

the said promissory note or bill has been issued without proper authority.

Nothing in this act shall be construed to authorize the company to issue any note or bill payable to bearer, or intended to be circulated as money, or as the note or bill of a bank.

Company not to issue notes payable to bearer, etc.

**20.** The company may also construct an electric telegraph or telephone line for the purposes of the undertaking in connection with the railway.

Telegraph and telephone may be built.

**21.** The company may enter into an agreement with the Massawippi Valley Railway Company or the Atlantic and North West Railway Company, the Missisquoi and Black Rivers Valley Railway Company or with any other incorporated company, for conveying or leasing to either or both of such companies the railway of the company hereby incorporated, in whole or in part, or any rights or powers acquired under this act, as also the surveys, plans, works, plant, material, machinery and other property to them belonging, or for an amalgamation with either or both of such companies, on such terms and conditions as may be agreed upon, and subject to such restrictions as to the directors seem fit, provided that such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders called for the purpose of considering the same, on due notice given, at which meeting shareholders representing at least one-half in value of the stock, are present in person or represented by proxy.

Company may enter into certain agreement with certain railway companies for leasing road and for other purposes.

Agreement to be ratified.

**22.** The railway shall be commenced within three years and completed within five years from the passing of this act.

Commencement and completion of railway.

### C A P . X C V I I I .

An Act to incorporate the Orford Mountain Railway Company.

[Assented to 12th July, 1888.]

**W**HEREAS Samuel Willard Foster and George Greene Foster, esquires, and the Honorable William Warren Lynch have petitioned for the passing of an act incorporating a company authorized to construct a railway from a point at or near Eastman, in the County of Brome, to, at or near Lawrenceville, in the County of Shefford, with power to construct branch lines from either or both of said points, of such length as may be deemed expedient in the

Preamble.

public interest, and for other purposes ; 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 :

**Persons incorporated.** **1.** Samuel Willard Foster, esquire, the Honorable Gardner G. Stevens, the Honorable William Warren Lynch, George Greene Foster, esquire, Tancred de Grosbois, esquire, Gardner Stevens, William Warne, William H. Robinson, John M. Brown, esquires, with such other persons, corporations or municipalities as shall, under the provisions of this act, become shareholders in the company hereby incorporated, shall be, and are hereby ordained, constituted and declared to be a body corporate and politic, by and under the name of the "Orford Mountain Railway Company."

**Name.**

**Powers to build certain railway,** **2.** The company and its agents shall have full power and authority, under this act, to lay out, construct, make and finish a double or single track of railway, at their own costs and charges, of such width or gauge as the company see fit, from a point at or near Eastman, in the county of Brome, to a point at or near Lawrenceville, in the county of Shefford, with power to construct branch lines from either or both of said points, of such length as the company may deem expedient in the public interest, and for other the purposes of the company.

**And branches.**

**Power to build railway and branches in sections.** The company shall have power and authority to construct the said railway and branches in different sections, in such order as it may see fit, keeping in view, on the main line, the general direction as hereinbefore provided.

**Capital stock.** **3.** The capital stock of the company shall not exceed in the whole the sum of one million of 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 may become shareholders in the said stock.

**Shares.**

**Application of moneys.** The money so raised shall be applied, in the first place, to the payment of all fees, expenses and disbursements for procuring the passing of this act and for making the surveys, plans and estimates connected with the railway, and all the rest and remainder of such money shall be applied towards making, completing and maintaining the said railway and other purposes of this act.

**Municipality interested may pay preliminary expenses, to be afterwards refunded.** Until the said preliminary expenses shall be paid out of the capital stock, it shall be lawful for the municipality of any county, city, town or township interested in the said railway or otherwise, to pay out of the funds of such

municipality such preliminary expenses, which sums shall be refunded to such municipality from the stock of the said company, or be allowed in payment of stock.

4. The said Samuel Willard Foster, Gardner Greene Stevens, William Warren Lynch, George Greene Foster, Tancred de Grosbois, Gardner Stevens, William Warne William H. Robinson, and John M. Brown, shall be and are, hereby constituted a board of provisional directors of the said company, and shall hold office as such until other directors shall be appointed, under the provisions of this act, by the shareholders.

Provisional directors.

Term of office.

