

ment to engineers, &c.

or in the bonds of the company, such sums as they deem expedient, to engineers or contractors, or for right of way or material, plant or rolling-stock, and for the services of such persons as may be employed by the directors in the furtherance of the undertaking, or purchase of right of way, material, plant or rolling-stock.

Coming into force.

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

CAP. LXXXI.

An Act to incorporate the Drummond County Railway Company.

[Assented to 21st June, 1886.]

Preamble.

WHEREAS, the persons hereinafter named and others have, by their petition, represented that the construction of a railway, as hereinafter set forth, would be of great public benefit, and have, by their said petition, prayed that an act be passed to incorporate a company to construct such railway; and whereas it is advisable to grant the prayer of such petition; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows:

Persons incorporated.

1. Charles Church, of the township of Durham, William Mitchell, of the village of Drummondville and Thomas E. Fee, of the township of Durham, and all others who may hereafter unite with them are constituted a corporation under the name of "The Drummond County Railway Company."

Name.

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

2. The company is authorized to lay out construct, make, put in operation and run a railway from the village of Drummondville, in the county of Drummond, to a point or points near the Grand Trunk Railway at, near or between the stations of that company, at Kingsey siding, in the county of Richmond, and at the village of Victoriaville, in the county of Arthabaska, crossing part of the last two named counties, or either of them, as well as the county of Drummond, with power to run a branch line from the said railway in the township of Wendover or Simpson to the parish of Ste Angèle, in the county of Nicolet, crossing the county of Yamaska, (if necessary) and that of Nicolet, with the right to commence to work at either end of the main line above-mentioned.

3. The head office and chief place of business of the company shall be at the village of Drummondville. Head office.

4. The capital stock of the company shall be four hundred thousand dollars divided into shares of one hundred dollars each, which capital may be increased, from time to time, by a vote of the majority in value of the shareholders present in person or represented by proxy at any general or special meeting. Capital stock : Shares. Increase.

5. The said Charles Church, William Mitchell and Thomas E. Fee, shall be the first or provisional directors of the said company, with power to fill any vacancy which may occur in the board of directors, to open stock books for the subscription of stock, to cause surveys and plans to be made and to call a general meeting of shareholders for the election of directors as hereinafter provided. Provisional directors. Powers. Stock books. Surveys. To call meeting.

6. So soon as the sum of forty thousand dollars of the capital shall have been subscribed and four thousand dollars shall have been paid by the shareholders of the company, the latter 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 or by special written notice to each, at least eight days previous to the said meeting. Commencement of operations. First meeting for election of directors. Notice therefor.

7. The annual general meeting after the first meeting, shall be held at the head office of the company on the first juridical day in July of each year, and in default thereof on any subsequent day after notice of eight days given in the manner aforesaid. Annual general meeting.

8. All meetings of stockholders shall be called in the manner aforesaid. Calling of meetings.

The board shall consist of not less than three nor more than five directors, of whom a majority shall form a quorum, and no one shall be appointed a director unless he owns ten shares in the capital stock of the company and has paid up all calls due thereon. Board of directors. Qualification of directors.

9. The company shall have the right to build a bridge over the River St. Francis, at any point opposite the village of Drummondville, for the purposes of the said railway only, but the company shall permit no one to cross the said bridge on foot ; and any one, other than employees of the railway company in the actual course of their employment, crossing the said bridge otherwise than in the Right to build bridge over St. Francis. Proviso as to foot passengers.

Penalty. cars of the company, shall be liable to a penalty of five dollars for each offence ; which penalty shall be recoverable by and payable to the Drummondville Bridge Company and shall belong to the said last named company.

Recovery of penalty.

Suits where taken. One witness sufficient.

Any suit for the recovery of any such fine may be taken in the Circuit Court, and one witness shall be sufficient.

Forms of contract. Varying 43-44 V., c. 43, s. 28, § 2.)

10. All contracts for works of construction or maintenance of the railway shall be made in the manner and according to the formalities prescribed by the by-laws of the board of directors of the company, notwithstanding the second subsection of section twenty-eight of the Quebec Consolidated Railway Act, 1880 ; nor shall subsection two of section twenty of that act apply to this company.

43-44 V., c. 43, s. 20, § 2 not to apply.

Power of company to become party to notes, &c.

11. The company shall have power and authority to become party to promissory notes and bills of exchange of not less than one hundred dollars, and any promissory note or bill of exchange made, accepted or endorsed by the president or vice-president of the company and countersigned by the secretary, under the authority of the directors or of a quorum thereof, shall be binding on the company, and every such promissory note or bill of exchange, so made shall be presumed to have been duly made with the proper authority, until the contrary be shown ; and in no case shall it be necessary to have the seal of the company affixed to any promissory note or bill of exchange ; nor shall the president, vice-president, secretary or 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 and enacted.

