

## CAP. LXIII.

An Act to incorporate the Cap de la Madeleine Railway Company.

[Assented to 12th January, 1895.]

**W**HEREAS the Honourable Hippolyte Montplaisir and others have, by petition, prayed that a company be incorporated for the purpose of building the railway hereinafter described ;

Whereas the building of such railway would greatly benefit the trade and tend to the prosperity of the county of Champlain and the parish of Ste. Marie Madeleine du Cap de la Madeleine ;

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 Legislature of Quebec, enacts as follows :

**1.** The Honourable Hippolyte Montplaisir, Pascal Montplaisir, Joseph Toupin, Anselme Lapointe, Louis Dorval, all farmers of the parish of Ste. Marie Madeleine du Cap de la Madeleine, in the county of Champlain, with all such persons and corporations as shall become shareholders in the company hereby incorporated, shall be and are hereby constituted a corporation, under the name of the "Cap de la Madeleine Railway Company."

Persons incorporated.

**2.** The head office of the company shall be in the parish of Ste. Marie Madeleine du Cap de la Madeleine.

Head office.

**3.** The company is subject to articles 5128 to 5181, inclusively, of the Revised Statutes, respecting railway companies, and to the Joint Stock Companies' General Clauses' Act, except in so far as this act may be inconsistent therewith or derogate therefrom.

Statutes applicable to company.

**4.** The company and their servants shall have full power and authority to lay out, locate, construct, make, finish and operate a double or single track of iron or steel railway, from some point from the Canadian Pacific Railway track in the said parish of Sainte Marie Madeleine du Cap de la Madeleine, in the county of Champlain, to the St. Lawrence River, in the said parish, where the said company may have a deep-water terminus.

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

**5.** The capital stock of the company shall be fifty thousand dollars (with power to increase the same as provided by the law respecting railways), divided into five hundred shares.

Capital stock, &c., increase thereof. Shares.

Application  
of moneys.

dred shares of one hundred dollars each, which shall be raised by the persons hereinabove named, and such other persons and corporations as may become shareholders in such stock; the money so raised shall, in the first place, be applied towards the payment of all fees, expenses and disbursements, for the procuring and passing of this act, and for making the surveys, plans and estimates connected with the railway; and all the rest of such money shall be applied towards making, completing and maintaining the said railway, the payment of interest on the sums paid up, at the rate of not more than six per cent, during the continuance of the works, and other purposes of this act; provided, always, that until the said preliminary expenses shall be paid out of the capital stock, it shall be lawful for any municipality interested in the said railway or otherwise to pay the said preliminary expenses, out of its general fund, which said sums shall be repaid to the municipality out of the funds of the company or credited to it in payment of its shares, the whole by complying with the prescriptions of the Municipal Code in similar cases.

Municipalities  
may pay pre-  
liminary ex-  
penses, &c.

First board of  
directors.

**6.** The Honourable Hippolyte Montplaisir, Pascal Montplaisir, Joseph Toupin, Anselme Lapointe and Louis Dorval, constitute the first board of directors of the company; and, until others have been appointed in the manner hereinafter set forth, they shall constitute the board of directors of the company, and three of them shall be a quorum for the transaction of business.

Quorum.

Term of office  
of first board.

**7.** The provisional directors shall remain in office until the first election of directors, under this act, shall have been held.

Powers of pro-  
visional  
board.

**8.** On the passing of this act, the provisional directors may fill any vacancies occurring in the board of provisional directors, open stock subscription books, ask for subscriptions to the said capital stock, and take and obtain the same, make calls on account of such stock upon subscribers and shareholders, cause maps, plans and surveys to be made, and begin the operations necessary to build the said railway and other things provided for by this act; but the shareholders shall be liable only to the amount of their shares.

Annual gene-  
ral meeting,  
when and  
where to be  
held.

Notice there-  
for.

**9.** The general meeting of shareholders, for the purpose of electing directors, shall take place, each year, on the first Wednesday of June, at the head office or chief place of business of the company, at such hour as may be indicated in the notice of meeting, which notice shall be sent by registered letter, to the address of each shareholder, as such address appears in the stock-book of the company, posted at least fifteen days before the date of the meeting.

The first general meeting of the shareholders for the election of directors, shall be held on the first Wednesday in June following the coming into force of this act.

First general meeting.

**10.** Any default in holding such general meeting shall not dissolve the company; the directors shall, in such case, remain in office until replaced at a subsequent meeting, called at any time, in the same manner as the annual meeting.

Company not dissolved in certain event, &c.

**11.** The board of directors, to replace the provisional directors, shall be composed of five members. Three shall constitute a quorum.

Board of directors.  
Quorum.

