

Witness at _____ day of _____
 _____ one thousand eight hundred and _____
 Signed, sealed and delivered }
 in the presence of }
 C. D. } A. B.
 E. F. } [L. S.]

CAP. LXXXIX.

An Act to incorporate the Papineau Seignior Railway Company.

[Assented to 30th March, 1883.]

WHEREAS the persons hereinafter named and others have by their petition represented that the construction of a line of railway from a point, either between the villages of Montebello and Papineauville or in the neighborhood of the said villages to connect at the most convenient point with the Canadian Pacific railway, following a general northerly direction to connect with the extension of the St. Jerome Branch railway, in the county of Ottawa, would develop and promote the agricultural, mineral and timber resources of the district, by supplying a ready means of communication with the main lines of railway; and whereas the persons hereinafter named have prayed to be incorporated as a company for constructing, equipping and working such railway; 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 :

¶ Louis Duhamel, M.D., M.P.P., W. Owens, M.P.P., N. Bourassa, F. Samuel Mackay, Hyacinthe Noé Raby, N.P., Ed. Leduc, Julien B. St. Pierre, Antoine Longpré, M.D., A. S. Camille Papineau, Ephrem Rochon, priest, J. P. Belanger, priest, A. M. Bourassa, priest, Hercule Chenier, J. B. Dacier, priest, W. H. Pambrun, L. D. Fortin, Emile Quesnel, N. Chené, P. A. Quesnel, Louis Hotte, D. Desjardins, J. Hortie, H. Gareau, F. Marcotte, S. Aubuchon, M.D., O. Rochon, G. Genest, M. Favier, J. Dauvissat, Chas. Major, F. Leduc, Esquires, with all such other persons and corporations as shall become shareholders in the company hereby incorporated, shall be and are hereby constituted a

Name and
powers.

body corporate and politic, by the name of the "Papineau Seigniori Railway Company," and shall have all powers appertaining to railway corporations in general, and the powers and privileges conferred on such corporations by the Quebec Consolidated Railway Act, 1880, subject to the provisions hereinafter mentioned.

Company may
construct a
single or
double line of
railway.

2. The company and their agents and servants may lay out, construct and finish a single or double line of railway, of such width or guage as the company may see fit, from a point either between the villages of Montebello and Papineauville or in the vicinity of such villages, most convenient for connection with the Canadian Pacific railway, and following a general northerly direction to connect with the extension of the St. Jerome Branch, in the said County of Ottawa.

Capital stock.

3. The capital stock of the company shall not exceed, in the whole, the sum of one million dollars, with power to increase the same, as provided by the Quebec Consolidated Railway Act, 1880, to be divided into twenty thousand shares of fifty dollars each; which amount shall be raised by the persons hereinafter mentioned and such other persons and corporations as may become shareholders in the said company. The money so raised shall be applied, in the first place, to the payment of all fees, expenses and disbursements connected with the passing of this act, and for making the surveys, plans and estimates connected with the road; and the remainder of such money shall be applied towards making, completing and maintaining the said railway and for other purposes of this act.

Application of
moneys
raised.

Lawful for
Company to
receive vacant
lots &c, in aid
of railway.

4. It shall be lawful for the said company to receive by grant, either from government or from any individuals or corporations, municipal or otherwise, either in Canada or elsewhere, as aid in the construction of the said railway, any vacant lots in the vicinity thereof or elsewhere, or any other real or personal property, exemptions from taxation, rights of way, or any sums of money, either as gifts or by way of bonus, or in payment of stock, and afterwards legally to dispose of the same, and alienate the lands or other real or personal property, for the purposes of the said company, in carrying out the provisions of this act.

Board of pro-
visional direc-
tors and powers
thereof.

