

be construed so as to restrict the rights of riparian owners to compensation for damage caused to their property by the works of the company.

19. Notwithstanding anything contained in this act, the powers and operations of the company shall be strictly limited to and must be exercised above the point on the said river where the place called Shawbridge is now situated and shall not be exercised on Lake Brulé in the townships of Beresford and Doncaster. Place where operations to be carried on.

20. The exercise of any of the rights conferred by this act upon the said company, shall be subject to the payment of all damages that may be occasioned thereby. Payment of damages in certain cases.

21. This act shall come into force on the day of its sanction. Coming into force.

CHAP. 116

An Act to incorporate the Rouge River Hardwood and Development Company, Limited

[Assented to 25th April, 1908]

WHEREAS Charles E. Read, of the city of Ottawa, in the Province of Ontario, lumber-merchant ; Frederick W. Avery, of the said city of Ottawa, lumber-merchant ; Edward J. Graham, of St. Jovite, in the Province of Quebec, lumberer ; John B. White, of St. Faustin, in the said Province of Quebec, lumberer ; and T. Bertram Cole, of the said city of Ottawa, accountant, have, by their petition, prayed for the incorporation of a company with power to carry on the business of lumbermen and manufacturers of lumber and wood goods of all kinds, and also of pulp and paper, and with other powers and for other purposes ;

And whereas they have prayed for the passing of an act constituting them a corporation accordingly ;

And whereas it is expedient to grant the prayer of the said petition ;

Therefore, His Majesty, with the advice and consent of the Legislative Council and of the Legislative Assembly of Quebec, enacts as follows :

1. The said Charles E. Read, of the city of Ottawa, in the Province of Ontario, lumber-merchant ; Frederick W. Avery, of the said city of Ottawa, lumber merchant ; Edward J. Persons incorporated.

Name. Graham, of St. Jovite, in the Province of Quebec, lumberer ; John B. White, of St. Faustin, in the said Province of Quebec, lumberer, and T. Bertram Cole, of the said city of Ottawa, accountant, together with such persons as may become shareholders in the company, are hereby incorporated under the name of the "Rouge River Hardwood and Development Company, Limited," hereinafter called the company.

Provisional directors. **2.** The said Charles E. Read, Frederick W. Avery, and T. Bertram Cole, are constituted the provisional directors of the company.

Head office. **3.** The head office of the company shall be in the village of Calumet, in the Province of Quebec.

Annual shareholders' meeting. **4.** The annual meeting of the shareholders of the company shall be held on the first Wednesday in June in each year, until changed by a by-law of the company.

Election of directors. **5.** At such meeting the holders of the capital stock assembled or represented by proxy, who have paid all calls due on their shares, shall choose at least three persons and not more than seven persons to be directors of the company, the number to be determined by a by-law of the company.

Powers of company. **6.** The company may :

Business of lumbermen, &c. 1. Carry on the business in all its branches of lumbermen and manufacturers of lumber, timber-merchants, and manufacturers of timber and of all kinds of wood goods, and all other business incident thereto or connected therewith ;

Manufacturing pulp wood, &c. 2. Carry on the business in all its branches of manufacturing pulp-wood, pulp, paper and all other business incident thereto or to the sale or disposal of the products of such businesses ;

General merchants, &c. 3. Carry on the business of general merchants, and of farming and stock-raising ;

General manufactures, &c. 4. Carry on the business of general manufacturers and millers ;

Acquiring, &c., of saw mills, &c. 5. Purchase, erect, acquire and dispose of and operate, saw mills and factories of all kinds, grist mills, flour mills, pulp and paper mills, and buy, deal in, and dispose of the products of such mills and factories in any form, and purchase, make, manufacture, and otherwise acquire and dispose of materials of all kinds useful or that can be used in the operation of such mills and factories ;

Manufacture of calcium carbide, &c. 6. Purchase, manufacture, sell and otherwise dispose of calcium carbide, wood alcohol and chemicals ; and purchase, erect, or

otherwise acquire such factories and works as may be deemed necessary for such purposes ;

7. Purchase, lease, acquire, dispose of and operate timber berths, timber licenses, timber lands, water-powers, hydraulic properties and other property, moveable and immovable, to any extent whatsoever, and to enter into all contracts necessary for such purpose; Acquire timber berths, &c.

