

CAP. XCIV.

An Act to incorporate the Saguenay and Lake St. John Railway Company.

[Assented to 30th March, 1883.]

WHEREAS the Reverend Mr. Ambroise Fafard, curé Preamble. of Chicoutimi, John Evan Price, esquire, of Quebec, the Honorable Thomas McGreevy of Quebec, member of the Parliament of Canada, Jean Gagné, esquire, of Chicoutimi, member of Parliament, Donald Cameron Thomson of Quebec, lieutenant colonel of militia, Elie St. Hilaire, of St. Prime du Lac St. Jean, M.P.P., and Euloge Ménard, esquire, of Roberval, merchant, and others have prayed for the passing of an act of incorporation for the purpose of building a railway following the most convenient line, and whereas it is expedient to grant their prayer; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

1. The aforesaid persons and such other persons or cor- Persons porations as may become subscribers and shareholders in incorporated. the company hereby incorporated, are hereby constituted a body politic and corporate, under the name of "The Saguenay and Lake St. John Railway Company," to construct Name. a railway starting from the town of Chicoutimi or from St. Alphonse and extending thence to or near Lake St. John.

2. The company are invested with all the rights and pri- Power of Com- vileges necessary to lay out, construct and finish and pany to lay work a single or double line of railway of such width out, &c. line as the company may see fit, from the parish of St. Alphonse or the town of Chicoutimi, by the most convenient line of railway. towards the north-west as far as near Lake St. John. And the company shall have power to build the various sections of the railway in such order as it may see fit, keeping always in view the general direction above specified.

3. The company shall have power to erect and construct Power of Com- the bridges required for the purposes of its railway over pany to build any part of any river where it may deem advisable and bridges, &c. necessary to construct the same, with the right, if the company sees fit, to make such bridges suitable for the passage of horses, vehicles and foot passengers, subject to the clauses, stipulations and conditions of the Quebec Consolidated Railway Act, 1880; and, in the event of any of such bridges

being opened to the public as pay-bridges, the price and rates of toll shall be established by the lieutenant governor in council.

Capital stock. 4. The capital stock of the company shall not exceed, in all, unless increased as provided by the Quebec Consolidated Railway Act, 1880, the sum of two million dollars, divided into twenty thousand shares of one hundred dollars each, which amount shall be raised by the persons hereinafter mentioned and such other persons, corporations, and municipalities as are or may become shareholders in the said company by subscribing to the capital thereof. The money so raised is hereby 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 said railway; the remainder of such money shall be applied towards making, completing, and maintaining the said railway and for the other purposes of this act.

Provisional directors and powers.

5. The petitioners above named shall be and are hereby constituted and appointed provisional directors of the company, and shall remain in office until other directors shall be elected, under the provisions of this act, by the shareholders, and they shall have power and authority to fill vacancies occurring in the board by appointing shareholders to fill such vacancies, to open stock books and procure subscriptions for the undertaking, and make calls upon subscribers in respect of their stock, and to cause surveys and plans to be made, call a general meeting of the shareholders for the election of directors in the manner hereinafter prescribed, and generally to do all such other acts as the board may do under the Quebec Consolidated Railway Act, 1880.

Liability of shareholders limited.

6. All persons, municipalities or corporations, which shall subscribe to the capital stock of the company shall be considered proprietors and shareholders of the company, but shall only be responsible to the amount of their shares.

Mayor of corporation subscribing certain amount to be *ex-officio* director.

The mayor or warden of any municipal corporation, which shall take shares in the capital stock of the company to the amount of ten thousand dollars or over, shall be *ex-officio* one of the directors of the company, in addition to the number of directors authorized by this act, and he shall have the same rights and powers and be subject to the same duties as the other directors of the company.

First meeting for election of directors.