Seal thereon not necessary. Officers not personally liable therefor.

Proviso.

Act to be in force for so much of road commenced and completed within certain time.

12. This act shall, for all purposes whatsoever, be deemed valid and in full force and effect as to such portion or portions of the railway which may be commenced within three years and completed within ten years from the passing of this act.

Forms of deeds.

45 V., c. 54, schedule A.

13. 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 *mutatis mutandis* of schedule A of the act of this Province 45 Victoria, chapter 54, or in any other form to the like effect.

Municipal corporations may subscribe to stock, &c.

14. All municipal corporations may subscribe stock and acquire and hold any number of shares of the company and dispose of the same as they may think proper and also in like manner grant a bonus to the company.

15. The directors of the company are hereby authorized to borrow all sums of money necessary to complete, maintain and work their railway, to issue mortgage bonds bearing the seal of the company and signed by the president or vice president and countersigned by the secretary of the company.

Power of directors to raise money for undertaking, &c., issue bonds, &c.

Such bonds shall be payable in such manner and at such places and bear such rate of interest not exceeding six per cent as the directors may deem advisable, and may be sold and pledged at such price and on such terms and conditions, as they may deem expedient, provided the amount thereof does not at any time exceed twenty thousand dollars per mile of railway constructed.

Bonds how payable.
Interest thereon.
May be sold, &c.
Proviso as to amount.

16. The mortgage bonds, the issue whereof is hereby authorized, shall, without registration or formal transfer, and notwithstanding article 2180 of the Civil Code, be admitted and considered as a first hypothec and privilege claim upon the company, its undertakings, revenues and the moveables and immoveables it may acquire, and every holder of such bonds shall be deemed to be an hypothecary creditor as to such lien *pro rata* with all the other bondholders.

Bonds to be mortgage on property of company, &c. without registration.
Ranking.

17. All bonds, debentures, 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, such documents shall be transferable by simple delivery, and the bearer may sue for the recovery thereof in his own name.

Bonds, &c., may be payable to bearer.

18. The directors of the company may make and issue, as paid-up stock, shares in the company, whether subscribed for or not, and may allot and hand over such stock as paid-up stock, and also the mortgage bonds of the company, or either of them, in payment of right of way, plant, rolling stock, or material of any kind, and also for the services of employees and contractors, and other persons who may have been or may be engaged in promoting the undertaking and interests of the company.

Paid-up stock may be issued in payment of certain services.

19. The directors of the company shall have power and authority to enter into and conclude any arrangements with any other chartered company or railway administration, for the purpose of making any branch or branches to facilitate a connection between the line of the company and that of any other railway company or railway administration

Power to conclude running arrangements with other railways, &c.

20. The company shall have power, upon a resolution of a majority in amount of the shareholders to that effect,

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

to sell or lease or amalgamate the said railway to or with any other railway, railway company or administration.

Coming into
force.

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

C A P . L X X X I I .

An Act to amend the charter of the Quebec Central Railway Company.

[Assented to 21st June, 1886.]

Preamble.

WHEREAS the Quebec Central Railway Company has, by its petition, represented that it is necessary to raise additional capital for the completion of its Chaudière Valley extension, for improvements upon its main line, for additional equipment, for the payment of floating liabilities and expenditure incurred or sanctioned by the committee of the present bond-holders of such company and other purposes, and for this purpose that modifications in the rank and voting power of its existing debenture and share capital, and increased bonding powers are necessary, and the company has prayed for an amendment to its existing charter granting legislative authority to enable such changes to be effected, and 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 :

Charter
of company
amended.

1. The charter of the Quebec Central Railway Company is hereby amended so that, upon the coming into force of this act, the provisional directors of the company hereinafter named, shall have the power to make a new issue of Bonds, to be called "Prior Lien Bonds of the Quebec Central Railway Company," (hereinafter designated in this act as "the Prior Lien Bonds") consisting of three thousand Bonds of one hundred pounds sterling each, repayable at the expiration of twenty years, bearing interest at a rate not exceeding six per cent per annum and payable, both principal and interest, either in Great Britain or Canada, or one portion thereof in Great Britain and one portion in Canada, as the directors may deem best, and the Bonds when duly executed in accordance with the terms of this act shall be a first mortgage, charge, privilege and lien upon the whole undertaking, lands, equipments, tolls and revenues of the company, save and except existing liens and rights, if any, upon the rolling stock and equipment owned by or in use upon the said railway, as well as upon the portion already

Power to issue
Prior Lien
Bonds.

Bonds to be
first mortgage
on under-
taking, &c.,