

CHAP. 62

An Act to incorporate the Quebec and James Bay
Railway Company.

[Assented to 28th March, 1901]

WHEREAS certain persons hereinafter named have pe- Preamble.
titioned for incorporation as a company to construct,
equip, and operate a railway from the city of Quebec, or from
Roberval on the Quebec and Lake St. John Railway, to
James Bay, and to a deep water harbor thereon at the mouth
of the River Nottaway, or elsewhere on the bay, with power
to build wharves, and to do dredging and to build, own or
navigate steamboats, steamships and ice breakers on James
and Hudson Bays and other waters reached or touched by
the railway or its connecting lines and for other purposes ;

Whereas the construction of such railway would be of
great public advantage, by affording facilities for the open-
ing up, settlement and development of the resources of the
country through which the said railway would pass, and
such railway would be an important feeder to the Interco-
lonial Railway.

Therefore, His Majesty, by and with the advice and con-
sent of the Legislature of Quebec, enacts as follows :

1. The Honorable Richard R. Dobell, the Honorable Joseph Persons in-
Arthur Paquet, the Honorable P. Garneau, Gaspard LeMoine, corporated.
John T. Ross, George Tanguay, William Price, William A.
Marsh, Thomas A. Piddington, Vesey Boswell, Victor
Chateauvert, William Shaw, E. Beaudet, N. Garneau, mer-
chants, James Guthrie Scott, railroad manager, of the city
of Quebec, Benj. A. Scott, mill-owner, of the place called
Roberval, George T. Davie, of Levis, and Julien Edward
Alfred Dubuc, manager, of the town of Chicoutimi, Louis
Adolphe Robitaille, Narcisse Rioux, E. E. Ling of Quebec,
Joseph Girard, of St. Gédéon, William Hanson, of Montreal,
and H. H. Melville, of the city of Boston, with all such per-
sons and corporations as may become shareholders in the
company hereby incorporated, shall be and are hereby con-
stituted a corporation under the name of "The Quebec Name.
and James Bay Railway Company," hereinafter called the
company.

2. The head office and chief place of business of the com- Head office.
pany shall be in the city of Quebec, but the board of directors
may establish one or more offices in other places in Canada.

Power to lay out, &c., certain line of railway.

3. The company may lay out, construct, equip, finish and operate a double or single line of railway from some point on the Quebec and Lake St. John Railway, to some point on or near the shore of James Bay, following such general course and direction as to it may appear desirable, and may also, should it purchase or amalgamate with the Quebec and Lake St. John Railway, as hereinafter provided, construct a branch line from some point on the Quebec and Lake St. John Railway to the mouth of the Saguenay river.

Capital stock.
Shares.

4. The capital stock of the company shall be one million dollars, to be divided into ten thousand shares of one hundred dollars each, which amount shall be raised by the persons hereinbefore named and such other persons and corporations as become shareholders in the company.

Provisional directors, &c.

5. The Honorable Richard R. Dobell, the Honorable Joseph Arthur Paquet, the Honorable P. Garneau, J. T. Ross, George Tanguay, William Price, Gaspard LeMoine, James Guthrie Scott, and Benj. A. Scott, are hereby constituted the provisional board of directors of the company, and shall hold office as such until a board of directors is appointed under the provisions of this act, and shall have power and authority to fill vacancies occurring among their number.

Power of provisional directors.

The said provisional board of directors shall have power to open stock books and procure subscriptions for the undertaking, to cause plans and surveys to be made and executed, and to call a general meeting of the shareholders for the election of directors as hereinafter provided; and, until such general meeting and the election of directors by the shareholders, they shall have all the powers of the board of directors necessary to the holding of the first meeting of shareholders, and for the proceedings to be had thereat.

When first meeting of shareholders for election of directors to be called and notice therefor; annual general meetings thereafter.

6. When and so soon as two hundred thousand dollars have been subscribed as aforesaid and ten per cent. thereof paid up, the said provisional directors, or a majority of them, may call a meeting of the shareholders at such time as they think proper, giving twenty days' notice in the English and French languages in one or more newspapers published in the city of Quebec, and also in the *Quebec Official Gazette*, at which said general meeting and at the annual general meetings in the following sections mentioned, the shareholders of the company, present in person or represented by proxy, shall elect directors in the manner and qualified as hereinafter provided, to constitute the board of directors, and the directors so elected shall hold office till the first Thursday in May in the year following their election.

