company at least one month prior to the time of voting.

Copy of any by-law to be evidence *prima facie*.

**6.** A copy of any by-law of the Company, under its seal, and purporting to be signed by any officer of the Company, shall be received as *prima facie* evidence of such by-law in all courts of law and equity in the Dominion of Canada.

Provisional directors and their powers.

**7.** To enable the corporation to carry out the objects before mentioned, the said Richard White, Levi Ruggles Church, Alexander Walker Ogilvie, John Theophilus Robinson and Robert Smeaton White, are hereby constituted Provisional Directors of the Company, and as such authorized and

and empowered to conduct and carry into effect all arrangements and agreements for the purchase and acquisition, on behalf of the Company, of the printing establishment and business in the second section of this Act mentioned, upon such terms and conditions as may be agreed upon between the said Provisional Directors and the said Richard White ; and, so soon as the agreement for such purchase and acquisition shall have been completed, the said Provisional Directors,—three of whom shall constitute a quorum,—shall have power and authority to manage the affairs of the Company, until Directors, under the provisions of this Act, shall be elected in their place ; and, the said Provisional Directors shall have power to open stock books, receive subscriptions of stock or shares, and generally to do all matters and things necessary for the full organization and working of the Company.

Quorum.

Stock books.

8. So soon as one-half of the capital stock shall have been subscribed, the Provisional Directors shall call a general meeting of the shareholders in the City of Montreal,—of which meeting not less than ten days' notice shall have been given by public advertisement in the *Gazette* newspaper,—for the purpose of passing by-laws for the management of the affairs of the Company, the election of Directors, the appointment of officers, and generally for the exercise of the powers conferred on the shareholders by the fourth section of this Act.

First general meeting of shareholders.

Election of directors.

9. So soon as Directors shall have been appointed under the next preceding section, the powers and functions of the Provisional Directors shall cease and determine.

Powers of directors.

10. If at any time an election of Directors be not made, or do not take effect at the proper time, the Company shall not be held to be thereby dissolved, but such election may take place at any general meeting of the Company, duly called for that purpose.

Failure of election not to dissolve the company. Remedy.

11. The general annual meeting of the Company shall be held at the City of Montreal, on the first day of March in each year, or if that day be a statutory holiday, then on the next following juridical day ; and at such meeting a full and detailed statement of the financial affairs of the Company up to the thirty-first December of the year then last past, shall be submitted to the stockholders, and shall appear in the books of the Company, and be open for the inspection of the shareholders.

General annual meetings.

Accounts to be submitted.

12. At each annual meeting it shall be the duty of the shareholders present to estimate and establish by resolution the then actual value of the shares of the stock of the Company,—such estimate to be based on the financial result of the operations of the Company as exhibited by the statement of

Annual estimate of value of stock.



Company and shareholders to have a preferential right to purchase shares offered for sale or transmitted by bequest, &c., at such valuation.

of its affairs then before them; and in case at any time during the next ensuing year, any shares in the stock of the Company are offered for sale, or the sale thereof has not been entered on the books of the Company, or have become transmitted by bequest, inheritance, the marriage of a female shareholder, or in any other way whatsoever, then the said Company, or any one or more of the shareholders of the said Company, shall, during two months next after such sale, offer for sale, or transmission has been notified to the Company, have the privilege of acquiring such shares so to be sold, or so transmitted as aforesaid, upon payment or tender of the price of such shares calculated at the value thereof, as established at the then last annual meeting, the Company having the first preference of purchase, and then the shareholders after such delay for deliberation on the part of the Company, and in such order and on such conditions as regards the respective shareholders as may be fixed by the by-laws of the Company.

Books to be kept.

**13.** The Company shall cause a book or books to be kept by the treasurer, or by some other officer specially charged with that duty, wherein shall be kept recorded,—

What to contain; by-laws.

1. A correct copy of the Act incorporating the Company, as also of any and every by-law thereof;

Names.

2. The names, alphabetically arranged, of all persons who are or have been shareholders;

Addresses.

3. The address and calling of every such person, while such shareholder;

Shares.

4. The number of shares of stock held by each shareholder;

Transfers.

5. All transfers of stock, in their order as presented to the Company for entry, with the date and other particulars of each transfer, and the date of the entry thereof; and—

Directors.

6. The names, addresses and calling of all persons who are or have been Directors of the Company, with the several dates at which such persons became or ceased to be Directors.

Effect of transfer limited until entered.