5. Louis Duhamel, M.D., M.P.P., W. Owens, M.P.P., Hyacinthe Noé Raby, N.P., Ed. Leduc, Julien B. St. Pierre, Antoine Longpré, M.D., A. G. Camille Papineau, Ephrem Rochon, priest, J. P. Bélanger, priest, A. M. Bourassa, priest, Hercule Chenier, J. B. Dacier, priest, W. H. Pambrun,

L. D. Fortin, Émile Quesnel, N. Chené, P. A. Quesnel, Louis Hotte, C. Desjardins, J. Hortie, H. Gareau, F. Marcotte, S. Aubuchon, M.D., O. Rochon, G. Genest, M. Favier, J. Dauvissat, Chas. Major and F. Leduc, shall be and are hereby constituted a board of provisional directors of the company, five of whom shall form a quorum, and shall hold office as such until other directors shall be elected, under the provisions of this act, by the shareholders. They shall have power and authority to fill vacancies occurring therein, to open stock books and procure subscriptions to the undertaking, and to receive payment on account of stock subscribed, and make calls upon subscribers in respect of their stock, and to sue for and recover the same, and to cause surveys and plans to be made and executed, and to acquire any plans and surveys now existing, and to deposit, in any chartered bank of Canada, any sums of money received by them on account of stock subscribed, and to withdraw the same for the purposes of the undertaking, and to receive for the company any gift made to it in aid of the undertaking, and to enter into any agreement respecting the condition or disposition of any gift or bonus in aid of the railway, which agreement shall be binding upon the company, and generally to do all such other acts as such board, under the Quebec Consolidated Railway Act, 1880, may lawfully do. The said directors are hereby empowered to take all necessary steps for opening stock books for the subscription of parties desirous of becoming shareholders in the company; and all parties subscribing to the capital stock of the company shall be considered proprietors and partners in the same.

To fill vacancies occurring therein.

To cause surveys &c. to be made.

Power to open stock books.

6. When and so soon as one-tenth part of the capital stock (which capital stock shall not be less than four hundred thousand dollars) shall have been subscribed, as aforesaid, either in municipal debentures, granted by way of bonus or otherwise, or in ordinary subscriptions by individuals subscribing to the capital stock, or partly in such municipal debentures and partly in such subscriptions, and one-tenth of the amount so subscribed paid in, the said directors, or a quorum of them, may close the stock books and call a meeting of shareholders, at such time and place as they think proper, giving at least one week's notice in one or more papers, in English and French, published in the district of Ottawa, and mailing a circular notice as well to each shareholder. At such said general meeting in the following sections mentioned, the shareholders present, either in person or represented by proxy, shall elect not less than five nor more than seven directors, in the manner and qualified as hereinafter provided; which said directors shall

First meeting for election of directors.

Notice therefor.

Board to be elected.

constitute a board of directors of the company, and shall hold office until the first Tuesday in January in the year following their election.

Annual general meetings of shareholders.

Notice therefor.

Quorum of board.

Qualification of directors.

Power of council subscribing certain amount to appoint director during certain time.

Power of council subscribing certain sum to appoint a director annually.

Calls on shares

7. On the said first Tuesday in January, and on the first Tuesday in January in each year thereafter, at the principal office of the company (which shall be in the village of St. André Avelin), there shall be held a general meeting of the shareholders of the company, at which meeting the said shareholders shall elect a like number of not less than five nor more than seven directors for the then ensuing year, in the manner and qualified as hereafter provided. Public notice of such annual meeting and election shall be published, for one month before the day of election, in one or more newspapers, in French and English, if such there be, in the district of Ottawa, as above provided, and the election of directors shall be by ballot, and the persons so elected shall form the board of directors of the company.

8. A majority of the directors shall form a quorum for the transaction of business, and the board of directors, as well as the provisional board of directors, may employ one or more of their members as paid director or directors; provided, however, that no person shall be elected unless he shall be the owner and holder of at least twenty shares of the stock of the company and shall not be in arrear on any calls that may have been made.

9. Any municipal council of a municipality, which has given a bonus in aid of the said railway or its branches, amounting to not less than ten thousand dollars, shall be entitled, during the construction of the railroad through the said municipality, but not afterwards, to appoint a person to be a director of the company, and such person shall be a director of the company in addition to all the other directors authorized by this act, or by the Quebec Consolidated Railway Act, 1880, or any other act; but such municipality shall incur no liability by the appointment of such director.

10. Any municipal council of any municipality, holding not less than fifty 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.

11. The directors may, at any time, call upon the shareholders for instalments upon each share, which they or any

of them may hold in the capital stock of the said company, in such proportions as they may see fit, no such instalment exceeding ten per cent; and the directors shall give one month's notice of such call in such manner as they may appoint, and shall have, and are hereby vested, with powers to make by-laws regulating the forfeiture and cancellation of shares whereon instalments remain unpaid. Notice there- for.

