

## C A P. X C.

An Act to incorporate the United Counties Railway Company.

[Assented to 30th March, 1883.]

## Preamble

**W**HEREAS the persons hereinafter named and others have, by their petition, represented that the construction of a line of railway from the village of Richelieu, in the county of Rouville, passing by or near St. Jean Baptiste, in the county of Rouville, and by St. Damase or Ste. Madeleine, the parish of St. Hyacinthe, the city of St. Hyacinthe, St. Barnabé and St. Judes, in the county of St. Hyacinthe, St. Ours or Sorel, or any other place in the counties of Richelieu and St. Hyacinthe, so as to reach any point on the River Richelieu and River St. Lawrence, would be beneficial to all the localities above-mentioned, and give easy means of communication to the inhabitants thereof; and whereas such persons have prayed to be incorporated into a company for the purpose of building, equipping and working such railway; and whereas it is expedient to grant the prayer of their petition; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows:

## Persons incorporated

**1.** Louis Huet Massue, F. X. Bedard, and Michel Esdras Bernier, members of the Commons of Canada, Joseph N. Poulin, physician, the Honorable Honoré Mercier, advocate of Montreal, Hubert Lemay, mayor of St. Judes, Alexis Bouvier, mayor of St. Barnabé, Theotime Marchessault, mayor of St. Ours, Ludger A. Roberge, contractor, Odilon Desmarias, advocate, Edouard Mathieu, agent, L. Francis Morison, advocate, and such other persons and corporations as may hereafter become shareholders in the company hereby incorporated, shall be and are hereby constituted a corporation under the name of "The United Counties Railway Company," and shall have all the powers and privileges conferred upon such corporations by the Quebec Consolidated Railway Act, 1880, and the acts amending the same, subject to the following conditions.

Name.  
General powers.

## Company may lay out, build and finish certain railway.

**2.** The company, its agents and servants may lay out, build and finish a single or double railway of such gauge as the company may deem fit, from a point upon the line of the Montreal, Portland and Boston Railway Company, at Richelieu, in the county of Rouville, passing thence by St. Jean Baptiste, in the said county of Rouville, and by St. Damase, or by Ste. Madeleine, in the parish of St. Hyacinthe, the city of St. Hyacinthe, St. Barnabé and St. Judes, in the

county of St. Hyacinthe, St. Ours or Sorel or any other place in the counties of Richelieu and St. Hyacinthe, so as to reach a point on the River Richelieu and the River St. Lawrence, and to build all the bridges necessary for such purpose, as well as the telegraph and telephone lines deemed necessary and useful by it for the working of such railway.

3. The company shall have all the powers conferred by the Quebec Consolidated Railway Act, 1880, not inconsistent with the provisions of this act. Powers of company.

4. The capital stock of the company shall be one hundred thousand dollars, divided into shares of one hundred dollars each; but it may be increased, from time to time, to the sum of one million dollars, by a vote of the majority in value of the shareholders, present or represented by proxy, at any meeting convened for such purpose. Capital stock. Increase thereof.

5. It shall be lawful for the company to receive, as aid in the construction of the said railway, any vacant lands or any other real or personal property, or any sums of money, either as gifts or by way of bonus, or in payment of stock, and legally to dispose of the same, and to alienate the said lands and other real or personal property for the purposes of the company, with the authorization of a majority of the directors. Lawful for Company to receive as aid lands, &c.

6. Louis H. Massue, Théotime Marchessault, J. Poulin, Hubert Lemay, M. E. Bernier, L. Francis Morison and Edouard Mathieu, are hereby constituted a board of provisional directors of the company and shall remain in office until other directors are elected by the shareholders under the provisions of this act; and such directors shall have power and authority to fill vacancies which may arise in the board, to open stock books and have stock taken in the company, to call up and cause to be paid up, instalments on the stock subscribed, to issue bonds or debentures, to become parties to promissory notes and bills of exchange, and to commence and carry on the building and working of their railway. Provisional directors. Powers.

7. The general meeting of the shareholders for the election of directors shall be held on the first Tuesday of May in each year, in the city of St. Hyacinthe, at the place and hour specified in the notice calling such meeting, and such notice shall be inserted in a newspaper published in the city of St. Hyacinthe, during two weeks previous to the date of the meeting. The other meetings of shareholders General meeting for election of directors.

shall be published in the manner prescribed by the by-laws of the company.

Board of directors and quorum.

8. The board of directors of the company shall be composed of seven directors, four of whom shall form a quorum. They shall elect two of their members as president and vice-president. No one shall be elected a director unless he be the holder of ten shares of the capital stock of the company and have paid all the calls due thereon. The shareholders shall have the right to increase or diminish the number of directors, at the general meetings or at special meetings called for that purpose.

Qualification.

Number of directors as may be increased, &c.

Vacancies on board.

9. The directors or the majority of them may, from time to time, replace one or more directors who are deceased or have resigned, by selecting from amongst the shareholders one or more persons qualified to be directors, and the directors, so appointed shall remain in office until the ensuing election in May following,

Head office of company.

10. The chief place of business and the head-office of the Company shall be in the city of St. Hyacinthe.

Company may borrow money and issue debentures.

11. The directors of the company are hereby authorized to borrow, either in Canada or elsewhere, 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 other officer acting as president and countersigned by the secretary. These bonds may be payable in such manner, at such places in Canada or elsewhere, and bear such rate of interest as the directors may deem advisable, and may be sold or pledged at such price and on such terms and conditions as they may deem expedient, provided the amount thereof does not exceed that of the capital stock of the company; and provided also that the amount of such mortgage bonds does not exceed twenty thousand dollars per mile of railway constructed by sections of not less than ten miles and approved by the government.