8. Construct, charter, acquire operate and dispose of, in connection with the enterprises of the company, steam and other vessels, the whole without in any way becoming common carriers, or incurring any obligation in that respect ; Charter boats, &c.

9. Build, purchase, acquire, construct, operate and dispose of roads, tramways, wooden, iron or steel railroads from a point at or near the Canadian Pacific Railway to St. Faustin, in the county of Terrebonne, following the Rivière du Diable in the townships of Wolfe and Grandison, and in the county of Montcalm to the source of the said Rivière du Diable, with a branch to Lake Quenouille in the county of Terrebonne, also from a point at or near the place where the river Macaza falls into the Rouge river in the county of Ottawa, to a point on Lac des Cinq Doigts, and from a point on or near the Canadian Pacific Railway to Lake Mercier, in the county of Terrebonne to the source of the Rivière Caché or Ruisseau Caché in the county of Ottawa, the whole without becoming a common carrier or incurring the obligations thereof; Build tramways, &c.

10. Purchase, acquire, hold, lease, operate and dispose of waters-powers, hydraulic and riparian properties and rights of all kinds on the Rouge river at or near Calumet aforesaid, and at or near the places where Mercier and Trembling Mountain lakes discharge into the said river, in the county of Terrebonne, and also at or near the place where the Macaza river falls into the said Rouge river in the county of Ottawa ; and produce electricity, heat, light and power thereon, and sell, lease or otherwise dispose of, and deliver by wire, pole-lines and other appliances, water-power, electricity, light, heat and motive power so produced and developed thereon ; and at the places where the company shall acquire water-powers and riparian properties, it may make and erect such dams, canals and other works and improvements as may be necessary or suitable for the company's purposes ; also telephone and telegraph lines along its railways and tramways. Acquiring water-power, &c.

Provided the sale of electric light, heat and motive power shall be limited in the Province of Quebec, to the counties of Terrebonne, Montcalm, Argenteuil and Ottawa; Proviso.

11. Float logs, building timber and other timber generally, and, for the purposes of this paragraph, the law governing Floating of timber, &c.

companies for the floating of timber shall apply to this company;

Operate
tramways,
&c.

12. Operate, without becoming common carriers, the said roads, tramways, wooden, iron and steel railroads, with horses or other animals, with steam or electricity, and with such other means and appliances as may be thought expedient.

Capital.

7. (1). Until otherwise provided, pursuant to the provisions of this act, the capital stock of the company shall be five hundred thousand dollars, and said capital stock of the company may be increased from time to time to any amount not exceeding three million dollars by a by-law passed by the directors of the company, and approved by a vote in person or by proxy of the shareholders who hold at least two-thirds in amount of the subscribed or allotted stock of the company, at a meeting specially called for that purpose, and all capital stock of the company shall be divided into shares of one hundred dollars each.

Increase of
capital, &c.

Preferred
and common
stock.

(2). Such capital stock of the said company may be issued as preferred stock or common stock, and the same may be issued under a by-law or by-laws passed and approved as aforesaid, in such amounts and proportions as shall be named from time to time in said by-law or by-laws. The dividends on the preferred stock shall be cumulative or non-cumulative and of such amounts as the by-law or by-laws authorizing the issuing of the same shall determine. No dividend shall be payable on the common stock until all dividends payable in respect of preferred stock have been paid or provided for. In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the company, the holders of the preferred stock shall be entitled to be paid in full the principal amount of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock.

Dividends
on preferred
stock, &c.

Rights of
preferred
shareholders
on winding
up.

Bonds, &c.