7. When and so soon as one-twentieth part of the capital stock shall have been subscribed as aforesaid, it shall and may be lawful for the directors or the majority of them

to call a meeting of the shareholders at such time and place as they may deem proper, by giving at least two weeks' notice in a newspaper published in the city of Quebec and in the town of Chicoutimi, if there be one. At such general meeting and at the annual general meeting in the following section mentioned, the shareholders present, either in person or represented by proxy, shall elect seven directors, in the manner and qualified as hereinafter provided ; which said directors shall constitute a board of directors of the company, and shall hold office until the first Monday in May, in the year following their election.

Notice thereof.

Election of directors.

Duration in office.

8. On the said first Monday in May, and on the first Monday in May 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 such meeting the shareholders shall elect seven directors for the then ensuing year, in the manner and qualified as hereinafter provided. Public notice of such annual meeting and election shall be published, for two weeks before the day of election, in a newspaper published as aforesaid. The election of directors shall be by ballot, and the persons, so elected, together with the directors *ex officio* under the Quebec Consolidated Railway Act, 1880, if any there be, shall constitute the board of directors.

Annual general meeting for election of directors.

Notice thereof.

Manner of election.

9. Four directors shall form a quorum for the transaction of business, and the 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 five shares of the stock of the said company and shall have paid all calls that may have been made.

Quorum of board, &c.,

Qualification of directors.

10. At the elections of directors under this act and in all matters relating to the affairs of the company at general meetings of shareholders, each shareholder shall be entitled to as many votes as he holds shares, upon which he has paid all calls due, and he may vote in person or by proxy.

Shareholders' right to vote.

11. The board of directors may, at any time, call upon the shareholders to pay their instalments upon every share they may hold in the capital stock of the company, and in such proportion as they may see fit ; but no such instalment shall exceed ten per cent of the capital subscribed, and one month's notice of each call shall be given in such manner as the directors may deem advisable.

Calls.

Proviso.

Notice.

Form of deeds
of conveyance
of land.

12. All deeds and conveyances of land to the said company for the purposes of this act, in so far as circumstances will admit, may be in the form of the schedule A, to this act subjoined, or in any other form to the like effect ; and, for the purpose of the due enregistration of the same, all registrars, in their respective counties, shall, upon production of the said deeds and proof of the due execution thereof, enter and register them in their books, and they shall endorse a minute of such enregistration or entry on the said deeds ; and the registrars shall receive, from the company for all fees on such registration, fifty cents and no more. Such enregistration shall be deemed to be valid in law, any act or provision of law to the contrary notwithstanding.

Registration
of deeds.

Fees therefor.

Vacancies in
board.

13. The board of directors or the majority among them, may, from time to time, replace one or more directors who are deceased or have refused to act as such, by selecting from amongst the shareholders one or more persons holding shares to a sufficient amount to qualify them to act as directors as aforesaid.

Company may
become parties
to bills and
notes.

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 board of directors of the company and countersigned by the secretary-treasurer of the company and under the authority of a majority of a quorum of the directors, shall be binding on the 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 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-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.

Directors may
issue bonds.

15. The directors of the company, upon being duly authorized thereto by a vote of the majority of the shareholders of the said company, present at any annual meeting in the month of May for the election of directors, or at any general meeting, notice of which shall be given, in the manner above prescribed, in the case of an annual general meeting and election, in which notice the object of the meeting shall be clearly set forth, shall have power to issue their bonds, made

and signed by the president and the vice-president of the said company, and countersigned by the secretary treasurer of the company, and under the seal of the company, for the purpose of raising money required for the undertaking. Such bonds shall be and be considered to be privileged claims upon the property of the company, and shall bear hypothec mortgage bonds of such nature shall be issued until ten per cent of the capital stock of the company hereby incorporated has been subscribed ; and provided also that the said company shall not have power to issue such mortgage bonds for a greater amount than twenty thousand dollars per mile of road constructed by sections of not less than ten miles, and that such portion of the road shall have been received by the government.

Form thereof.]

