

Power to sell, &c., property **9.** The company may sell, hypothecate and lease all lands belonging to it.

Power to hypothecate property for certain purposes. It may, from time to time, on account of advances in money made to it on such guarantee, hypothecate or affect all the bonds which it is authorized to issue under this act, for the construction of its railway or otherwise.

Commencement and completion of works. **10.** The construction of the above-mentioned railway shall be commenced within two years and be completed within ten years from the passing of this act.

43-44 V., c. 43, to apply. **11.** All the provisions of the Quebec Consolidated Railway Act, 1880, which are not inconsistent with those of this act, shall apply to the company.

Coming into force. **12.** This act shall come into force on the day of its sanction.

CAP. LXXXIV.

An Act to incorporate the Arthabaska and Wolfe Counties Railway Company.

[Assented to 21st June, 1886.]

Preamble. **W**HEREAS the construction of a railway, as hereinafter set forth, would be of great advantage to that portion of the province through which it would pass, and the neighborhood thereof; and whereas a petition has been presented praying for the passing of an act to incorporate a company authorized to construct such railway, and it is expedient 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.** William B. Ives, D. O. Bourbeau, Jacques Picard, James Reed, William White, E. S. Darche, Joseph Bourque, A. O. Bergeron, L. Gosselin, O. Gaudette, Charles Tanguay, Jos. Crépeau, Phidime Pichet, with all such other persons and corporations as shall become shareholders in the company hereby incorporated, shall be and are hereby constituted a corporation by the name of the "Arthabaska and Wolfe Counties Railway Company, (hereinafter called the company,) and shall have all the powers and privileges conferred on such corporations by the Quebec Consolidated Railway Act, 1880.

Head office. **2.** The head office and chief place of business of the company shall be at the city of Sherbrooke.

3. The company and their agents and servants may lay- General powers to build certain railway,
 out, construct, finish and operate a line of railway, from a point on the line of the Grand Trunk Railway, at or near way,
 Victoriaville, in the county of Arthabaska, to such point on the line of the Quebec Central Railway, within the limits of the county of Wolfe as may be most convenient, and from thence crossing the Quebec Central Railway to the line of the International Railway, at a point where the branch of the last named railway connecting with the Boston, Concord and Montreal railway, authorized by the Statute of Canada, 36 Victoria, chapter 85, shall connect with the main line thereof, or, at any other point of the said International Railway, and may also build such branches And branches.
 as may be necessary to open up the country on either side of the main line or to connect with other lines of railway; provided no such branch shall exceed twenty miles in Proviso.
 length.

4. The capital stock of the company shall be five hundred thousand dollars divided into ten thousand shares of Capital stock Shares.
 fifty dollars each, which amount shall be raised by the persons hereinafter named, and such other persons and corporations as may become shareholders in the company.

5. The said William B. Ives, D. O. Bourbeau, Jacques Provisional directors.
 Picard, James Reed, William White, E. S. Darche, Joseph Bourque, A. O. Bergeron, L. Gosselin, O. Gaudette, Jos. Cr peau and Phidime Pichet shall be and are hereby constituted the provisional board of directors of the company and shall hold office as such until the directors shall be appointed, under the provisions of this act, by the shareholders, and shall have power and authority to fill vacancies occurring therein; and the persons so appointed to fill vacancies shall thereupon become and be directors of the company;

The said provisional directors shall have power to open Power to open stock books, &c.
 stock books and procure subscriptions for the undertaking, to cause surveys and plans to be made and executed, and to call a general meeting of shareholders for the election of directors as hereinafter provided.

6. So soon as one-tenth part of the capital stock of the Calling of meeting of shareholders after certain part of capital subscribed and paid up.
 company shall have been subscribed, and fifty per cent thereof paid up, the said directors, or a majority of them, may call a meeting of the shareholders at such time and place as they shall think proper, giving at least one month's notice in one or more newspapers published at the city of Sherbrooke and in the county of Arthabaska, and in the Quebec Official Gazette;

Election of directors.

At such general meeting and at the annual general meetings, the shareholders, 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 said directors so elected shall hold office till the first Tuesday in March in the year following their election, and thereafter until their successors have been duly elected.

Term of office.

Annual general meeting of company for election of directors.

On the said first Tuesday in March and on the first Tuesday in March 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 then ensuing year, in the manner and qualified as hereinafter provided ;

Notice therefor.

Public notice of such annual meeting and election shall be published for one month before the day of election one day in each week, as provided in this section ;

Voting by ballot.

The election of directors shall be by ballot, and the persons so elected shall form the board of directors ;

Number of directors.

