

1. A period of five years is hereby granted to the company from the passing of this act, in order to enable it to complete and equip its line of railway. Time for completing railway, &c.

2. Power is hereby granted to the said company to build and operate its railway by electricity or other motive power besides steam. Power to use other than steam as motive power.

3. The said company is hereby empowered to purchase and lease hotels and dwelling-houses along the line of the said railway, and further to build or charter and operate steamers or other vessels on the St. Lawrence and Saguenay Rivers and all other lakes and rivers touched by the said railway, as well as to extend the line of its railway from its present terminus, in the city of Quebec, to some point on the north shore of the River St. Lawrence, at or near Allan's wharf, and in a westerly direction, towards St. Sauveur. Power to purchase, &c., hotels, &c.; To extend railway to River St. Lawrence.

C A P. L X X.

An Act to incorporate the "Richelieu and Lake Memphremagog Railway Company."

[Assented to 24th June, 1892.]

WHEREAS the construction of a railway, as herein-Preamble. after set forth, would be of great advantage to the region through which it would pass and the vicinity thereof; whereas a petition has been presented, praying for the passing of an act to incorporate a company and authorize it to construct and work such railway; and whereas it is expedient to grant such prayer;

Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows:

TITLE I.

INCORPORATION OF THE COMPANY—ITS OBJECT.

1. John Gilmour Watson, merchant, Adélarde Bastien, accountant, James Campbell Weir, manufacturer, Jules Nadon, merchant, Siméon Lebeau, merchant, Octavien Péloquin, merchant, and George Weir, manufacturer, all of the city of Montreal, in the district of Montreal, in the Province of Quebec, and such other persons, corporations and municipalities as may become shareholders of the company hereby incorporated, are constituted a corporation under the name of the "Richelieu and Lake Memphremagog Railway Company." Certain persons incorporated. Name.

Head office,
&c.

2. The head office of the company shall be in the city of Montreal ; but the board of directors may establish one or more offices at other places in the Province of Quebec, and may change the head office, from time to time, to any other place in this Province.

R. S. Q., art.
5125 to 5181
to govern
when not
inconsistent
with act.

3. The company is subject to articles 5125 to 5181, inclusively, of the Revised Statutes of the Province of Quebec, respecting railway companies, except in so far as the same may be inconsistent with or derogate from this act.

Power to
build and
operate cer-
tain line of
railway,

4. The company shall have power to locate, construct and operate a railway of such gauge as it may deem advisable, from a point on or near the river Richelieu, in the counties of Iberville or Missisquoi, thence to a point on the International boundary line, in the parishes of St. Armand East or St. Armand West, in the said county of Missisquoi, with power to build a branch line from any point on the main line to the International boundary line, either in the said parishes of St. Armand East or St. Armand West, or in the township of Sutton, in the county of Brome.

And branch.

Other bran-
ches.

5. The company also shall have power to locate, construct and operate such other branch lines, from all or any of the points aforesaid or any other point on its said railway or branches, as it may deem advisable to facilitate the working of its main line, the whole extension not to exceed ten miles from the main line.

Proviso.

Bridges.

6. The company also shall have power to construct the bridges required for its railway and branches over any river, at such points as it may deem expedient, and to make such bridges suitable for the passage of horses, vehicles and foot passengers.

Road may be
built in sec-
tions.

7. The company also shall have power to build said railway and branches in sections and in such order as it may deem proper, following the general direction between the aforesaid points.

Power to
build and
work tele-
graph and
telephone
lines.

8. The company also shall have power to construct and work the telegraph and telephone lines required for the working of the said railway.

TITLE II.

CAPITAL STOCK—CALLS.

Capital stock
shares.

9. The capital stock of the company shall be three hundred thousand dollars, divided into shares of one hundred dollars each ; but this capital may be increased, from time to time,

Increase
thereof.

by a vote of the majority in value of the shareholders present in person or represented by proxy at any meeting convened for the purpose, and so soon as thirty thousand dollars of capital shall have been subscribed and three thousand dollars shall have been paid in, on account of such shares, the said company may commence operations ; and the directors, or the majority of them, shall call the first general meeting of the shareholders, at the head office of the company, at such time as they may think proper, by registered letter to each shareholder, at least eight days previous to the said meeting.

Calling of
first meeting
of share-
holders.

10. The directors may, moreover, at any time, make calls upon the shareholders for such instalments as they may deem expedient.

Calls.

No instalment called for, however, shall exceed ten per cent. of the capital subscribed, and the instalment cannot be exacted unless a notice has been sent by registered mail to each shareholder, at least one month before the same is payable.

Proviso.

TITLE III.

PROVISIONAL DIRECTORS.

11. The persons mentioned by name in article 1 of this act, to wit: the said John Gilmour Watson, Adélar Bastien, James Campbell Weir, Jules Nadon, Siméon Lebeau, Octavien Péloquin and George Weir, are constituted a board of provisional directors, and four of them shall form a quorum of the board.

