

by the Legislature shall not extend or be applied to the branches authorized by this act.

Delay to complete road extended.

Proviso.

5. The time for the completion of the said railway to Lake St. John is hereby extended to the thirty first day of December, one thousand eight hundred and eighty-five. Provided always that if the said road be not wholly completed and ready to be put in operation as far as the southern extremity of *L'Île du Lac Edouard*, on or before the thirty-first day of December, one thousand eight hundred and eighty two, the charter of the said company shall be forfeited and declared to be so, to all lawful intents and purposes, for the uncompleted portion thereof.

Inconsistent provisions repealed.

6. All portions of any act referring to this company, inconsistent with this act, are hereby repealed.

Act in force.

7. The present act shall come into force on the day of its sanction

CAP. XLVII.

An Act to incorporate the South Shore Railway and Tunnel Company.

[Assented to 24th July, 1880.]

Preamble.

WHEREAS Louis Adelard Senécal, the Honorable Bradley Barlow, François Xavier Archambault, Azro Buck Chaffee, Lucius Robinson, Thomas E. Foster, Alexander Cameron, M.D., M.P.P., R. J. Kimball, Thomas Wilson, Jean Baptiste Renaud, Louis Allard, George W. Stephens, Willis Russel and A. Laberge, have, by petition, represented that the construction of a railway and a tunnel as hereinafter described would be of general advantage; and whereas they have prayed, by their said petition, for an act incorporating them and all other persons or corporations which may become shareholders in the said company, as a company for constructing the same; 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:

Persons incorporated.

1. The said Louis Adelard Senécal, the Honorable Bradley Barlow, François Xavier Archambault, Azro Buck Chaffee, Lucius Robinson, Thomas E. Foster, Alexander Cameron, M.D., M.P.P., R. J. Kimball, Thomas Wilson, Jean Baptiste Renaud, Louis Allard, George W. Stephens, Willis Russell, A. Laberge, Raymond Préfontaine, M.P.P.,

and C. O. Perrault, with all such other persons or corporations as shall become shareholders in the company hereby incorporated, shall be, and they are hereby constituted a body politic and corporate by the name of : “ The South Name of corporation. Shore Railway and Tunnel Company.”

2. The said company and their servants shall have full General powers of corporation. power and authority to lay out, construct, make and finish a continuous double or single track iron or steel railway of a standard guage of four feet eight inches and one half, and also a telegraph line throughout the entire length of such railway, with the proper appurtenances, from a point at or near Dundee, in the county of Huntingdon, and thence, in an easterly direction, to a point, in the county of Chambly, opposite or nearly opposite the city of Montreal, passing through and near the villages of the parishes of St. Martin, St. Malachie d’Ormstown and Huntingdon, with power to build branch lines connecting with any railway south of the river St. Lawrence.

The said 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 eastern terminus of their railway and the city of Montreal.

And the said company shall have the power to construct a tunnel of sufficient width to allow of a double track of railway to be laid therein, upon the entire length thereof, such track to be of said gauge of four feet eight inches and one half, from a point, at or near the town of Longueuil, or the village of St. Lambert, to the city of Montreal, or the village of Hochelaga, or near the same, and shall have full power to lay a double track of such gauge therein and for that purpose, they shall have power to dig and excavate, on both sides of and under the river St. Lawrence, at such points and to such extent as shall be deemed necessary for the purposes of said tunnel, and the said company shall have power to connect their line of railway at or near the terminus thereof, in the county of Chambly, with the track in the said tunnel, and to continue a railway line, from the outlet of the said tunnel, on the north shore of the river St. Lawrence, to a point on the Quebec, Montreal, Ottawa and Occidental railway, so as to connect with the same.

3. The capital of the company shall be five million Amount of capital of company, and power to increase. dollars, and shall be divided into shares of one hundred dollars each, but may be increased, from time to time, by vote of the majority in value of the shareholders, present in person or represented by proxy, at a meeting specially

called for the purpose, to an amount not exceeding ten million dollars.

Power to acquire as aid.

4. 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.

Provisional directors.

5. Louis Adelard Senécal, the Honorable Bradley Barlow, François Xavier Archambault, Azro Buck Chaffee, Lucius Robinson, Thomas E. Foster, Alexander Cameron, M.D., M.P.P., R. J. Kimball, Thomas Wilson, Jean Baptiste Renaud, Louis Allard, George W. Stephens, Willis Russell, A. Laberge, Raymond Préfontaine, M.P.P., and C. O. Perrault, are hereby constituted a board of provisional directors of the company, and shall hold office as such until other directors shall be elected under the provisions of this act by the shareholders, and shall have power and authority to fill vacancies occurring therein, to open a stock-book, and have stock taken for the undertaking, and to receive payment on stock subscribed.

General meeting.