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 five nor more than thirteen.

Quorum of board.

7. Five members of the board of directors shall form a quorum for the transaction of business.

Paid directors. Proviso as to qualification of directors.

The board of directors may employ one or more of their number as paid director or directors ; provided, however, that no person shall be elected as director unless he shall be the holder and owner of at least one hundred shares of the capital stock of the company, and shall have paid up all calls upon the said shares previously made by the board of directors.

Calls.

8. The directors may, at any time, call upon 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 ; no such instalment however, to exceed ten per cent, and the directors shall give one month's notice of such call in such manner as may be provided by the by-laws of the company.

Calls not to exceed ten per cent.

Notice of calls.

Power to issue paid-up stock and mortgage bonds in payment of certain services.

9. The provisional directors and also 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 deliver such stock as paid-up stock, and also may give the mortgage bonds of the company, in payment of right of way, surveys, services for the company, whether rendered by directors or others,

plant, rolling stock or material of any kind, and also for the services of contractors, engineers and other persons in the service of the company ; and, for the purpose of raising money to prosecute the said undertaking, the directors may sell the capital stock or mortgage bonds of the said company, for such price as they may be able to obtain, by private arrangement or otherwise, and such allotment and issue of stock or bonds shall be binding on the company, and the paid-up stock to issued shall be unassessable thereafter for calls.

Power to raise money by sale of stock and mortgage bonds of company.

10. The directors of the company shall have power and they are hereby authorized to issue mortgage bonds, made and signed by the president or vice-president of the company, and countersigned by the secretary and treasurer, and under the seal of the company, for the purpose of raising money for prosecuting the said undertaking ; and such bonds shall, without registration or formal conveyance, be taken and be considered to be the first and preferential claims and charge upon the undertaking and the tolls and property of the company, real and personal, then existing, and at any time thereafter acquired ;

Power to issue mortgage bonds.

Bonds without registration to be a mortgage upon company's property.

Provided the amount of such debentures does not exceed twenty thousand dollars per mile, and that they be issued in proportion as the length of road is being built, by sections of not less than ten miles and received by the Government ; and provided also that in the event at any time of the interest upon the said bonds remaining unpaid and owing, then, at the next ensuing annual general meeting of the company, and at all other general meetings of the company, so long as the said default shall continue, all holders of bonds shall have and possess the same rights and privileges and qualifications for directors and for voting as they would have had, if the bonds they held had been shares ; provided that the bonds and any transfers thereof shall have first been registered in the same manner as is provided for the registration of shares ; and it shall be the duty of the secretary of the company to register the same, on being required so to do by any holder thereof.

Proviso as to amount of issue.

Proviso as to bondholders' qualification as directors and for voting, in default of company meeting interest on bonds, &c.

Proviso as to registration of bonds for such purpose.

11 The company may secure such bonds by a deed or deeds of mortgage executed by the company ; 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

Security for bonds by mortgage deed.

Conditions thereof.

penalties in default of such payment, and 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 ;

As to voting power of bondholders in certain event. 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 to the bondholders ;

As to cancellation of shares after sale. Such deed may also provide for the conditional or absolute cancellation after such sale of any or all of 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 and defined by such deed, under the provisions hereof ;

Deed to be binding if made under act. Such deed and the provisions thereof, made under the authority hereof, and such other provisions thereof, as shall 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 to the provisions of this act, shall be valid and binding ; but, if any change in the ownership or possession of the said railway and property shall, at any time, take 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 and of the Quebec Consolidated Railway Act, 1880, as hereby modified.

Proviso as to railway continuing under 43-44 V., c. 43, in event of sale thereof, &c.

Bonds how to be issued and in what currency.

May be sold or pledged.

Registration of bonds not necessary.

12. The bonds, authorized by this act to be issued by the company, may be so issued, in whole or in part, in the denomination of dollars, pounds sterling, or francs, or in any or all of them, and the coupons may be for payment in denominations similar to those of the bond to which they are attached ; and the whole or any of such bonds may be pledged, negotiated or sold upon such conditions and at such price as the board of directors shall from time to time determine.

13. It shall not be necessary, in order to preserve the priority, lien, charge, mortgage, or privileges, 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 whatever.

A copy of any such mortgage deed or agreement, certified to be a true copy by the secretary, shall be received as *prima facie* evidence of the original in all courts of justice without proof of the signatures or seal upon such original; provided a certified copy be deposited in the provincial secretary's office for registration.

Certified copy of mortgage deed to be *prima facie* evidence.

Deposit of copy.