Provisional
directors.

Quorum.

12. The provisional directors shall remain in office until the election of directors to be held under this act.

Term of office.

13. The said provisional directors shall have power, immediately after the passing of this act, to fill vacancies occurring on the board, to open stock books and to obtain subscriptions to the capital stock of the company, to make calls upon the subscribers, to cause surveys and plans to be made, in order to commence and carry on the building of said railway.

Powers of
provisional
directors.

TITLE IV.

BOARD OF DIRECTORS.

14. The general meeting of the shareholders, for the purpose of electing the directors, shall be held each year on the second Tuesday of September, at the head office of the company, at the hour indicated in the notice calling such meeting ; which notice shall be sent to the address of each

When and
where
meeting for
electing
directors
to be held.
Notice
thereof.

shareholder, as shewn in the stock register of the company, by registered letter deposited in the post office, at least fifteen days before the meeting. The first general meeting of the shareholders for the election of directors shall be held on the second Tuesday of September next after the coming into force of this act.

First meeting.

Company not dissolved if meeting not held. **15.** The fact of the meeting not having been held shall not have the effect of dissolving the company.

Directors then in office to remain until replaced. The directors in office shall, in such case, hold office until they have been replaced at a subsequent meeting convened, at any time, in the usual manner as the annual meeting.

Composition of board. **16.** The board of directors shall consist of seven elected directors, as hereinbefore provided.

Quorum. Four directors shall constitute a quorum.

President, vice-president. They shall select from amongst their number a president and a vice-president.

Number may be increased or reduced. The shareholders may, at the general meetings, increase or reduce the number of directors.

Qualification of directors. **17.** No one can be elected or appointed a director unless he holds, in his own name, at least ten shares of the capital stock of the company and has paid up all calls thereon.

Vacancies in board. **18.** The directors, or the majority of them, may fill vacancies which arise on the board, through death or resignation, by selecting duly qualified shareholders to fill such vacancies.

Term of office of replacing directors. The directors so appointed shall remain in office until the date of the following general election.

Paid director. **19.** The directors may employ one or more of their number as paid director or directors, subject to the ratification of the shareholders at a general meeting assembled immediately after appointment, such general meeting to be specially convened for that purpose.

TITLE V.

POWERS OF THE COMPANY.

SECTION I.

MISCELLANEOUS POWERS.

Company may: Acquire, &c., lands, &c. **20.** The company may:
 1. Acquire, receive and hold lands for obtaining supplies of gravel, stone and earth required for the works, stations, freight sheds and other purposes, and sell and alienate such lands or any portion thereof when it no longer needs the same;

2. Acquire, receive and hold lands for erecting freight sheds, elevators, docks, stations, workshops and offices, and build thereon, and dispose of any property connected therewith, when it no longer requires the same; acquire, own and control as many steamboats and other vessels as it may deem necessary for crossing the said Richelieu River or other rivers, so as to make connections with other railways or transportation companies. Acquire, &c., lands for freight sheds, &c., Steamboats, &c.

21. It may sell, lease and hypothecate all lands and other property belonging to it which are no longer required for the purposes of its undertaking. Sale, &c., of lands not required.

22. It may also mortgage or pledge the bonds which it is hereby authorized to issue for the construction of its railway or otherwise. Mortgage, &c., bonds.

SECTION II.

LOANS—ISSUE OF MORTGAGE-BONDS, NOTES, &C.

23. The directors of the company are authorized to borrow, in Canada or elsewhere, all moneys required to construct, complete, maintain and work its railway, and to issue mortgage-bonds, bearing the seal of the company and signed by the president or other officer acting as president, and countersigned by the secretary. Power to borrow money for certain purposes, &c., issue mortgage-bonds.

The amount of such mortgage-bonds shall not, however, exceed that of the capital stock of the company from time to time, and shall be limited to twenty-five thousand dollars for each mile of railway and branches, and such bonds may be issued only in proportion to the length of railway constructed or under contract to be constructed. Proviso.

24. The mortgage-bonds, the issue whereof is authorized, shall be registered by transcription of the deed creating the mortgage, in the registry office of the counties traversed by the said railway, and shall be received and considered as the first claim and privileged debt against the company, its railway and branches, property and revenues, its undertaking, franchise, charter, tolls and revenues, and the moveables and immoveables which it now possesses or may hereafter acquire or possess; and every holder of such bonds shall be deemed an hypothecary creditor as regards such security, *pro rata* with all the other bondholders. Registration.

25. All bonds, debentures, mortgages and other securities authorized by this act, as well as their coupons and certificates of interest due, may respectively be made payable to bearer; and in such case they shall be transferable by simple delivery, and the holder may sue for the recovery thereof in his own name. Bonds, &c., may be payable to bearer. Transfer in such case.

Mortgage deed to secure bonds.