7. On the said first Thursday in May, and on the first Thursday in May in each year thereafter, at the principal office of the company, there shall be held a general meeting of the shareholders of the company, at which meeting the said shareholders shall elect the directors for the ensuing year, in the manner and qualified as hereinafter provided; and public notice of such annual meeting and election shall be inserted for twenty days in the English and French languages in one or more newspapers published in the city of Quebec, and also in the *Quebec Official Gazette*; and the election of the directors shall be by ballot, and the persons so elected shall form the board of directors; and the number of the directors to be so elected shall be settled by the by-laws of the company, and shall not be less than nine, nor more than fifteen: provided always, that no person shall be elected or continue as director unless he is the holder and owner of at least twenty-five shares of the stock of the company, and has paid up all calls made thereon, and then due.

Annual general meeting for election of directors and notice therefor.

Elections by ballot.

Number of directors.

Qualification of directors.

8. All shareholders in the company, whether British subjects or aliens or resident in Canada or elsewhere, shall have equal rights to hold stock in the company and to vote on the same, and shall be eligible to office in the company; provided they have been stockholders for at least three months.

All shareholders have equal rights, &c.

9. A special general meeting of the shareholders of the company may be called at any time by the directors or by one fourth part in value of the shareholders after refusal by the directors to call the same; but notice thereof, setting forth the objects for which the meeting is called, signed by the secretary of the company or by the shareholders calling the same, shall be inserted once a week in the English and French languages for four weeks previous to the said meeting in one or more newspapers published in the city of Quebec, and also in the *Quebec Official Gazette*.

Special general meetings and calling thereof.

10. The directors of the company, after the sanction of the shareholders has been first obtained at any general meeting to be called for such purpose, at which meeting shareholders representing at least two thirds in value of the subscribed stock of the company are present or represented, may issue mortgage bonds to the extent of twenty thousand dollars per mile of the said railway, to be issued in proportion to the length of railway constructed or being constructed; the said bonds shall be made and signed by the president or vice-president and countersigned by the secretary and treasurer of the company, and bear the seal of the company—which signature and countersignature may be engraved—for the

Issue of mortgage bonds.

Amount limited.

How made and signed.

purpose of raising money for prosecuting the said undertaking; and such bonds shall, without registration or formal conveyance, be taken and considered to be, after working expenses, the first and preferential claim and charge upon the railway, plant, rolling stock and materials necessary for the working thereof, and upon all stations, buildings and station grounds of the company, and generally upon all the lands, property and material necessary and strictly appertaining to the working and running of the said railway.

Trust deed
and what may
be expressed
therein.

II. (1) The company may secure such bonds by a deed or deeds of mortgage, executed by the company with the authority of the shareholders expressed by a resolution passed at the general meeting at which the issue of the bonds is authorized; and any such deed may contain such description of the property mortgaged by such deed and such conditions respecting the payment of the bonds secured thereby and of the interest thereon, and the remedies which shall be enjoyed by the holders of such bonds or by any trustee or trustees for them in default of such payment and the enforcement of such remedies, and may provide for such forfeitures and penalties in default of such payment, as may be provided by such resolution as aforesaid; and the said deed may also contain authority to the trustee or trustees upon such default, as one of such remedies, to take possession of the railway and property mortgaged, and to hold and run the same for the benefit of the bondholders thereof, for a time to be limited by such deed, or to sell the said railway and property after such delay, and upon such terms and conditions as may be stated in such deed; and, under such authority, any such deed may contain provisions to the effect that, upon such default and upon such other conditions as shall be described in such deed, the right of voting possessed by the shareholders of the company shall cease and determine, and shall thereafter appertain exclusively to the bondholders, who shall have and possess the same rights, privileges and qualification for voting and for being elected directors as they would have had if the bonds held by them respectively had been shares of like amount; provided, that the bonds to be so voted upon and all transfers thereof have been first registered in the same manner as then provided by the by-laws of the company for the registration of shares; and it shall be the duty of the secretary of the company to register such bonds on being called on so to do by any holder thereof.

Further provisions that
trust deed
may contain.

2. Such deed may also provide for the conditional or absolute cancellation, after such sale, of any or of all the shares so deprived of voting power, and may also, either

directly by its terms or indirectly by reference to the by-laws of the company, provide for the mode of enforcing and exercising the powers and authority to be conferred or defined by such deed under the provisions of this act; and such deed and the provisions thereof, made under the authority of this act, and such other provisions thereof as purport to grant such further and other powers and privileges to such trustee or trustees and to such bondholders, as are not contrary to law or the provisions of this act, shall be valid and binding; but, if any change in the ownership or possession of said railway and property at any time takes place under the provisions hereof, or of any such deed, or in any other manner, the said railway and property shall continue to be held and operated under the provisions hereof, but such change of ownership or possession shall not affect any proceedings pending, which shall be continued and completed by or against the company as if such change had not taken place.