6. When and so soon as one-tenth part of the said capital stock shall have been subscribed as aforesaid, and one-tenth of the amount so subscribed paid in, the said provisional directors, or a majority of them, may call a meeting of the shareholders, at such time and place in the city of Montreal, as they shall think proper, giving at least two weeks' notice thereof, in the Quebec Official Gazette, and in one English and one French or more newspapers published in the city of Montreal, and by a circular letter mailed to each shareholder, at which said meeting, the shareholders, present in person or represented by proxy, shall elect fifteen directors, in the manner and qualified as hereinafter provided; which said directors shall constitute a board of directors, and shall hold office until the first Wednesday in the month of February in the year following their election.

Notice for that purpose.

1st election of directors.

Annual general meeting.

7. On the said first Wednesday, in the month of February, in the year next following and on the first Wednesday, in the month of February, in each year thereafter, at the principal office of the company, in the city of Montreal, there shall be held a general meeting of the shareholders of the company, for receiving the report of the directors, transacting the business of the company,

whether general or special, and electing the directors thereof, and at such meeting, the shareholders shall elect directors for the ensuing year, in the manner and qualified as hereinafter provided, which directors shall be fifteen in number, unless and until their number shall be changed by by-law; and the number may, from time to time, be fixed by such by-law, at not less than nine nor more than fifteen; and public notice of such annual meeting and election shall be given by the publication, for one month before the day of election, of an advertisement in the Quebec Official Gazette, and in one French and one English or more newspapers, in the city of Montreal, and by a circular letter mailed to each shareholder; and the election of directors shall be by ballot; and the persons so elected, together with any *ex officio* directors, shall form the board of directors, and at all meetings of shareholders, they may vote by proxy, such proxy to be held by a shareholder.

Election of directors.

Notice to that effect.

Method of election.

Board of directors.

8. A majority of the directors shall form a quorum for the transaction of business, and the said board of directors may employ one or more of their number, as paid director or directors; Provided, however, that no person shall be elected a director, unless he shall be the holder and owner of at least one hundred shares of the stock of the company, and shall not be in arrear, in respect of any calls thereon.

Quorum of directors.

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 twenty thousand dollars, shall be entitled to appoint a person, annually, 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 Railway Act, 1869," or any other act; but such municipality shall incur no liability by the appointment of such director, and shall not be entitled to vote upon their stock at the election of directors.

Municipal council giving bonus may appoint director.

10. In the election of directors, under this act, and in the transaction of all business at general meeting of shareholders, each shareholder shall be entitled to as many votes as he holds shares upon which the calls made have been paid up.

Right of voting.

11. The directors may, from time to time, make calls upon the shareholders, upon the shares held by them in the capital stock of the company, in such proportion as they may see fit, not exceeding ten per cent in any one call; and the directors shall give thirty day's notice of

Calls.

such call, in such manner, as they may by by-law appoint, and no call shall be made, at a less interval than two months from the previous call.

Principal office of company.

12. The head office of the company shall be at the city of Montreal.

Power to become parties to bills and notes.

13. 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 and treasurer 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, endorsed, drawn or accepted, shall be presumed to have been made, endorsed, drawn or accepted with proper authority, until the contrary be shown; and 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 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; 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.

Official case not necessary and officers not individually responsible.

Proviso.

Power to issue mortgage bonds for certain purposes.

14. The company may issue mortgage bonds for not less than two thousand dollars each, to the extent of twenty thousand dollars per mile, upon the entire length of their railway, and three million dollars upon their tunnel, for the purposes of the undertaking, authorized by the present act, but such issue shall not be made except under the authority of a special general meeting of the shareholders, called for the purpose of considering it, and thereafter shall constitute a first mortgage, hypothec and privilege upon the said railway or the said tunnel or both, according to the tenor thereof, and upon its property, real and personal, rolling stock, plant, tolls and revenues, after deduction, from such toll and revenues, of the working expenses of the railway and tunnel; and such mortgage and hypothec shall be evidenced by a deed or deeds of mortgage and hypothec, executed by the company, with the authority of its shareholders, expressed by a resolution passed at a special general meeting thereof called for the

Authority required.

How such mortgage may be proved.