**14.** No transfer of stock shall be valid for any purpose whatever, save only as exhibiting the rights of the parties thereto towards each other, and as rendering the transferee liable *ad interim*, jointly and severally, with the transferrer to the Company and their creditors,—until entry thereof has been duly made in such book or books

Books to be open to stockholders and

**15.** The stock and transfer book shall, during reasonable business hours of every day, except Sundays and statutory holidays,

holidays, be kept open for the inspection of shareholders and creditors of the Company, and their personal representatives, at the office or chief place of business of the Company; and every such shareholder, creditor or representative may make extracts therefrom.

creditors of company.

**16.** Such books shall be *prima facie* evidence of all facts purporting to be thereby stated, in any suit or proceeding against the Company or against any shareholder.

Effect of books as evidence.

**17.** Every Director, officer or servant of the Company who knowingly makes, or assists to make, any untrue entry in any such book, or who refuses or neglects to make any proper entry therein, or to exhibit the same, or to allow the same to be inspected and extracts to be taken therefrom, shall be liable to a penalty not exceeding twenty dollars for making each untrue entry and for each such refusal or neglect, and also for all loss or damage which any party interested may have sustained thereby.

Penalty for making untrue entries.

**18.** The Company shall not be bound to see to the execution of any trust, whether express, implied or constructive in respect of any shares; and the receipt of the shareholder in whose name the same may stand in the books of the Company, shall be a valid and binding discharge to the Company for any dividend or money payable in respect of such shares, and whether or not notice of such trust shall have been given to the Company, and the Company shall not be bound to see to the application of the money paid upon such receipt.

Company not bound to see to trusts on shares.

**19.** Every contract, agreement, engagement or bargain made, and every bill of exchange drawn, accepted or endorsed, and every promissory note and cheque made, drawn or endorsed on behalf of the said Company by any agent, officer or servant of the Company, in general accordance with his powers as such under the by-laws of the Company, shall be binding upon the Company; and in no case shall it be necessary to have the seal of the Company affixed to any such contract, agreement, engagement, bargain, bill of exchange, promissory note or cheque, or to prove that the same was made, drawn, accepted or endorsed, as the case may be, in pursuance of any by-law or special vote or order; nor shall the party so acting as agent, officer or servant of the Company, be thereby subjected to any individual liability whatsoever to any third party therefor: Provided always, that nothing in this section shall be construed to authorize or empower the 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.

Contracts, &c, by the company; how to be executed.

Proviso as to bank notes.

**20.** The shareholders of the Company shall not as such be held responsible for any act, default or liability whatsoever

Liability of shareholders limited.

ever of the Company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever, relating to or connected with the Company beyond the amount unpaid on their respective shares in the capital stock thereof: Provided always, that among the officers of the Company there shall be a printer and publisher, who shall be held responsible in any criminal action for libellous matter complained of as having been published in the said *Gazette* newspaper; and at least once in each month the said newspaper shall contain a notice in a prominent part thereof, of the full name and residence of the party holding such office as printer and publisher; and the said printer and publisher shall in like manner be held responsible in any criminal action for any libellous matter complained of as having been printed and published in any book, pamphlet or other printed matter issuing from the establishment of the Company.

Proviso: a printer and publisher to be named who shall be responsible in any prosecution for libel.

As to stock held by persons in a representative capacity.

**21.** No person holding stock in the Company as an executor, administrator, tutor, curator, guardian or trustee, shall be personally subject to liability as a shareholder, but the estates and funds in the hands of such persons shall be liable in like manner, and to the same extent, as the testator or intestate, or the minor, ward or interdicted person, or the person interested in such trust fund, would be, if living and competent to act and holding such stock in his own name; and no person holding such stock as collateral security by an instrument disclosing the conditional nature of the transfer, shall be personally subject to such liability,—but the person pledging such stock shall be considered as holding the same, and shall be liable as a shareholder accordingly.

Voting on such stock.

**22.** Every such executor, administrator, tutor, curator, guardian or trustee shall represent the stock in his hands, at all meetings of the Company, and may vote accordingly as a shareholder and shall be eligible as a Director; and every person who pledges his stock by any instrument disclosing the conditional nature of the transfer, may nevertheless represent such stock at all such meetings, and may vote accordingly as a shareholder.

Penalty for paying dividends when company is insolvent, &c.

