

5. The first general election of councillors shall be held on the day and at the hour and place determined by the warden of the county, and such day must not be less than fifteen days nor more than thirty days from that on which this act shall come into force.

First general election of councillors.

CAP. XXXIV.

An Act to Encourage the Establishment of Manufactories of Railway Plant

[Assented to 30th June, 1881]

HER MAJESTY, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

1. It shall be lawful for the Lieutenant Governor in council, for the encouragement of the establishment, in this Province, of manufactories, on a large scale, of rails and fastenings, locomotives, cars, carriages and other rolling stock or railway plant, to grant to any company establishing such a manufacture freedom from taxation on behalf of the government.

Lieut. Gov. in council may exempt manufactories of railway plant from taxation.

2. This act shall not apply to municipal or school taxes, and the privilege so granted, shall not extend beyond twenty-five years.

Act not to apply to municipal and school taxes and limitation of privilege.

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

Act in force.

CAP. XXXV.

An Act to incorporate the Montreal and Sorel Railway Company.

[Assented to 30th June, 1881]

WHEREAS the construction of a railway, as herein after set forth, would be a 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 authorised to construct the same, 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 :

Preamble.

1. James F. Armstrong, Cyrille Labelle, Antoine Alphonse Taillon, Christopher B. Carter and Charles

Persons incorporated.

N. Armstrong, together with such other persons and corporations as may become shareholders of the company hereby incorporated, shall be and are hereby constituted a body politic and corporate under the name of "The Montreal and Sorel Railway Company", and the words "the company" wherever used in this act shall mean the Montreal and Sorel railway company, hereby incorporated.

Name of corporation.

Power to build railway, &c. ;

2. The company shall have power and authority to locate, construct and complete and work a railway company, and also a telegraph line throughout the entire length of such railway, from a point on the river St. Lawrence opposite or nearly opposite to the city of Montreal, passing by or near the villages of Longueuil, Boucherville, Varennes and Verchères, and thence to Sorel by St. Antoine, St. Denis, St. Ours or St. Roch

Bridge over Richelieu ;

The company shall also have power to construct a bridge across the river Richelieu.

Steamboats and other vessels.

The company shall also have power to build, own and operate steam and other vessels in connection with the said railway, and may maintain and operate a steam or other ferry between the western terminus of their railway and the city of Montreal, and to and from any places on the river Richelieu, and shall also have power to build such stations, depots, wharves and warehouses as may be necessary to carry on the business of the company.

Powers granted by Railway Act, 1880.

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

Provisional directors.

4. The persons named in the first section of this act, with power to add to their number, shall and are hereby constituted the provisional directors of the company, and four of them shall be a quorum ; they shall remain in office until the first election of directors which shall be held under this act : and such provisional directors shall have power, forthwith, to open stock books, and obtain subscriptions to the capital stock of the undertaking ; and so soon as they shall have obtained sufficient subscriptions to the capital stock, as hereinafter provided, they shall call a meeting of the shareholders of the company for the election of directors.

Quorum and duration of office.

Power to open stock books, &c

Capital of company.

5. The capital stock of the company shall be seven hundred and fifty thousand dollars, divided into shares of one hundred dollars each, but it may be increased from time to time by a vote of the majority in amount of the shareholders, present in person, or represented by proxy,

Proviso.

at any meeting specially called for that purpose, to a sum not exceeding one million five hundred thousand dollars.

6. It shall be lawful for the company to receive as aid in the construction of the said railway any vacant lands or any real or personal property or 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. Power to receive aid.

7. So soon as an amount of seventy-five thousand dollars of the capital stock of the company shall have been subscribed, and ten per cent thereof paid up, the provisional directors shall call a general meeting of the subscribers to the capital stock, in the town of Sorel, for the purpose of electing the directors of the company, whose number shall not exceed five ; notice of such meeting shall be published for two weeks in a paper published in the town of Sorel. Calling of first meeting for election of directors. Notice for that purpose.

8. At such general meeting the shareholders assembled, who have paid up ten per cent of their subscriptions, shall personally or through their proxies elect the directors of the company, three of whom shall form a quorum, and they may pass such by-laws and regulations as they may deem necessary. Election of directors by shareholders. Quorum. By-laws.

9. Every annual or other general meeting thereafter shall be convened at the time and place, and in the manner prescribed by the said by-laws and regulations. Calling of subsequent meetings.

10. No person shall be chosen or appointed director unless he holds, in his own name, at least fifty shares in the capital stock of the said company, and has paid up all calls on the said shares. Qualification of directors.