Bonds how payable.

Proviso as to amount.

Bonds mortgage on property of company, &c.

12. 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 mortgage and privileged claim upon the said company, its undertaking, tolls and revenues and the moveables and immovables it may acquire, and every holder of such bonds shall be deemed an hypothecary creditor as to such lien, *pro rata* with all the other bondholders.

**13.** 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 payable to bearer.

**14.** The 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 or bill of exchange made or endorsed, drawn or accepted, by the president or vice-president of the company and countersigned by the secretary of the company, and 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 made, with proper authority, until the contrary be shown; in no case shall it be necessary to have the seal of the company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or the secretary or treasurer of the company, 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. Company may become parties to bills and notes, &c. President &c. not personally liable.

**15.** The directors may, at any time, call upon the shareholders for such instalments upon each share, which they or any of them may hold in the capital stock of the company, and in such proportion as they may see fit, except that no such instalment shall exceed ten per cent, on the subscribed capital, and that one month's notice of each call shall be sent by mail by means of a registered letter to each shareholder. Calls.

**16.** The company may amalgamate with any other railway company whose road it may cross and may make running arrangements for its cars and trains with any railway along its line or which crosses the same. Company may amalgamate with others.

**17.** It is also hereby authorized to enter into and complete any agreement with any such railway company, for the purpose of acquiring any branch line and to facilitate connection between it and any other railway company or to acquire the corporate property or assets of such other company. Company may acquire branch lines &c.

**18.** It is also hereby authorized to enter into any agreement with any such company to allow the running of the Company may enter into traf-

fic arrange-  
ments &c.

trains of any such railway company over its road, as well as to lease to any railway company the whole or any portion of its road which shall be built, upon such conditions as the board of directors may deem expedient.

Company  
may run its  
trains over  
other lines.

**19.** The company shall also have the right to run its own trains over any other line of railway which it may intersect, provided it obtains the permission of the company interested.

Power of  
directors to  
issue paid up  
stock for  
certain pay-  
ments.

**20.** 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 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, and other persons, who may have been, are, or may be engaged in promoting the undertaking and interests of the company.

Issue of stock  
binding on  
company.

**21.** 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.

Company may  
acquire land  
for certain pur-  
poses.

**22.** The company may acquire and hold land, from which to obtain supplies of gravel, stone and earth required by the company for their works, and may sell or convey the same, or any part thereof, when no longer required.

Company may  
sell &c. land  
not required  
for road &c.

**23.** 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.

Bonds may be  
secured by  
mortgage deed

**24.** The company may secure in favor of any company, corporation, bank or person, who shall advance or loan money to the company, even if such person be a director, 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; and any such deed or deeds may contain such 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,

Conditions  
thereof.

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 manner as to make all security given valid, binding and according to law.

**25.** The directors of the company shall have the power and right to make and build any branch line or lines, by them deemed necessary, for the working of their main line, and to use all machinery and appliances for working the same, as may be found useful and proper in such cases ; but none of these branches shall exceed fifteen miles in length.

Company may build branch lines.

**26.** The company shall have the power to purchase or acquire land for warehouses, elevators, factories, docks, stations, work-shops, 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 its railway.

Company may acquire &c. land for warehouses &c. and erect same &c.

**27.** All contracts for construction or maintenance of the road shall be passed in the manner and according to the formalities set forth by the regulations of the board of directors of the company, notwithstanding subsection 2 of section 28 of the Quebec Consolidated Railway Act, 1880.

Form of contracts.

**28.** All deeds for conveyances of land to the company may, as far as circumstances permit, be in the form of schedule A to this act annexed, or in words of like import ; and in order that all such deeds be duly registered, all registrars, in their respective counties, shall be furnished, by and at the expense of the said company, with a book containing copies of the form given in the said schedule A, or in words of like import which are to be printed one on each page, leaving the necessary blanks to suit the circumstances upon each separate conveyance, and shall, upon the production of any conveyance, enter the same in the said book, by 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 such registration, fifty cents and no more ; and such registration shall be deemed to be valid in law, any statute or provision of law to the contrary notwithstanding, and shall have the same effect as regards the rights of ownership,

Form to be used for conveyances of land to company.

Registration and effect thereof.

servitude, hypothecs and real rights as the registration prescribed by the Civil Code.

Commencement and completion of operations.

29. This act shall be for all purposes deemed to be valid and in full force and effect as to such portion or portions of the said road which may be commenced within five years and completed within ten years from the passing of this act.

Coming into force of charter.

30. 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.

Known all men by these presents that I, A. B., of \_\_\_\_\_ in consideration of the sum of \_\_\_\_\_ paid to me by the United Counties Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said United Counties Railway Company, all that tract or parcel of land (*describe the land*), selected and designated by the said company for the purposes of its railway; to have and to hold the said land and premises unto the said company, their successors and assigns forever.

Witness my hand, at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, one thousand eight hundred and \_\_\_\_\_

Signed, in presence of  
C. D. }  
C. F. } A. B.

CAP. XCI.

An Act to amend the Acts respecting the Lake Champlain and St. Lawrence Junction Railway Company, and to extend the delay granted for the completion of the said Railway.

[Assented to 30th March, 1883.]

Preamble.

WHEREAS the Lake Champlain and St. Lawrence Junction Railway Company have, by their petition,