14. The company shall have power and authority to become parties to promissory notes and bills of exchange of not less than one hundred dollars; and any such promissory note or bill of exchange, made, accepted or endorsed by the president or vice-president of the company, and countersigned by the secretary and treasurer under the authority of a majority of a quorum of the directors, 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 or vice-president, or the 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 and enacted;

Company may become parties to bills and notes.

Seal thereon not necessary.

President, &c., not personally liable therefor.

Proviso.

Provided, however, that 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 allowed to issue notes for circulation.

15. The company may enter into any arrangement with any other railway company, for leasing its said railway or any part or branch thereof, or the use thereof, at any time or for any period, or for leasing or hiring from the said company any railway or any part or branch thereof, or the use thereof, at any time or times and for any period; provided that the terms of such amalgamation, acquisition, lease, sale, arrangement or agreement are sanctioned by a majority of shareholders, present in person or represented by proxy, at a special general meeting called for the purpose of considering the same;

Company may lease railway and amalgamate with others.

Proviso as to sanction of arrangement.

The company shall also have the power to enter into any arrangement with any other railway company for leasing or hiring, as lessors or lessees, any locomotives, tenders, cars or other rolling stock or moveable property from or to any such company, or any company or individuals; and generally to make any agreement or arrangement with any other such company touching the use, by one or the other, or by both, of the said railway or rolling

Power to lease or hire locomotives, &c.

General powers to make running arrangements.

stock or moveable property of either or both, or any part thereof, or touching any service to be rendered by the one to the other, and the compensation therefor.

Power to amalgamate and make running arrangements with connecting railways and acquire property and franchise of other companies.

16. The company shall have power to amalgamate or make arrangements with any line of railway which shall cross or join its line, and shall also have full power and authority to enter into and conclude any arrangements with any other railway company, for the purpose of acquiring any branch or branches to facilitate the connection between the company hereby incorporated and such other railway company, or to acquire the corporate property and franchise of any other company.

Shareholders have equal rights and are qualified for office.

17. All shareholders in the company, whether British subjects or aliens, or residents 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 any office in the company, provided the majority of the directors be British subjects.

Proviso.

Forms of deed of conveyance.

18. 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 form of the schedule annexed to this act.

Commencement and completion of works.

19. The construction of the railway shall be commenced not later than the first day of October, 1887, and shall be completed within five years from that date.

Municipal council holding stock may appoint director.

20. Any municipal council of any municipality, holding not less than ten thousand dollars stock in the said railway, shall be entitled to appoint annually a person to be a director of the said company, and such person shall be a director of the said company in addition to all the other directors authorized by this act.

Coming into force.

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

SCHEDULE.

FORM OF DEED OF SALE.

KNOW all men, by these presents, that _____, of _____ do hereby, and in consideration of _____ paid to me by the "Arthabaska and Wolfe Counties Railway Company," the receipt whereof is hereby acknowledged, grant, bargain, sell and convey to the said

“Arthabaska and Wolfe Counties Railway 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 purpose of their railway; to have and to hold the said land and premises unto the said company, their successors and assigns forever.

Given under my hand and seal at , this day of
one thousand eight hundred and

A. B.

Signed, sealed and delivered }
in presence of }

(L S.)

CAP. LXXXV.

An Act to amend the act 48 Victoria, chapter 74 intituled :
“An Act to incorporate the Montreal Park and Island
Railway Company.”

[Assented to 21st June, 1886.]

WHEREAS the Montreal Park and Island Railway Preamble.
Company has, by petition, represented that it is
necessary, for the better carrying out of its undertaking, to
amend its charter in the manner set forth in the said peti-
tion, and it is expedient to grant the prayer contained in the
said petition; Therefore, Her Majesty, by and with the
advice and consent of the Legislature of Quebec, enacts as
follows:

1. Section 2 of the said act 48 Victoria, chapter 74, is 18 V., c. 72, s.
2 amended.
amended so as to read as follows:

“2. The company is authorized to lay out, construct, Power of com-
pany to lay
out, &c., road.
make, put in operation and run, by means of steam, elec-
tricity or otherwise, one or more railways or tramways,
either on the surface of the soil or as elevated roads,
from certain points in the city of Montreal to the summit
of Mount Royal Park and to the various municipalities
situated on the Island of Montreal, provided that such proviso.
railway shall not follow, or, within a distance of one arpent,
run alongside of the turnpike roads on the Island of Mont-
real, without having first obtained the consent of the trus-
tees of such turnpike roads, and provided also that the
company shall not make use of any of the streets of the
city of Montreal or of the Mount Royal Park roads
without having first obtained the consent of the council
of the said city.