11. The directors of the company are hereby authorised to issue mortgage bonds, bearing the seal of the company, and signed by the president, or other presiding officer, and countersigned by the secretary ; and such bonds may be payable in such manner, at such place in Canada or elsewhere, and shall bear such rate of interest as the directors may deem advisable ; and the directors shall have power to issue and sell or pledge all or any of such bonds, at the prices and on the terms and conditions as they may deem fit, for the purpose of raising the amount necessary for the carrying out of the undertaking ; provided that the amount of such bonds so issued does not exceed fifteen thousand dollars per mile ; provided also that no such bonds shall be issued until at least seventy five thousand Power to issue mortgage bonds. How payable. Power to sell same. Proviso. Proviso.

dollars of the capital stock have been subscribed, and ten per cent thereon paid up.

Mortgage
bonds to be
privileged
debt.

12. The mortgage bonds hereby authorised to be issued shall, without registration or formal transfer, be received and considered as a first claim and privileged debt against the company, its undertaking, tolls and revenues, and the moveables and immoveables which it now possesses or may hereafter acquire; and every holder of such bonds shall be deemed an hypothecary creditor, as to such security, *pro rata* with all other bond holders.

How payable.

13. All bonds, debentures, hypothecs and other securities hereby authorised, and their coupons and certificates of interest due, may respectively be made payable to bearer, and in such case they shall be transferable by simple delivery, and the holder may sue for recovery thereof in his own name, until they be registered, and, when they are registered, they shall be transferable by a deed of transfer in the same manner as in the case of transfers of shares; but they shall again become transferable by simple delivery, upon the registration of a transfer to bearer, and the company shall be bound to execute such registration on the application of the then registered holder.

Power of com-
pany to be-
come party to
certain con-
tracts.

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, 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 shewn; 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 personally 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. 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.

Officers not
personally
responsible.

Proviso.

Calls.

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 said 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 to each shareholder.

Notice for that purpose.

16. The company shall have power to amalgamate or make arrangements with any line of railway, for the passage of its cars, situated along the line, the construction whereof is hereby authorized, or which shall cross or join the same, 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 such other company.

Power to amalgamate or make other arrangements.

17. Except as otherwise provided by this act, every railway in the province of Quebec, acquired by the company, either by purchase or amalgamation, and every branch in the province of Quebec, made or acquired by the company, in pursuance of any arrangement under the provisions of this act, shall be held and deemed to be, according to the true intent and meaning of the "Quebec Consolidated Railway Act, 1880," a railway constructed under the authority of an act passed by the Legislature of Quebec.

Railway acquired by company to be under Quebec Consolidated Act, 1880.

18. The company may enter into any arrangement, with any other railway company or with the government of the province of Quebec, for leasing the 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 such other company or the said government any railway or any part or branch thereof, or the use thereof at any time or times, and for any period, or for leasing or hiring, as lessors or lessees, any locomotives, tenders, cars or other rolling stock or moveable property from any such company, or any company or individuals or the said government, and generally to make any agreement or arrangement with any other such company or the said government, touching the use by one or the other or by both, of the said railway or rolling 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; provided the said leases, arrangements and agreements had been first respectively sanctioned by the majority of votes, at a special general meeting of the shareholders, called for the purpose of considering the

Power to lease railway, &c

Proviso.

same respectively, after due notice given as provided by
 "The Quebec Consolidated Railway Act, 1880."

Rights of
 shareholders.

19. All shareholders in the company, whether British subjects or aliens or residents of Canada or elsewhere, shall have equal rights to hold stock in the company, and to vote on the same, and be eligible to any office in the company.

Form of deeds
 of sale.

20. All deeds and conveyances of lands 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.

Time when
 works upon
 railway shall
 be commen-
 ced.

21. Work shall be commenced on the said railway within six months from the sanctioning of this act, and shall be completed within two years thereafter.

Act in force.

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

SCHEDULE A.

Deed of sale.

Know all men, by these presents, that
 of _____ in the County of _____ for and
 in consideration of the sum of _____ to _____ paid
 by the Montreal and Sorel railway company, which ac-
 knowledges to have received, grant, bargain, sell and convey
 unto the said Montreal and Sorel railway company, their
 successors and assigns, all that tract or parcel of land
 _____ the same having been selected
 and laid out by the said company, for the purposes of their
 railway, to have and to hold the said lands and premises
 unto the said company, their successors and assigns for
 ever.

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

Signed, Sealed delivered }
 in the presence of . }