

has paid, to the satisfaction of the Lieutenant-Governor in Council, the outstanding workmen's claims irrespective of prescription, and all claims for material supplied, goods sold and delivered, work done or services furnished for the construction, maintenance and operation of said railways or either of them or part of them.

Should the company acquire the said railways or either of them by a sheriff's sale, such purchase shall not be valid until approved by the Lieutenant-Governor in Council. If acquired at sheriff's sale.

11. All deeds and conveyances of lands to the company for the purposes mentioned in this act may be executed under private signature. Deeds of land to company may be under private signature.

12. The company shall pay to the registrar, for all fees on every registration, fifty cents. Fee for registration.

Such registration shall be deemed to be valid in law, and shall have, as respects rights of ownership, servitudes, mortgages and other real rights, the same effects as the registration prescribed by the Civil Code. Effect of registration.

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

CHAP. 83

An Act to incorporate the Montreal Northern Railway Company

[Assented to 25th April, 1903]

WHEREAS a petition has been presented by the persons hereinafter mentioned representing that the construction of a railway as hereinafter provided would be of great advantage to the region through which it would pass, and to the local trade thereof, and praying for the incorporation of a company to construct and operate a railway as hereinafter set forth, and it is expedient to grant the prayer of the said petition; Preamble.

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

1. Leslie Hale Boyd, advocate, Charles Adamson Low Fisher, gentlemen; William Patterson, advocate; Georges Avila Marsan, advocate, and James Fletcher Miller, stenographer, all of the city and district of Montreal, together with such other persons as may become shareholders in the Persons incorporated.

- company hereby incorporated, are hereby constituted a body corporate under the name of "The Montreal Northern Railway Company," hereinafter called "the company."
- Name.**
- Head office.** **2.** The head office of the company shall be in the township of Howard, county of Argenteuil, or any such other place in the Province of Quebec as may be determined upon by resolution of the board of directors, and notice of such change shall be given in the *Quebec Official Gazette*.
- Power to lay out, &c., certain line of railway, &c.,** **3.** The company may lay out, construct and operate a railway, electric road or tramway from Ste. Agathe des Mouts, in the township of Beresford, county of Terrebonne, through the townships of Howard and Montcalm, in the county of Argenteuil, in the said district, to a point at or near the boundary lines between the township of Montcalm aforesaid and the township of Arundel, and also such branch railways as its board of directors may authorize for a distance not exceeding ten miles from the main line.
- Branches also.**
- Provisional directors and their powers.** **4.** Leslie Hale Boyd, Charles Adamson Low Fisher, William Patterson, Georges Avila Marsan, and James Fletcher Miller, are hereby constituted provisional directors of the company, with power to act as directors until the first annual meeting of the company, and particularly to open stock books for subscriptions to the share capital of the company, to call for instalments on the subscribed stock and cause the same to be paid up, to issue obligations or debentures as hereunder authorized, and to commence and continue the construction and working of the said railway, and, in the event of any of the said provisional directors resigning, to name and appoint another in his place.
- Capital stock. Shares.** **5.** The capital stock of the company shall be three hundred thousand dollars, divided into shares of one hundred dollars each, which may be called up by the directors from time to time as they may deem necessary, but no one call shall exceed ten per cent. on the shares subscribed.
- Calls.**
- Annual meeting** **6.** The annual meeting of the shareholders shall be held on the first Monday in June, in each year, the first meeting to be held on the first Monday in June, 1903, and shall be called by inserting the notice thereof for two weeks in one English and one French newspaper, published in the district of Terrebonne.
- First meeting.**
- Convocation thereof.**
- Election of directors at meeting.** **7.** At any such meeting, the subscribers for the capital stock assembled, or represented by proxy, who have paid all calls due on their shares, shall choose five persons or

such other number as may be fixed by by-law, adopted and approved by the shareholders, to be directors of the company, one or more of whom may be paid director or directors of the company. Paid directors.

8. The directors of the company, under the authority of the shareholders to them given at any special general meeting called for the purpose, at which meeting shareholders representing at least two-thirds in value of the subscribed stock of the company, and who have paid all calls due thereon, are present in person or represented by proxy, may borrow money to an amount not exceeding twenty thousand dollars per mile of railway and branches, and may issue bonds, debentures or other securities therefor, which shall be signed by the president or other presiding officer and countersigned by the secretary, and such countersignature and the signature to the coupons attached to the same may be engraved. The directors may issue, and sell or pledge all or any of the said bonds, debentures, or other securities, at the best prices 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. Power of directors to borrow money and issue bonds, &c.