**23.** If the Directors of the Company declare and pay any dividend when the Company is insolvent, or any dividend the payment of which renders the Company insolvent, or diminishes the capital stock thereof, they shall be jointly and severally liable, as well to the Company as to the individual shareholders and creditors thereof, for all the debts of the Company then existing, and for all thereafter contracted during their continuance in office, respectively; but if any Director present when such dividend is declared do forthwith, or if any Director, then absent, do within twenty-four hours after he shall have become aware thereof and able so to do, enter on the minutes of the Board of Directors his protest against

How any director may avoid such liability.

against the same, and do within eight days thereafter publish such protest in at least one newspaper published at, or as near as may be possible to, the office or chief place of business of the Company, such Director may thereby, and not otherwise, exonerate himself from such liability.

**24.** No loan shall be made by the Company to any shareholder, and if such be made, all Directors and other officers of the Company making the same, or in anywise assenting thereto, shall be jointly and severally liable to the Company for the amount of such loan, and also to third parties to the extent of such loan and interest—for all debts of the Company contracted from the time of the making of such loan to that of the repayment thereof.

Penalty for lending money to stockholders.

**25.** The powers, rights and privileges granted to the Company by this Act shall be forfeited by non-user during three consecutive years, at any one time, or if the Company does not go into actual operation within three years after the passing hereof.

Forfeiture of charter by non-user.

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## CHAP. 79.

An Act for the Relief of Eliza Maria Campbell.

[Assented to 15th May, 1879.]

**W**HEREAS Robert Campbell, of the Town of Whitby, in the County of Ontario, in the Province of Ontario and Dominion of Canada, merchant, by his petition to Parliament in the Session of 1876 set forth, that on the sixth day of April, in the year of our Lord, one thousand eight hundred and sixty-three, he was lawfully married to Eliza Maria Byrne, at Whitby, in the County of Ontario, in accordance with the rites and ceremonies of the Congregational Church of Canada; that the said marriage was duly authorized by license duly issued; that the said Robert Campbell and Eliza Maria Byrne lived and cohabited together as husband and wife from the date of such marriage up to the twenty-fifth day of August, in the year of our Lord, one thousand eight hundred and seventy-three; that the said Eliza Maria Byrne, although the lawful wife of the said Robert Campbell, did commit adultery with one George Gordon, at various times at the town of Whitby, in the said County of Ontario, in the said Province of Ontario, previous to and during the month of August, in the year of our Lord, one thousand eight hundred and seventy-three, in particular on the twenty-sixth day of August, in the year of our Lord, one thousand

Preamble.

thousand eight hundred and seventy-three, in the said town of Whitby; that the said Robert Campbell made discovery of the said adultery on or about the twenty-eighth day of August, in the year of our Lord, one thousand eight hundred and seventy-three; that the said Robert Campbell had, since the discovery of the said adultery so committed as aforesaid, refused to cohabit, and had not since cohabited with his said wife, and had since lived apart from her; that the said Eliza Maria Byrne had, since the discovery of the said adultery, lived at the town of Whitby aforesaid separate and apart from the said Robert Campbell; that the said Robert Campbell, subsequently to the discovery of the said criminality, brought an action for criminal conversation in Her Majesty's Court of Queen's Bench for Ontario, against the said George Gordon, and recovered a verdict in the said action against the said George Gordon for one thousand five hundred dollars, and entered judgment thereon; that the said Robert Campbell and the said Eliza Maria Byrne so living apart as aforesaid, the said Eliza Maria Byrne brought a suit against the said Robert Campbell in Her Majesty's Court of Chancery for Ontario, seeking to recover and obtain an allowance for alimony from the said Robert Campbell, which said suit was defended by the said Robert Campbell on the ground of said adultery hereinbefore mentioned having been committed by the said Eliza Maria Byrne, and on the fifteenth day of September, in the year of our Lord, one thousand eight hundred and seventy-five, the said court did order and declare that the said Bill of Complaint of the said Eliza Maria Byrne be, and the same was thereby, dismissed out of the said court; that the said Robert Campbell was desirous of having the said marriage dissolved, annulled, and put an end to, so that he might be free from the same, and could contract matrimony with any other person or persons with whom it would have been lawful for him to contract matrimony, if the said Robert Campbell and Eliza Maria Byrne had not intermarried; and that there were four children issue of the said marriage; and the said Robert Campbell prayed that the said marriage might be dissolved, annulled, and put an end to, and that the issue of his marriage with the said Eliza Maria Byrne, and also the issue of any such future marriage, might be declared legitimate; And whereas the said Eliza Maria Campbell, by her petition presented during the same session, humbly set forth that she was lawfully married to the said Robert Campbell, in her father's house at Whitby, on the sixth day of April, in the year of our Lord one thousand eight hundred and sixty-three; that on the twenty-fifth day of August, in the year of our Lord one thousand eight hundred and seventy-three, about four months before the birth of the fourth and last child, issue of the said marriage, the said Robert Campbell, without sufficient cause, treacherously deserted her, took away from her their three children, and had since lived and kept the said children