(3). The said company may also, from time to time, issue mortgage bonds or debentures, or both such bonds and debentures, to any amount and upon such conditions as to priority, in whole or in part, as well as any other conditions as shall be determined and named by and in the by-law or by-laws authorizing the same, which by-law or by-laws shall be passed and approved as aforesaid, and, subject to the exception in paragraph 5 of this article, the company may secure the same by a mortgage or mortgages, hypothec or hypothecs, upon the whole of its immoveables and railway plant, and with such rank or preference, and in such manner, and upon such conditions as may be determined by the by-law or by-laws authorizing the same, and the company may by such by-law or by-laws provide that such mortgage and hypothec, or mortgages and hypothecs,

Hypothec,
&c., to secure
bonds.

shall be granted to a trustee or trustees, and the company may by such by-law or by-laws determine the rights and powers of such trustee or trustees over the properties and assets of the company. The company, before the sale or disposal of such bonds or debentures, may pledge the same, or any part thereof, for advances then secured or applied for and secured thereafter.

Pledge of
bonds.

(4). The company, from time to time, may also borrow on current account or on promissory notes or other negotiable instruments, and on such terms as may be agreed upon, all such sums as the directors may, from time to time, decide are required.

Borrowing
on notes, &c.

(5). The company may pay for all moveable and immoveable properties, in whole or in part, and for all services, in stock, bonds, and debentures of the company and the purchase price of all properties in whole or in part may be secured by mortgage or hypothec upon the immoveables and railway so acquired, and such mortgage or hypothec, or mortgages or hypothecs, as the case may be, if so stated, shall rank as regards the property so acquired before any hypothec or mortgage granted to secure said bonds or debentures, issued under sub-paragraph 3 of this article but without prejudice to hypothecs and privileges already acquired.

Payment for
property, &c.,
in stock, &c.

(6). The directors of the company may issue as paid up stock, shares in the company, preferred or common, whether subscribed for or not, and may allot and hand over such stock in payment, in whole or in part, for right of way, plant, rolling-stock, materials, or properties of any kind, and also for services of any kind, and such stock and allotment of stock shall be binding on the company, and such stock shall not be assessable for calls. The stock of the said company may be sold at such prices or discount as may be deemed expedient or necessary.

Issue of
paid up stock
for right of
way, &c.

8. The company is authorized to purchase, acquire, lease, hold or dispose of lands and riparian rights on the Rouge river or its tributaries in the counties of Argenteuil, Terrebonne and Ottawa, for the purpose of building dams for storing water and regulating and controlling the course and flow thereof, on condition that such works shall not hamper the industries established or which may hereafter be established along the said Rouge river, and subject to the obligation of paying the riparian owner for such damages as may be caused to their properties by the works so done by the company ; provided that the rights hereby conferred upon the company shall have no exclusive character, and that nothing in this act shall prevent the Government of this Province from conferring similar rights on other companies or individuals.

Purchase,
&c., of cer-
tain lands,
&c.

9. The exercise of any of the rights herein conferred upon the said company, shall be subject to the payment of all damages that may be occasioned thereby.

Payment of
certain dam-
ages.

Passage for logs, &c., to be provided.

10. The company shall construct and locate the improvements and works that the company is authorized to make, so as to allow the passage of logs and timber through or around the same, and also so as not to unduly interfere with flotation on said rivers, lakes, streams and creeks, and bodies of water mentioned or referred to.

Quebec Railway Act applies in certain cases.

11. As regards the tramways, wooden, iron or steel railways which it is authorized to construct, and the rights of way that may be required for such purposes, the company shall be subject to the Quebec Railway Act, which shall apply for such purposes.

Joint Stock Co. Gen. Clauses Act to apply.

12. The Joint Stock Companies General Clauses' Act, with the exception of the second paragraph of article 4659, shall apply to the company when not inconsistent with the provisions of this act.

Meetings of directors.

13. Meetings of the directors of the company for the transaction of all or any of the business of the company may be held at any place, and at such times as shall be fixed by a by-law or by-laws of the company passed at any time for such purposes, and all books and records that the company is or shall be required to keep may be kept and recorded either at the place so to be designated for the holding of the meetings of the directors, or at the head office of the company, as shall be provided by a by-law or by-laws of the company passed for such purpose.

Subscription to stock in other companies.

14. The company may subscribe for, purchase, and otherwise acquire stock in any company or corporation, and the stock of the company incorporated by this act may be subscribed for, purchased and otherwise acquired by any other company or corporation, domestic or foreign, as well as by individuals.

Coming into force.

15. This act shall come into force on the day of its sanction.