12. It shall not be necessary, in order to preserve the priority, lien, charge, mortgage or privilege, purporting to appertain to or be created by any bond issued or mortgage deed executed under the provisions of this act, that such bond or deed should be registered in any manner or in any place whatsoever; but every such mortgage deed shall be deposited in the office of the Provincial Secretary, of which deposit notice shall be given in the *Quebec Official Gazette*.

Bonds and mortgage need not be registered.

Deposit of deed and notice thereof.

13. The bonds authorized by this act to be issued by the company may be pledged, negotiated or sold, upon such conditions and at such prices as the board of directors may be able to obtain, for the purpose of raising money for prosecuting the said undertaking.

Disposal of bonds.

14. The company may, for advances of money or material to be made thereon, mortgage or pledge any bonds which they may, under the provisions of this act, issue for the construction of the railway.

Bonds may be pledged, &c.

15. The directors of the company elected by the shareholders may make and issue as paid up stock, shares in the company, whether subscribed for or not, and may allot and hand over such shares as paid up stock, in payment of right of way, plant, rolling stock or materials of any kind, and also for the services of or work done by contractors, engineers and others; and such allotment of stock shall be binding on the company, and the paid up stock shall be unassessable thereafter for calls.

Issue of paid up shares in payment of right of way, &c.

Company may
become party
to promissory
notes, &c.

16. The company may become party to promissory notes and bills of exchange for sums of not less than one hundred dollars; and every such promissory note or bill of exchange, made, drawn, accepted, or indorsed by the president or vice-president of the company and countersigned by the secretary or treasurer, shall be binding on the company; and every such promissory note or bill of exchange, made, drawn, accepted, or indorsed by the president or vice-president, and countersigned by the secretary or treasurer, shall be presumed to have been duly made with the proper authority until the contrary is shown; and in no case shall it be necessary to have the seal of the company affixed to any such promissory note or bill of exchange, nor shall the president or vice-president, or secretary and treasurer of the company 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 board of directors as herein provided; 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 note or bill of a bank.

Company may
construct,
&c., telegraph
and telephone
lines.

17. The company may construct, work and operate such line or lines of telegraph or telephone along its line of railway and branches, as may be necessary for the purposes of its undertaking.

Company may
build, &c.,
elevators, &c.

18. The company may build or acquire and work elevators, and may build, acquire, own, hold, charter, work and run steamships, ice-breaking steamers, and other vessels for cargo and passengers upon any navigable waters which its railway reaches or with which it connects.

Company may
receive aid
to build
road, &c.

19. The company may receive, by grant from any private individuals or corporations, who may have power to grant the same, as aid in the construction of the railway, any lands in the vicinity thereof, or any other real property, either by gift or in payment of stock, and may legally dispose of the same, and alienate the lands or other real property, and apply the purchase money or proceeds thereof for the purposes of the company in carrying out the provisions of this act.

Agreements
with Quebec &
Lake St. John
Railway
authorized.

20. The company may enter into any arrangement or arrangements with the Quebec and Lake St. John Railway Company for leasing or selling the railway of the company or any part or branch thereof, or the use thereof, at any time or for any period, or for leasing or purchasing from the said Quebec and Lake St. John Railway Company their railway, or any part or branch thereof, or the use thereof, at any time

or for any period, or for amalgamating with the said Quebec and Lake St John Railway Company, or with respect to running powers and traffic arrangements; provided that the terms of such lease, sale, purchase, amalgamation, agreement or arrangement are first sanctioned, at separate meetings, by a majority of two thirds in value of the shareholders of the two companies, present in person or represented by proxy, at general meetings called for the purpose of considering the same, and have also been sanctioned by the Lieutenant-Governor in Council; provided that, before such sanction by the Lieutenant-Governor in Council is given, notice of the application therefor shall be published in the *Quebec Official Gazette* and in one newspaper in each of the counties through which the railway runs, for at least two months prior to the time therein named for the making of such application; and such notice shall state a time and place, when and where the application is to be made, and that all parties may then and there appear and be heard on such application.

Proviso.