children apart from her; that on the twenty-fourth day of September, in the year of our Lord one thousand eight hundred and seventy-three, the said Robert Campbell, with force and violence and with two constables, but without warrant, removed her from his house, and had ever since refused to receive her or their youngest child therein; that he had since refused to maintain her or their child, or to furnish them with necessaries according to his means and condition; that he had repeatedly accused her of adultery, and endeavoured to prove her guilty; that she had not been guilty of adultery; that he had petitioned Parliament for the dissolution of his marriage with her; that the said Robert Campbell had treated her with cruelty, and ill-used and insulted her; that there was no prospect of reconciliation; that she, the petitioner, desired to be divorced *à mensâ et thoro*; that there is no court in Ontario by whose decree such divorce can be effected; that she was without means for her own or for her child or children's support; that the Court of Chancery of Ontario having refused her petition for alimony, she was without means to secure a revision of that judgment, and that she desired to have the care and custody of her youngest child and of her only daughter; and the said Eliza Maria Campbell prayed that the Bill might not be passed without amendments which would make it an Act providing for such a separation between her and the said Robert Campbell as would be effected in England by a decree for "judicial separation," and compelling the said Robert Campbell to make adequate provision for her support and the support of her children, and giving her the care and custody of at least the two youngest of her children; And whereas the evidence produced by the said Robert Campbell did not prove that his wife, the said Eliza Maria Campbell had ever committed adultery with the said George Gordon, or with any other person; And whereas the evidence produced, as well by the petitioner as by the respondent, proved that the said Robert Campbell had treated his wife, the said Maria Campbell, with cruelty; that he deserted her on the twenty-fifth day of August, in the year of our Lord one thousand eight hundred and seventy-three; that he had not since lived or cohabited with her; that he had not made any provision for her support and maintenance and for the support and maintenance of their youngest child; And whereas the Senate, in the Session of 1877, granted the prayer of the said Eliza Maria Campbell for a divorce from bed and board, and passed a Bill for that purpose, with provisions for her support and maintenance and for the support and education of her child; And whereas the said Bill was not passed by the House of Commons, on the ground that sufficient notice had not been given of the said Bill according to the rules of that House; And whereas the said Robert Campbell still refuses to receive his said wife into his domicile or to maintain and support her while living  
apart

apart from him; and whereas the said Eliza Maria Campbell has by her petition prayed that a new Bill may be passed identical in terms as nearly as may be with the said Bill of 1877; And whereas it is expedient to grant the prayer of the said Eliza Maria Campbell: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Separation  
from bed and  
board.

**1.** From and after the commencement of this Act, the said Eliza Maria Campbell shall be and shall remain separated from the bed and board of her husband the said Robert Campbell.

Effect of  
separation.

**2.** The separation hereby authorized and provided shall, except as hereinafter provided, have the same force and the same consequences as a judicial separation in England, under a decree for judicial separation pronounced by the proper court there, at the commencement of this Act.

Alimony to  
be paid her.

**3.** The said Robert Campbell shall pay annually to his said wife for her support and maintenance the sum of five hundred dollars during her separation as aforesaid, in two equal instalments, payable half-yearly, on the last days of May and November in each year.

Custody of  
one child.

**4.** The said Eliza Maria Campbell may, after the commencement of this Act, have the custody and care of one of the children of the said marriage, namely, Francis William Campbell, during her separation as aforesaid.

Allowance  
for support  
of child.

**5.** The said Robert Campbell shall pay annually to his wife, the said Eliza Maria Campbell, the sum of two hundred dollars for the support and education of the said child, while he remains in her custody during the separation as aforesaid. The said sum of two hundred dollars shall be payable in equal half-yearly instalments of one hundred dollars, on the last day of May and November in every year during the minority of the said child.

Power to  
judge to  
enforce pay-  
ment of ali-  
mony or  
allowance.