12. 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 offer such stock as paid up stock and the mortgage bonds of the company, in payment of land, right of way, plant, rolling stock, or material of any kind, and also for the services of contractors, engineers and other persons, who may have been, are, or may be engaged in promoting the undertaking and interests of the company. Such issue and allotment of stock or bonds shall be binding on the company, and the paid up stock shall be unassessable thereafter for calls. Issue of paid up stock for certain purposes.

13. The company may, with the consent of the owners, acquire and hold land, from which to obtain supplies of gravel, stone and filling required by the company for their works, and may sell or convey the same, or any part thereof, when no longer required. Power of company to hold property for certain purposes.

14. The company shall have power to sell, mortgage or lease any lands belonging to it, not necessary for the purposes of the said railroad, or received by it as a gift in aid thereof; and may, from time to time, for advances of money to be made thereon, mortgage or pledge any bonds which they may, under the provisions of this act, issue for the construction of the railway or otherwise. Power to sell land not required for road.

15. The said company shall have power and authority to become parties to promissory notes and bills of exchange, for sums not less than one hundred dollars; and any such promissory note made or endorsed by the president or vice-president of the company, and countersigned by the secretary and treasurer of the company, and under the authority of a majority of a quorum of the directors, shall be binding on the said company; and every such promissory note or bill of exchange so made shall be presumed to have been made with proper authority, until the contrary be shown. Power to become parties to promissory notes &c.

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 Seal thereon not necessary. President &c

not personally responsible.

the secretary or 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; provided, however, that nothing in this section shall be construed to authorize the said 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.

Proviso.

Directors may issue mortgage bonds.

16. The directors of the said company are hereby authorized and empowered, after the sanction of the shareholders shall have been first had and obtained at any special or general meeting to be called, from time to time, for such purpose, to issue bonds or debentures, which bonds or debentures shall constitute and be considered to be a first and preferential charge on the undertaking, lands, buildings, tolls and income of the company, or any, either or all of them, as may be expressed by the said bonds or debentures, without the necessity for any enregistration thereof, or formal conveyance thereof; and such bonds or debentures shall be in such form, and for such amount, and payable in Canadian currency, or dollars, or in francs, if payable in a foreign country, at such time and places, as the directors, from time to time, may appoint and direct.

Payments to company for lands, &c.

The payment to the treasurer of the company, or to any other person appointed for the purpose, by any *bona fide* purchaser of any of the lands in the fourth section of this act mentioned, of the purchase money thereof, and the acquittance of such treasurer, or other person so appointed, of such purchase money, shall operate as a discharge *pro tanto* of the claim of the company in respect of the lands so paid for; and, until other provisions be made therefor, the treasurer of such company, or other person so authorized, shall keep all monies so received, separate and apart from the ordinary funds of the company, and the money so received shall be invested, from time to time, in government securities, or in the stock of some solvent and well established chartered bank in Canada, for the formation of a fund for the payment of the interest on such debentures as it becomes due, and for their redemption at maturity. The said bonds or debentures shall be signed by the president or vice-president, and countersigned by the secretary and treasurer, or either of such officers, as the directors may decide, and shall bear the corporate seal of the company affixed thereto; provided that the amount of such bonds or debentures shall not exceed twenty thousand dollars per mile, to be issued in proportion to the length of the railway constructed by sections of not less than ten miles and received by the Government; but no such debentures shall be for a less sum than one hundred dollars.

Proviso as to amount of bonds to be issued.

17. The said company may secure such bonds or debentures by a deed or deeds of mortgage, executed by the company with the authority of its shareholders, expressed by a resolution passed at any regular or special general meeting of shareholders. Bonds may be secured by mortgage deed.

Such deed or deeds may contain a description of the property mortgaged by such deed, and such conditions set forth therein, respecting the payment of the bonds or debentures secured thereby, and of the interest thereon, and the remedies which shall be employed 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 further to provide for forfeitures and penalties in default of such payment, and to provide generally for the maintenance of all obligations entered into by the company with any bondholders, in such a manner as to make all security given valid, binding, and according to law. Contents of deed.