21. After the purchase of the whole or of a portion of the railway of, or amalgamation with the said Quebec and Lake St. John Railway Company, the company may, with the consent of the majority of the shareholders of the said Quebec and Lake St. John Railway Company, issue bonds, to the extent of twenty thousand dollars per mile, according to the actual mileage of the railway of the Quebec and Lake St. John Railway Company, and the company hereby incorporated; and such bonds shall, without registration or formal conveyance, be a first and preferential lien and charge upon the whole joint undertaking of the railways of the two companies, in the same manner and to the extent mentioned in section 10 of this act concerning the bonds of the company; provided, however, that all bonds of the said Quebec and Lake St. John Railway Company, outstanding at the time of the said issue, shall be reckoned as part of the said issue of twenty thousand dollars per mile, and the said amalgamated company shall only have power to issue bonds to the amount of the difference between the amount of bonds of the said Quebec and Lake St. John Railway Company, and of the company hereby incorporated, then outstanding, and the amount required to make up twenty thousand dollars per mile.

After agreement, company may issue bonds, &c.

Proviso.

22. Subject to the provisions of this act, the amalgamated company shall be vested with all the rights, franchises, powers, privileges and property that the said companies, entering into the arrangement for amalgamation, have at the time of the said arrangement being made, by virtue of the several acts relating to the said companies; and the amal-

Property vested in amalgamated company.

gamated companies shall be liable for all the debts, duties and obligations of the respective companies entering into the said arrangement ; and no proceedings of any nature, either by or against the said companies or any of them, shall be abated or discontinued by reason of the said amalgamation, but the same shall be continued to their natural and ordinary termination as if this act had never been passed ; and, if any judgment be rendered therein, such judgment shall be binding upon and executory against the amalgamated company, or shall inure to the benefit thereof, and may be enforced thereby, as the case may be.

Name and certain details may be settled by agreement between companies.

23. The name of the companies when amalgamated, the place of the head office of the company within the Province, the amount of the capital stock of the amalgamated company after the amalgamation has taken place, not exceeding the aggregate capital stock of the amalgamating companies, the division of such stock among the shareholders of the respective companies parties to the amalgamation, the number of directors which the amalgamated company shall have, and all other matters affecting either of the respective companies forming the amalgamation, or affecting the amalgamated company, may be settled by the deed of amalgamation ; provided, however, that the provisions of such deed shall be in accordance with the powers vested in the said companies by the several acts affecting the same, or by this act ; and provided also, that after the said amalgamation, or purchase, or lease, by the company of the whole or any part of the railway of the Quebec and Lake St. John Railway Company, the provisions of this act shall apply to the whole of the said railway so amalgamated, purchased or leased, and to the working of the same.

Meaning of " the railway, " the company."

24. The expression " the railway " in this act, shall include any branch thereof hereby authorized ; and after the amalgamation hereby authorized, the expression " the company " means the amalgamated company, that is, the company formed by such amalgamation.

Form of deeds for lands.

25. All deeds and conveyances of land to the company, for the purposes of this act, not being letters-patent from the Crown, may, in so far as circumstances will permit, be in the form of the schedule to this act subjoined.

Commencement and completion of railway.

26. The railway shall be commenced within three years, and be completed within ten years from the passing of this act, otherwise the charter will be forfeited.

Coming into force.

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

SCHEDULE

DEED OF SALE

Know all men by these presents that I
of the in the of for
and in consideration of the sum of to
 paid by the Quebec and James Bay Railway
Company, which acknowledge to have received, do
grant, bargain, sell and convey unto the said The Quebec
and James Bay Railway Company, its successors and
assigns, all that tract or parcel of land (*describe the land,*)
the same having been selected and laid out by the said
company for the purposes of its said railway, to have and
to hold the said lands and premises unto the said company,
its successors and assigns for ever.

WITNESS hand and seal at this
 day of one thousand
nine hundred and in presence of

CHAP. 63

An Act to incorporate the Atlantic, Quebec and Western
Railway Company

[Assented to 28th March, 1901]

WHEREAS Henry Higgins, gentleman ; Alfred William Preamble.
Carpenter, banker ; Charles Ernest Richard Preston-
Hillary, solicitor-at-law, all three of the city of London, in
England, and Joseph Xenophon Lavoie, of Percé, in the coun-
ty of Gaspé, advocate, have presented a petition praying
that a company be incorporated for the purpose of locating,
building and operating a railway as herein below described
and representing that such railway will cross the interior of
Gaspé throughout its length and open up to colonization, for
a distance of one hundred miles, a region hitherto unin-
habited ;

Whereas, without the construction of such railway, that
vast region will continue to be inaccessible, and its immense
resources will remain unproductive ;

That the construction of such railway will be a great
advantage to the section of the province through which it
will run :