They shall have power and authority, immediately after the passing of this act, to fill vacancies which may arise in the board, to open stock books and procure subscriptions for the undertaking, to make calls upon the subscribers, to cause surveys and plans to be made and executed, and to commence and carry on the building and making of the said railway, and, as hereinafter provided, to call a general meeting of shareholders for the election of directors.

Powers of provisional directors.

5. The said directors are hereby empowered to take all necessary steps for opening the stock books for the subscription of parties desirous of becoming shareholders in the said company, and all parties subscribing to the capital stock of the company, shall be considered proprietors and partners in the same.

Power to open stock books.

Shareholders.

6. So soon as fifty thousand dollars shall have been subscribed, as aforesaid, and five thousand dollars paid in on account of such shares, it shall be lawful for the said directors, or a majority of them, to call a meeting of shareholders at such time and place as they shall think proper, giving at least two weeks' notice in one or more newspapers published in the counties through which the said railway shall pass and by registered letter addressed to each shareholder.

When first meeting to be called.

Notice therefor.

At such general meeting and at the annual general meetings in the following sections mentioned, the shareholders present, either in person or by proxy, shall elect nine directors in the manner and qualified as hereinafter provided; which said nine directors shall constitute a board of directors, and shall hold office until the first Wednesday in September in the year following their election.

Election at first and annual general meeting of board of directors.

Term of office.

7. On the said first Wednesday, in September, and on the first Wednesday in September in each year thereafter, at the principal office of the said company, there shall be holden a general meeting of the shareholders of the said company.

When and where annual meeting to be held.

Election of directors.

At such meeting the said shareholders shall elect nine directors for the then ensuing year, in manner and qualified as hereinafter provided.

Notice thereof.

Public notice of such annual general meeting and election shall be published one month before the day of election, in one or more newspapers, published in the towns or counties along the line of railroad and by registered letter addressed to each shareholder.

Elections by ballot.  
Board how composed.

The elections for directors shall be by ballot, and the persons so elected, together with the *ex-officio* directors, under the "Quebec Consolidated Railway Act, 1880," shall form the board of directors.

Quorum of board.

**8.** Five directors shall form a quorum for the transaction of business, and the board of directors may employ one or more of their number as paid director or directors.

Paid director.

Qualification of directors.

No person shall be elected a director unless he shall be the holder and owner of at least five shares of the stock of the company, and shall have paid up all calls on the said stock.

Shareholders' right to vote.

**9.** In the elections of directors under this act, and in the transaction of all business at general shareholders' meetings, each shareholder shall be entitled to as many votes as he holds shares upon which the calls have been paid up.

Calls.

**10.** It shall and may be lawful for the directors, at any time, to call upon the shareholders for instalments upon each share which they, or any of them, may hold in the capital stock of the company, in such proportion as they may see fit.

Amount of calls.

Notice thereof.

No such instalment shall exceed ten per cent., and one month's notice thereof shall be given, by registered letter to the shareholders.

Form of deed for lands.

**11.** All deeds and conveyances of lands to the company, for the purposes of this act, in so far as circumstances will admit, may be in the form given in schedule A, to this act subjoined, or in any other form to the like effect.

Proceedings for registration.

For the purposes of the due enregistration of the same, all registrars, in their respective counties, are required to 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, 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 due execution of any such conveyance, enter the same without any memorial, and shall minute the enregistration or entry on the deed.

The registrar shall charge and receive from the said company, for all fees, on every such enregistration, fifty cents, and no more. Fee of registrar.

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

**12.** The company shall have power and authority to become party to promissory notes and bills of exchange, for sums not less than one hundred dollars. Power of company to become party to notes, etc.

Any promissory notes or bills of exchange, made or endorsed by the president or vice-president of the company and countersigned by the secretary and treasurer, and under the authority of a majority of a quorum of the directors shall be binding on the company. Notes, etc., to be binding on company.

Every such promissory note or bill of exchange so made shall be presumed to have been made with proper authority, until the contrary be shewn. Notes presumed to be lawfully made.

In no case shall it, be necessary to have the seal of the said company affixed to such promissory notes or bills of exchange, nor shall the said president or vice-president, or the secretary and treasurer, be individually responsible for the same, unless the said promissory notes or bills of exchange have been issued without the sanction and authority of the board of directors, as herein provided and enacted. Seal not necessary. Officers signing not personally responsible.