The power of issuing bonds, hereby conferred upon the company, shall not be construed as being exhausted by such issue; but such power may be exercised, from time to time, upon the bonds constituting such issue being withdrawn or paid off and duly cancelled, or until the limit to the amount of bonds, debentures or other securities fixed by this act shall be reached. Sale, &c., of bonds.

9. The company may secure such bonds, debentures or other securities by a mortgage deed creating, in favor of a trustee or trustees for the bondholders appointed by the directors for the purpose, such mortgages, charges and incumbrances upon the whole of such property, assets, rents and revenues of the company, present or future, or both, as are described in the said deed; but such rents and revenues shall be subject to the payment of the working expenditure of the railway. When bonds paid, further bonds may be issued.

10. The bonds, debentures or other securities, hereby authorized to be issued, shall be taken and considered to be the first preferential claim and charge upon the company, and the franchise, undertaking, tolls and income, rents and revenues and moveable and immoveable property thereof, at any time acquired, subject as aforesaid to the payment of the working expenditure of the railway, save and except as provided for in the next preceding section. Mortgage in favor of trustees as security for bonds.

Bonds to be first charge upon company, &c.

Bonds rank equally.

Each holder of the said bonds, debentures, or other securities, shall be deemed to be a mortgagee or incumbrancer upon the said securities *pro rata* with all the other bond holders.

Provision in case of default in payment of bonds, &c.

11. If the company makes default in paying the principal of or interest on any of the bonds, debentures or other securities hereby authorized, at the time when the same, by the terms of the bond, debenture or other security, becomes due and payable, then, at the next general annual meeting of the company and at all subsequent meetings, all holders of bonds, debentures or other securities, so being and remaining in default, shall, in respect thereof, have and possess the same rights and privileges and qualifications for being elected directors and for voting at general meetings as would attach to them as shareholders, if they held fully paid up shares of the company to a corresponding amount.

Bonds to be registered before voting thereon.

The rights given by this section shall not be exercised by any such holder unless it is so provided by the mortgage deed, nor unless the bond, debenture or other security, in respect of which he claims to exercise such rights, has been registered in his name, in the same manner as the shares of the company are registered, at least ten days before he attempts to exercise the right of voting thereon; and the company shall be bound, on demand, to register such bonds, debentures or other securities, and thereafter any transfers thereof in the same manner as shares or transfers of shares.

Other recourse of bondholders provided.

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, debentures or other securities are entitled under the provisions of such mortgage deed.

Bonds may be payable to bearer, &c.

12. All bonds, debentures or other securities, hereby authorized, may be made payable to bearer, and shall, in that case, be transferable by delivery until registration thereof, and, while so registered, they shall be transferable by written transfers, registered in the same manner as in the case of the transfer of shares.

Bonds need not be registered.

13. In order to preserve the priority, lien, charge, mortgage or privilege purporting to appertain to, or created by any bond issued under the provisions of this act, it shall not be necessary that such bond shall be registered according to the requirements of the Civil Code or any other law; but it shall be sufficient to have registered, in each of the registry offices of the counties traversed by the said railway, a copy of the mortgage deed to the trustees, together with a certificate, signed by the secretary or treasurer of the company,

Registration of copy of mortgage deed, &c., sufficient.

stating the date of the issue, and the number and amount of the bonds issued and the rate of interest.

14. The said bonds may be issued and sold as soon as a definite location of the line has been adopted by resolution passed by the board of directors, and after a copy of the plan and location so adopted has been deposited in the office of the Minister of Public Works of the Province of Quebec.

When bonds may be issued and sold.

15. The company may, in accordance with the authorization to be given it by the board of directors, in the transaction of its affairs, become party to promissory notes and bills of exchange for sums not less than one hundred dollars; and every such note or bill made, drawn, accepted or endorsed by the president or vice-president of the company or other authorized officer, and countersigned by the secretary shall be binding on the company; and every such note or bill of exchange so made, drawn, accepted or endorsed shall be presumed to have been made, drawn, accepted or endorsed with proper authority until the contrary is shown; and in no case shall be it necessary to have the seal of the company affixed to such promissory note or bill of exchange; nor shall the president or vice-president, secretary or other officer, so authorized, be individually responsible for the same, unless such promissory note or bill of exchange has been issued without proper authority; but nothing in this section shall be construed to authorize the company to issue any bill or note payable to bearer or intended to be circulated as money or as the note or bill of a bank.