**6.** If the said Robert Campbell shall neglect or refuse for the space of ten days after the same is due, to pay or cause to be paid into the hands of the said Eliza Maria Campbell or her attorney, lawfully appointed, any one of the said instalments, it shall be lawful for the said Eliza Maria Campbell to apply to a judge of one of the superior courts of Ontario, or to one of the county judges of Ontario, and the said judge is hereby authorized and empowered to grant her application for an order to the said Robert Campbell to pay the instalment or instalments then over due, together with the costs of the said application and order, and if he shall disobey the said order, he shall be deemed guilty of a contempt of court.

7. The said Robert Campbell and the said Eliza Maria Campbell may agree that upon the payment of a certain sum of money in hand, or upon the conveyance of a certain amount of property to her for her sole and separate use, the said Robert Campbell shall no longer be liable to pay the half-yearly instalments aforesaid, or any of them; but no such agreement shall have any force or effect until it has been approved by a judge of one of the superior courts of Ontario, whose approval, after hearing the parties, shall be endorsed on the instrument containing the agreement.

Parties may agree to payment of a sum, or conveyance of property in lieu of sums aforesaid.

8. Before and until the making and approval of an agreement as aforesaid, this Act may be registered in any Registry Office in Ontario; and such registration shall have the same force and effect as the registration of an order or decree of the Court of Chancery, under section forty-four of chapter forty of the Revised Statutes of Ontario.

Registration of this Act, and its effect.

9. If, and whenever the said Eliza Maria Campbell and Robert Campbell shall become reconciled and cohabit as man and wife, this Act shall thereafter have no further or other operation or effect than a decree for judicial separation would have in England under like circumstances.

Effect of Act after reconciliation.



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1879.

# TABLE OF CONTENTS

TO

## ACTS OF CANADA.

FIRST SESSION, FOURTH PARLIAMENT, 42 VICTORIA, 1879.

---

### LOCAL AND PRIVATE ACTS.

CHAP.	PAGE
52. An Act respecting the Consolidated Bank of Canada.....	3
53. An Act to make further provisions respecting "The Consolidated Bank of Canada" .....	4
54. An Act respecting "La Banque Jacques-Cartier" .....	5
55. An Act to authorize and confirm an Indenture of Sale by the Trustees of the Toronto Savings Bank to the Home Savings and Loan Company (Limited).....	6
56. An Act to authorize the construction of a bridge over the Ottawa River for the use of the Quebec, Montreal, Ottawa and Occidental Railway, and for other purposes.....	10
57. An Act to amend the Acts incorporating the "Coteau and Province Line Railway and Bridge Company" and the "Montreal and City of Ottawa Junction Railway Company," and amending Acts, and to amalgamate the said Companies .....	14
58. An Act to amend the Act to incorporate the Ontario and Pacific Junction Railway Company of Canada .....	24
59. An Act to amend the Act forty-one Victoria, chapter twenty-nine, intituled "An Act to revive and amend the Act incorporating the Montreal and Champlain Junction Railway Company" .....	24
60. An Act to authorize the Welland Railway Company to convert their Six per cent. Mortgage Bonds into Five per cent. Debenture Stock, and for other purposes.....	26
61. An Act to amend the Act incorporating the Kingston and Pembroke Railway Company.....	32
An Act to amend an Act to incorporate the Detroit River Tunnel Company.....	35
63. An Act respecting the International Bridge Company.....	35

CHAP.	PAGE
64. An Act to amend an Act to incorporate the Canada and Detroit River Bridge Company.....	36
65. An Act to incorporate the Atlantic and North-West Railway Company.....	38
66. An Act to incorporate the Manitoba South-Western Colonization Railway Company.....	44
67. An Act to incorporate the "Napanee, Tamworth and Quebec Railway Company.....	51
68. An Act to extend the powers of the Dominion Telegraph Company and to further amend the Act incorporating the said Company.....	57
69. An Act to reduce the Capital Stock of the Quebec Fire Assurance Company.....	59
70. An Act to amend the Acts respecting the "Isolated Risk and Farmer's Fire Insurance Company of Canada," and to change the name thereof to the "Sovereign Fire Insurance Company of Canada".....	60
71. An Act to amend the Act incorporating The Canada Life Assurance Company.....	61
72. An Act to amend the Act of Incorporation of the "Confederation Life Association".....	63
73. An Act to incorporate the "North American Mutual Life Insurance Company".....	66
74. An Act to amend the Act incorporating "The Ottawa Loan and Investment Company," and to change the name to "The Manitoba and North-West Loan Company (Limited)".....	71
75. An Act further to amend the Act incorporating The London and Canadian Loan and Agency Company (Limited).....	79
76. An Act to grant certain powers to " <i>La Société Permanente de Construction du District d'Iberville</i> ".....	81
77. An Act to incorporate the Geographical Society of Quebec.....	82
78. An Act to incorporate the Gazette Printing Company.....	85
79. An Act for the Relief of Eliza Maria Campbell.....	91