They shall choose, from their number, a president and vice-president.

President and vice-president.

**12.** No shareholder shall be elected or appointed a director unless he holds and owns, in his own name, at least ten shares of the capital stock upon which all calls and instalments have been paid.

Qualification of directors.

**13.** The directors, or a majority of them, may fill any vacancies in the board of directors caused by death or resignation, by choosing such shareholder or shareholders as have the requisite qualification.

Vacancies in board.

The directors, so chosen, shall remain in office until the next following annual meeting.

Term of office of replacing directors.

**14.** The company may acquire, receive and hold lands for obtaining supplies of gravel, stations, freight sheds and other purposes, and sell and alienate such lands or any portion thereof, when it no longer needs the same.

Power to acquire, &c., lands, &c.

**15.** The directors of the company shall have power and authority to borrow, either in Canada or elsewhere, any sums of money necessary to complete, maintain and work the railway, and the other works or objects authorized by this act, and to issue mortgage bonds under the seal of the company, signed by the president, or other official acting as president, and countersigned by the secretary.

Power to borrow money and issue bonds therefor.

The amount of such bonds shall not, however, exceed fifteen thousand dollars per mile.

Amount limited.

**16.** All bonds, mortgages and other securities authorized by this act, and their coupons and certificates of interest due, may respectively be made payable to bearer, and, in such case, they may be transferred by simple delivery, and the holders thereof may sue for the recovery of the same in their own name.

Bonds, &c., to bearer.

Transfer thereof.

Power to make, &c., promissory notes, &c. To be binding on company if signed by certain persons.

**17.** The company may make, endorse, draw and accept notes to order and bills of exchange.

Every such note and bill of exchange made, drawn, accepted or endorsed by the president or vice-president or other officer authorized by the by-laws of the company, and countersigned by the secretary, shall be binding on the company.

Notes, &c., to be deemed to have been duly executed, &c. Seal.

**18.** Every note and bill of exchange, fulfilling such conditions, shall be deemed to have been duly executed with the required authorization, until the contrary be proved; and, in no case, shall it be necessary to affix the seal of the company to such notes and bills of exchange.

President, &c., signing not personally liable.

**19.** The president, vice-president, secretary or other officer so authorized shall not incur any personal responsibility, with respect to such notes and bills of exchange which fulfil the conditions required.

Power to amalgamate.

**20.** The company may amalgamate with any other railway company.

Power to enter into certain arrangements with other railway companies.

**21.** The company is authorized to enter into agreements with other railway companies :

1. For the passage of its cars and running of its trains over any line of railway which its own line may cross or join with, as well as for the running of the trains of any other railway over its own line ;
2. For acquiring branch lines ;
3. For facilitating connections between its railway and any other ;
4. For acquiring the property, rights, franchises and privileges and rolling stock of other railway companies, and for leasing the same or any part thereof.

Power to sell, lease, &c., railway, &c.

**22.** The company is further authorized to make agreements with any other railway company for leasing, selling or transferring the whole of its railway and branches, or the whole of its interest therein, or in any part thereof, to such other railway company, on such conditions as the directors may deem expedient.

Power to sell property and franchise

**23.** The company is also authorized to sell its moveable and immoveable property, as well as its charter and franchises.

Deeds of sale of lands to company.

**24.** All deeds and conveyances of land to the company, for the purposes of this act, in so far as circumstances admit,

may be in the form given in schedule A to this act subjoined, or in any other form to the like effect.

For the purposes of the due registration of the same, all registrars in the several counties shall be supplied, by and at the expense of the company, with a book with copies of the form given in the said schedule or any other form of like tenor, one to be printed on each page, leaving the necessary blanks to suit the circumstances upon each separate conveyance, and shall, upon the production and proof of the execution of any such conveyance, enter the same in the said book without any memorial, and shall minute the registration or entry on the deed. Registration thereof.

The registrars shall charge and receive from the company, for all fees on every such registration, fifty cents and no more. Fee on registration.

Such registration shall be deemed to be valid, any statute or provision of law to the contrary notwithstanding. Validity of registration.

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#### SCHEDULE A:

Know all men, by these presents, that I, A. B., of  
do hereby, in consideration of the  
sum of \_\_\_\_\_ paid to me by the Cap de la  
Madeleine Railway Company, the receipt whereof is here-  
acknowledged, grant, bargain, sell and convey to the said  
company, their 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 their rail-  
way; to have and to hold the said land and premises unto  
the said company, their successors and assigns for ever.

Given under my hand and seal, at \_\_\_\_\_, the  
day of \_\_\_\_\_ 189 .

Signed, sealed and delivered ) A. B.  
in presence of

(L. S.)

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