26. The company shall have power to secure its said mortgage-bonds in favor of any company, corporation, bank or person, whether such person be a member of the board or not, by deeds of mortgage given in the name of the company, with the sanction of the shareholders, expressed in a resolution passed at a general or special meeting.

Contents of deeds.

27. Such deeds shall contain a description of the property mortgaged, the condition agreed upon as to the payment of the bonds which they are intended to secure; they shall mention the rate of interest, they shall specify the recourse of the bondholders or their trustees, as well as the method of exercising the same in default of payment of the said bonds or coupons; they may further contain stipulations as to forfeiture of rights and fines and penalties, in default of payment; they shall generally provide for the maintenance of all obligations stipulated by the company in favor of all bondholders, so as to render every security given valid, obligatory and conformable to law.

Power to make, &c., promissory notes.

28. The company may make, endorse, draw and accept notes to order and bills of exchange of not less than one hundred dollars each.

Binding on company if signed, &c., by certain officers.

Every such note or 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., deemed to be duly executed.

Seal not necessary.

29. Every note or 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 corporation to such notes and bills of exchange.

Officers signing not personally liable.

30. 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 above required.

SECTION III.

AGREEMENTS WITH OTHER COMPANIES.

Power to amalgamate, &c.

31. The company may amalgamate with any other railway company, whose line the company's railway or branches may cross, join or unite with.

Company may agree with others: For passage of cars, &c.

32. 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, powers, rights, franchises and privileges and rolling stock of other railway companies, and for leasing the same or any part thereof.

Acquiring branches ;
Facilitating connections ;
Acquiring franchises, &c.

33. 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.

Company may also sell, &c., road to other railway company, &c.

TITLE VI.

MISCELLANEOUS PROVISIONS.

34. The shareholders of the company, whether they be British subjects or aliens, and whether they reside in Canada or elsewhere, shall have the same rights and privileges.

Rights, &c., of shareholders.

They may hold shares, vote by reason of such shares and be eligible for office in the company.

35. The directors may issue, as paid-up stock, shares in the company, and may allot and hand over such stock, as paid-up stock, and the mortgage-bonds of the company, in payment of right of way, plant, rolling stock, or material of any kind, and also for the services of employees and contractors of the company.

Paid-up stock, &c., its issue.

36. Such issue and allotment of stock or bonds shall be binding on the company, and such paid-up stock shall be unassessable thereafter for calls.

Paid-up stock unassessable for calls.

37. Notwithstanding any provision to the contrary, or the absence of any provisions allowing the same, authority is hereby given to the corporation of any city, town, village, county or parish, or any municipality interested in the construction of the proposed railway, to subscribe for shares in the capital stock of the company, or give sums of money to it gratuitously, either for the purpose of facilitating its preliminary works, or of aiding the construction of the said railway, or to grant lands, exemption from taxes, or other advantages to the company ; and the councils of these various municipalities are hereby authorized to make such agreements with the company as they may deem useful for the purpose of facilitating and assuring the construction of the said road, the whole, nevertheless, subject to the provisions of article 481 of the Municipal Code, or the acts governing the said corporation, as the case may be.

Municipal corporations authorized to subscribe for shares in company, grant money to it, &c.

Proviso.

Form of conveyance of lands to company.

38. All deeds and conveyances of lands to the company for the purpose of this act, in so far as circumstances will permit, shall be, at the option of the company, executed either in the notarial form or in the form given in Schedule A of this act, or in any other form to the like effect.

Books to be furnished to registrar for registration purposes.

9. For the purposes of the due enregistration of the same, if executed in the form given in said Schedule A, all registrars in the respective counties, where such deeds and transfers are to be entered, shall be furnished, by and at the expense of the said company, with a book with copies of the form given in the said Schedule A or other form to the like effect, one to be printed on each page, leaving the necessary blanks to suit the circumstances of each separate conveyance, and shall, upon the production and proof of execution of any such conveyance, enter the same, without any memorial, and shall minute the enregistration of entry on the deed.

Fee of registrar.

40. The company shall pay to the registrar, for all fees on every such enregistration, fifty cents.

Effect of registration.

Such registration shall be deemed to be valid in law, and shall have, as respects any servitude, mortgage and other real rights, the same effects as the registration prescribed by the Civil Code.

Effect of act.

41. This act shall have full effect as to such portions of the railway as shall be commenced within three years or completed within ten years from its sanction.

Coming into force.

42. This act shall come into force in the day of its sanction.

SCHEDULE A

DEED OF SALE.

Know all men, by these presents, that I, A. B., of
in consideration of the sum of
paid to me by the "Richelieu and Lake Memphremagog Railway Company," the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said the "Richelieu and Lake Memphremagog Railway Company," its successors and assigns, all that tract or parcel of land (*describe the land*) 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 for ever.

Witness my hand and seal at
this day of
Signed and sealed in presence of)
C. D.) A. B. (L. S.)
E. F.)