Proviso. 304303

Limitation of amount.

16. All bonds, debentures and other securities, so made and issued by the company, may be made payable to bearer. And all such bonds, debentures, mortgages and other securities of the company and their coupons and certificates of interest relating thereto, and made payable to bearer, shall be transferable by simple delivery and the bearer may sue for the recovery thereof in his own name.

Bonds, to whom payable and how transferred.

17. The company may enter into any agreement with any other railway company in this province for the leasing or selling its railway or any part thereof, of the use thereof, at any time or for any period, to such other company, for the leasing, from such other company, of any railway or part thereof or the use thereof, or for the leasing or buying of locomotives or moveable property, and generally make any agreement or agreements respecting any service to be rendered by one company to the other and the compensation to be paid therefor; and every such agreement shall be valid and binding and may be carried into execution by courts of justice in accordance with the tenor thereof.

Company may lease railway, &c.

18. It shall not be lawful for the directors to sell under par any shares of the company's capital, which shall not have been taken up.

Shares not to be sold below par.

19. It shall be lawful for the company to receive, as aid in the construction of the said railway, any vacant lands and any real or personal property and any sums of money, either as gifts or by way of bonus, or in payment of stock, and it may legally dispose of and alienate such lands and other real or personal property for the purposes of the company, on the authority of a majority of its directors.

Lands, &c., may be received by company as aid, &c.

- Head office of company.** 20. The principal place of business and the head office of the company shall be in the city of Quebec, or in such other place as may be determined by the board of directors.
- Branch lines may be built by company.** 21. Notwithstanding the provisions contained in the Quebec Consolidated Railway Act, 1880, and particularly in the sixteenth and seventeenth sub-sections of section seven of the said act, the company may build and work branch lines, of fifteen miles in length each, and for that purpose it shall have all the powers, rights and privileges conferred upon it for the construction and working of its main line. It may also construct bridges, wharves and all other works necessary for the construction and working of its line.
- Form of contract for works.** 22. 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 said company, notwithstanding the second sub-section of section twenty-eight of the Quebec Consolidated Railway Act, 1880.
- Commencement and completion of works.** 23. This act shall, for all purposes whatsoever, be deemed valid and in full force and effect, as to such portion or portions of the said railway which may be commenced within two years and completed within eight years from the passing of the act.
- 43-44 Vict., c. 43, to apply.** 24. This act shall be subject to the provisions of the Quebec Consolidated Railway Act, 1880, except in so far as they may be inconsistent with or provided for in the special provisions of this act.
- Coming into force of charter.** 25. 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.

FORM OF DEED OF SALE.

Know all men by these presents that I, A. B., of _____, in consideration of _____, paid to me by the Saguenay and Lake St. John Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto

the said Saguenay and Lake St. John 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. } A. B. [L. S.]
 E. F. }

C A P. X C V.

An Act to incorporate the Cap Rouge and St. Lawrence Railway Company.

[Assented to 30th March, 1883.]

WHEREAS, the Honorable Thomas McGreevy and ^{Preamble.} others have, by petition, prayed for an act of incorporation as a company for building the railway hereinafter described, and whereas the building of such railway would greatly benefit the trade and prosperity as well of part of the county of Quebec as of the city of Quebec, 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 :

1. The Honorable Thomas McGreevy, William Sharples, ^{Persons incorporated.} J. B. Forsyth, Ferdinand Hamel, James Bowen, jr., John Sharples, Joseph Fiset, Joseph Elzear Bedard and Edward Dalkin, Esquires, with all such persons and corporations as shall become shareholders in the company hereby incorporated, shall be and are hereby constituted a body corporate and politic under the name of "The Cap Rouge ^{Name.} and St. Lawrence Railway Company."

2. The company and their servants shall have full ^{Company may build certain railway.} power and authority to lay out, construct, make and finish a double or single track of iron or steel railway, from some point at or near the village of Ancienne Lorette,