Nothing in this section shall be construed to authorize the company to issue notes or bills of exchange, payable to bearer, or intended to be circulated as money, or as the notes or bills of a bank. Company not to issue notes, etc., payable to bearer, etc.

**13.** The directors of the company shall have the power, upon being duly authorized thereto, by a vote of a majority of stockholders present at any annual meeting in the month of September, or at any special meeting of the stockholders called for said purpose, to issue their bonds, made and signed by the president or vice-president of the said company, and countersigned by the secretary and treasurer, and under the seal of the said company, for the purpose of raising money for prosecuting the undertaking. Power to issue bonds. Bonds to be privileged claims.

Such bonds shall be and be considered to be privileged claims upon the property of the company, and shall bear hypothec upon the said railway without registration. When bonds may be issued.

No such bonds bearing such hypothec shall be issued until after the said sum of fifty thousand dollars, as provided by this act, shall have been expended in and upon the said railway; and the whole amount raised upon such bonds shall not exceed five hundred thousand dollars. And to what amount.

Power of company to detain goods for freight.

**14.** In case of refusal or neglect to pay the toll or freight due to the company on any goods, it shall have the power to detain the same until payment of such freight be made, and in the meantime such goods shall be at the risk of the owners.

Power to sell, if goods perishable.

If such goods be of a perishable nature, the said company shall have the right to sell the same forthwith, on the certificate of two competent persons establishing the fact of their being so perishable.

Power to sell, goods unclaimed, after twelve months, when not perishable. Notice of sale, etc.

If such goods are not of a perishable nature, and shall remain unclaimed for twelve months, the company may, after giving one month's notice in two newspapers nearest the place where the goods may be, dispose of the same by public auction, and the proceeds of the sale, after paying the said freight and the costs of sale, shall be handed over to the owner, if he shall claim the same.

Power of company to enter into agreements with other companies for leasing, etc., road, etc.

**15.** It shall be lawful for the company to enter into any agreement with any other railway company, for leasing the said railway, or any part thereof, or the use thereof, at any time, to such other company, or for leasing or hiring, from such other company, any railway or any part thereof, or the use thereof, or for leasing or hiring any locomotives, tenders or moveable property, and generally to make any agreement with any such other company touching the use, by one or the other or by both companies, of the railroad or moveable property of either or of both, or any part thereof, or touching any service to be rendered by the one company to the other, and the compensation therefor, and any such agreement shall be valid and binding, and shall be enforced by courts of law, according to the terms and tenor thereof.

Powers of directors to enter into agreements to make branches to connect with other roads and to agree with bridge companies respecting use of bridges over St. Lawrence.

**16.** The directors of the company, elected by the shareholders, in accordance with the provisions of this act, shall have power and authority to enter into and conclude any arrangements with any other railway company, for the purpose of making any branch to facilitate a connection between this company and such other railway company, and shall have full power and authority to negotiate with any company having the chartered right of constructing a bridge or bridges across the St. Lawrence river, at or near the city of Montreal, and at or near the city of Quebec, for the right of using the said bridge for the purposes of the railway, and the advantage and benefit of the company hereby incorporated.

Power to appropriate waste land of the Crown.

**17.** It shall and may be lawful for the said company to take and appropriate, for the use of the said railway, but not to alienate, any wild lands of the Crown along the line

of the said railway which may be necessary for the said railway, with the consent of the Lieutenant-Governor in Council, and also so much of the land covered with the waters of any river, stream, lake or canal, as may be necessary for the works of the said railway ; provided that, if the railway shall cross any navigable river or canal, it shall not be lawful for the company to obstruct the navigation or the use of such canal. Proviso as to navigation.

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

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### SCHEDULE A.

#### FORM OF DEED OF SALE.

Know all men by these presents, that I, A. B., of do hereby, in consideration of \_\_\_\_\_ paid to me by the Orford Mountain Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said Orford Mountain 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 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 \_\_\_\_\_, one thousand eight hundred and \_\_\_\_\_

Signed, sealed and delivered }  
in presence of } [L. S.] A. B.

C. D.  
E. F.

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### C A P. X C I X .

An act to incorporate the Napierville Junction Railway Company.

[Assented to 12th July, 1888.]

**W**HEREAS the construction of a railway, as hereinafter Preamble. set forth, would be of great advantage to that part of the Province through which it would pass and to the country adjacent thereto ; and whereas a petition has been presented, praying for the passing of an act incorporating