# INDEX

TO

## LOCAL AND PRIVATE ACTS OF CANADA.

FIRST SESSION, FOURTH PARLIAMENT, 42 VICTORIA, 1879.

	PAGE
ATLANTIC AND NORTH-WEST RAILWAY Co., incorporated.....	38
BANKS:— <i>See</i> Banque Jacques Cartier—Consolidated Bank— Home Savings.	
Banque Jacques Cartier, capital reduced.....	5
Conversion of shares .....	5
Day of annual meeting changed.....	6
Bridge over River Ottawa:— <i>See</i> Ottawa River.	
CAMPBELL, relief of Eliza Maria.....	91
Canada and Detroit River Bridge Company .....	36
Canada Life Insurance Company of Canada, Act amended.....	61
Confederation Life Association, Act amended.....	63
Consolidated Bank of Canada, number of Directors reduced.....	3
Local Board at Toronto abolished.....	3
Nominal value of shares reduced.....	4
Côteau and Province Line Railway and Bridge Company, and Montreal and City of Ottawa Junction Railway Company, Acts amended and Companies amalgamated... ..	14
DETROIT RIVER TUNNEL COMPANY, Act amended.....	35
Dominion Telegraph Company, Act amended and powers extended..	57
GEOGRAPHICAL SOCIETY OF QUEBEC, incorporated.....	82
Gazette Printing Company, incorporated.....	85
HOME SAVINGS BANK AND LOAN Co., sale by to the trustees of the Toronto Savings Bank, confirmed .....	6
INSURANCE COMPANIES:— <i>See</i> Quebec Fire—Isolated Risk— Canada Life—Confederation Life—North America Mutual Life.	
International Bridge Company, capital increased .....	35
Isolated Risk and Farmers' Insurance Company of Canada, Acts amended, and name changed to "Sovereign Fire Insurance Company of Canada" .....	60
KINGSTON AND PEMBROKE RAILWAY Co., Act amended.....	32

	PAGE
LONDON AND CANADIAN LOAN AND AGENCY Co. (Limited), Act further amended.....	79
MANITOBA AND NORTH-WEST LOAN Co. :— <i>See</i> Ottawa Loan and Investment Company, 71.	
Manitoba, South Western Colonization Railway Co., incorporated...	44
Montreal and Champlain Junction Railway Co. (revived), Acts amended.....	24
Montreal and City of Ottawa Junction Railway Company, and Côteau and Province Line Railway and Bridge Company, Acts amended, and Companies amalgamated.....	14
NAPANEE, TAMWORTH AND QUEBEC RAILWAY Co., incor- porated.....	51
North American Mutual Life Insurance Co., incorporated.....	66
OTTAWA LOAN AND INVESTMENT COMPANY, Act amended and name changed to "Manitoba and North-West Loan Com- pany (Limited)".....	71
Ontario and Pacific Junction Railway Company of Canada, Act amended.....	24
Ottawa River, railway bridge over, from Hull to Ottawa.....	10
QUEBEC FIRE ASSURANCE COMPANY, capital reduced.....	59
Quebec, Montreal, Ottawa and Occidental Railway Co., empowered to construct a bridge from Hull to Ottawa.....	10
RAILWAYS AND RAILROAD BRIDGES :— <i>See</i> Atlantic and North-West—Quebec, Montreal and Ottawa—Côteau and Pro- vince Line—Ontario and Pacific Junction—Montreal and Champlain—Welland Railway—Kingston and Pembroke— Detroit River—International Bridge—Canada and Detroit— Manitoba South-Western—Napanee, Tamworth and Quebec.	
SOCIÉTÉ PERMANENTE DE CONSTRUCTION DU DISTRICT d'Iberville ; certain powers granted to.....	81
TORONTO SAVINGS BANK, sale to Home Savings Bank and Loan Company confirmed.....	6
WELLAND RAILWAY COMPANY, conversion of mortgage bonds into debenture stock authorized.....	26