Company may become party to promissory notes, &c.

16. The directors of the company may make and issue as paid up stock, shares in the share capital of the company, whether subscribed for or not, and may allot and hand over such stock as paid up stock in payment of right of way, plant, rolling stock, or material of any kind and also for the services of contractors and engineers; and such allotment of stock shall be binding on the company, and the paid up stock so allotted shall be unassessable thereafter for calls.

Issue of paid up shares, &c.

17. All deeds of conveyance of land to the company for the purposes of this act, in so far as circumstances may permit, shall be in the form of Schedule A to this act annexed, or in any other form of a similar tenor.

Form of deeds of land to company.

18. For the registration of all deeds of conveyance, the registrars in their respective counties shall be furnished, by and at the expense of the company, with books containing copies of the form given in schedule A or other form of

Book to be furnished to registrar for purpose of registration.

similar tenor, one copy to be printed on each page, leaving the necessary blanks to suit the circumstances upon each separate conveyance.

Entry in book.

Upon the production of any conveyance, the registrar shall enter the same in the said book, without any memorial and minute the enregistration or entry on the deed.

Fees on registration.

The registrar may charge for all fees on such registration and entry on the deed a sum not exceeding fifty cents.

Effect of registration.

Such registration shall be valid in law, any statute or provisions of law to the contrary notwithstanding, and it shall have, with respect to rights of ownership, servitudes, hypothecs and real rights, the same effect as the registration prescribed by the Civil Code.

Power to sell or lease line, &c.

19. The company may sell or lease its line and all its franchises and property, either before or after the completion of its railway, to any person or company or railway company

Proviso.

whatever, provided that all agreements entered into between the companies for the purchase or lease of the railway hereby authorized, have been first sanctioned by two thirds of the votes of shareholders of the company at a special meeting called for the purpose of considering the same, at which meeting shareholders representing at least two thirds of the subscribed stock are present or represented by proxy.

Coming into force.

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

SCHEDULE A

FORM OF DEED OF SALE OF LANDS

Know all men, by these presents, that.....
, of the.....
 in the county of....., for and in consideration
 of the sum of.....dollars to.....paid by the
 Montreal Northern Railway Company, which.....acknowl-
 edge to have received, hereby grant, bargain, sell and con-
 vey unto the said the Montreal Northern Railway Company,
 all that tract or parcel of land known and described as
 follows, to wit :

the same having been selected and laid out by the said company for the purposes of its railway ; to have and to hold the said land and premises unto the said company, its successors and assigns forever.

Witness.....hand and seal at
 this.....day of
one thousand, nine hundred and.....

Signed, sealed and delivered }
 in the presence of..... }

CHAP. 84

An Act to amend the charter of The Lotbinière and Megantic Railway Company

[Assented to 25th April, 1903.]

WHEREAS the Lotbinière and Megantic Railway Com- Preamble.

pany, incorporated under the act 52 Victoria, chapter 89, has, by its petition, represented that, it has already built upwards of thirty miles of its railway, but that it cannot complete its line to Thetford Mines and Black Lake within the time fixed by its charter,—all its capital stock having changed hands last July and the actual owners not having had the benefit of the time granted since 1897,—and has prayed for an extension of time to complete the said works ;

Whereas the company has also, by its petition, represented that the extension of its line, as hereinafter described, would be advantageous to the part of the province which it would cross, and has prayed for such an extension of line and also for a change of its head office and in the manner of giving notices ;

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. Section 2 of the act 52 Victoria, chapter 89, as replaced 52 V., c. 89, by the act 60 Victoria, chapter 75, section 1, is again replaced s. 2, replaced, by the following :

“ **2.** The company is vested with all the rights and privi- Company vested with rights to operate, &c., certain line of railway ; leges required to work and operate its line of railway built from a point at or near the parish church of Saint Jean des Chaillens, in the county of Lotbinière, to Lyster Station, in the township of Nelson, in the county of Megantic.