18. The directors of the said company, elected by the shareholders in accordance with the provisions of this act, shall have power and authority to enter into and conclude any arrangement with any other chartered railway company or railway administration for the purpose of making any branch or branches to facilitate a connection between the line of this company or any other chartered railway company or railway administration. Power of directors to enter into traffic arrangements with other company, &c.

19. It shall be lawful for the company to enter into any agreement with any other railway company or railway administration for amalgamation; or for the utilization of any section, part or portion of any line surveyed or prospected, and for which a charter has already been had and obtained from the Legislature of the Province of Quebec, or for the use or partial use of the railway of the company, or for leasing to or for hiring from such other company any other railway or a part thereof, or the use thereof, and for any period or term or for the leasing or hiring of any locomotives, cars or moveable property, and generally for making any agreement with any other company or railway administration, touching the use of the railway, or of the railway of the other company or railway administration, or touching any service to be rendered by the one to the other, and the compensation therefor; provided that every such agreement, lease or contract in this section mentioned or referred to shall be first approved of and authorized by the shareholders of the said company at a general meeting of the same, after one month's notice, by circular, and insertion of an advertisement, in French Company may amalgamate &c. with other companies. Agreement, lease or contract must be first approved &c. Proviso.

and English, in a newspaper published in the said county of Ottawa for at least one month.

Lawful for township council to legalize payment of bonus.

20. It shall be lawful for the township council of a township, which has granted a bonus to any such amalgamating road, to legalize the payment thereof by a vote of the said council, and to issue its debentures for any subsidy given towards any portion of the amalgamating railways; provided always that the line of road runs within the boundaries of such township or its vicinity, as set forth in the original by-law under which such bonus was granted.

Officers of company.

21. The board of directors shall elect and appoint a president and the necessary officers, and fill up vacancies, from time to time; but the president and vice-president shall be elected annually, immediately after the election of directors, except that in filling up a vacancy the election may be made at any time.

Subscriptions for stock.

22. The board of directors are hereby authorized to take all necessary steps for procuring subscriptions for stock, until the whole has been taken up, and to make, execute and deliver scrip and share certificates therefor, as they shall deem expedient.

Deed of conveyance of land to company in form of schedule A.

23. Any deed of conveyance of land to the company shall be in the form of schedule A to this act annexed, and may be enregistered at full length, upon the affidavit of one of the witnesses thereto, made before one of the officers authorized to receive the same; and a deed in such form, or in words of like import, shall be a legal and valid conveyance of the land and immoveables therein mentioned, to all intents and purposes, and the enregistration thereof shall be of the same effect as if such deed were executed before a notary.

Powers of directors for certain purposes.

24. The directors of the company may, if they see fit, use either iron or steel rails on their railway; and the directors shall also have power to build tramways as branches, feeders or auxiliaries to the railway, not to exceed, in the case of any branch, a length of fifteen miles, and to construct and use all machinery and appliances for working the same as may be found useful and proper in such cases.

Power of company to purchase &c certain property.

25. The company shall have full power to purchase or acquire land for its warehouses, elevators, its docks, stations, workshops, offices, and erect buildings thereon, and to dispose of any superfluous property connected

therewith, and to acquire, hold and control as many steam or other vessels as the directors may deem requisite, from time to time, to facilitate the carriage of passengers, freight and other traffic in connection with the aforesaid railway.

26. The powers given by this act shall be exercised by the commencement of the said railway within five years after the passing of this act, and its completion within ten years therefrom.

27. This act shall be cited as the "Papineau Seigniorv Railway Act."

28. This charter shall come into force by proclamation, which shall be issued only after the Lieutenant Governor in council shall, within twelve months of the sanction of the present act, have proof that the said company is in a position to carry out its undertaking.

SCHEDULE A.

DEED OF SALE

Know all men by these presents that I, A. B., in consideration of _____, paid to me by the Papineau Seigniorv Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said Railway Company, their successors and assigns, all that tract or parcel of land (*describe the land*), to have and to hold the said land and premises unto the said company, their successors and assigns forever.

Witness my hand and seal, at _____, this _____ day of _____, one thousand eight hundred and _____

Signed, sealed and delivered
in presence of

C. D.
C. F.

A. B. [L S]