purpose; which deed or deeds shall contain such conditions respecting the payment of the said bonds, and of the interest thereon, and respecting the remedies which shall be enjoyed by the holders thereof, or by any trustee or trustees for them, in default of such payment, and for enforcing such remedies, and for such forfeitures and penalties in default of payment thereof, and of the interest or coupons thereon, as may be approved by such meeting; and may also, with the approval aforesaid, authorize the trustee or trustees, upon such default, as one of such remedies, to take possession of the said railway and tunnel, and property mortgaged, and hold and run the same, for the benefit of the bondholders thereof, for a time limited by such deed or deeds, or to sell the said railway, tunnel and property, after such delay and upon such terms and conditions as may be stated in such deed or deeds; and, with like approval, may thereby 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, including the right to the holders of such bonds to vote at meetings of shareholders and bondholders whenever any instalment either of interest or capital is in default, as shall be described in such deed or deeds, and every such mortgage-bond shall specify whether the railway or the tunnel or both are mortgaged thereby. But no such bonds shall be issued upon the said railway unless ten miles thereof have been built, and then bonds to the amount of two hundred thousand dollars may be issued, and so on, after each ten miles of road shall have been built, and no such bonds shall be issued upon such tunnel, until the government engineer shall have made a report to the Lieutenant Governor in council, that at least one hundred thousand dollars have been expended on the construction of such tunnel, and then bonds to the latter amount may be issued, and so on whenever a report is made, in the same manner that a further sum of one hundred thousand dollars or over has been expended on the construction of the tunnel, until the said road and tunnel are completed, and then the balance of the said bonds may be issued.

Conditions in deeds, &c.

Power of trustees to take possession of such tunnel in certain cases.

Other powers of trustees.

Conditions of issue of bonds.

15. The words: "working expenses," shall mean and include all expenses of maintenance of the railway and tunnel, and of the stations, buildings, works and conveniences belonging thereto and of the rolling stock and other stock and movable plant used in the working thereof; and also, all such tolls, rents or annual sums as may be paid in respect of property leased to or held by the company, or in respect of the hire of engines, carriages or

Meaning of term "working expenses."

waggon's let to the company ; also, all rents, charges or interest on lands belonging to the company, purchased but not paid for, or not fully paid for ; and also, all expenses of and incidental to working the railway and tunnel and the traffic thereon, including stores and consumable articles ; also, rates, taxes, insurance and compensation for accidents or losses ; also, all salaries and wages of persons employed in and about the working of the railway, tunnel and traffic ; and all office and management expenses, including directors' fees, agency, legal and other like expenses ; and generally all such charges, if any, not otherwise specified.

Power to build stations, &c. ;

16. The company shall have power and authority to erect and maintain all necessary and convenient buildings, stations, depôts, warehouses, steam or other elevators and fixtures, and, from time to time, to alter, repair or enlarge the same, as the increasing traffic may require ; and shall also have full power and authority to connect any of the works herein mentioned with any point on the railway, by means of any line or lines of railway for such purposes.

To make arrangements with other railway companies.

17. The directors of the company shall have full power and authority to enter into and conclude any arrangements with any other railway company of the Province of Quebec or the United States, for the purpose of making or acquiring any branch or branches to facilitate a connection between the company hereby incorporated and such other railway company, or to acquire the corporate property and franchise of such other company.

Certain arrangements to be considered made under Quebec Railway Act.

18. 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 Railway Act, 1869," a railway constructed under the authority of an act passed by the legislature of Quebec.

Power to lease the road.

19. The company may enter into an arrangement with any other railway company, or with the government of the Province of Quebec, for leasing the said railway or the said tunnel or both or any part or branch thereof, or the use thereof, at any times, and for any period, or for leasing or hiring from such other company or 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 arrangements with any such other company or the said government, touching the use by one or the other, or by both of the said tunnel or railway or 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 arrangements with any such other company or the said government touching the use by one or the other, or by both of the said tunnel or 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, agreements and arrangements have been first respectively sanctioned by the majority of votes, at a special general meeting of the shareholders, called for the purpose of considering the same respectively, after due notice given as provided by "The Quebec Railway Act, 1869."

Proviso.

20. Any other railway company wishing to avail themselves of the use of the said tunnel for the carrying over their locomotives and cars, shall be entitled to use the same, by applying to the board of directors of the company, and submitting themselves to the rules and regulations to be promulgated for such purposes, and the amount of compensation to be paid for such transportation shall be determined by an order in council passed by the executive council of the province of Quebec, upon the report to that effect of their chief railway engineer.

Power of other companies to use the tunnel for certain purposes and upon certain conditions.

21. The company shall have power to expropriate, for the purposes of their railway and for the purposes of their tunnel, under the same conditions as provided for in favor of railway companies under the Quebec Railway Act, 1869, and they shall enjoy to that effect all powers granted to railway companies by the said act.

Power to expropriate lands for railway, &c., upon certain conditions.

22. 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.

Persons who may hold stock, &c.

23. Any deed or conveyance of land to the company may be in the form of schedule A, to this act annexed, and may be registered at full length, upon the affidavit of one

Form of deeds of sale to company.

Registrar to be furnished with book at expense of company.

of the witnesses to the execution thereof, made before the officers usually 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 lands and immoveables therein mentioned, to all intents and purposes, and the registration thereof shall be of the same effect as if such deed were executed before a notary. 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, which are to be printed 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, without any memorial, and shall minute the enregistration or entry on the deed, and the registrar shall charge and receive from the said company, for all fees on such registration, besides the required stamps, 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.

Powers limited.

24. The powers given by this act shall only be exercised if the railway is commenced within three months, and the completion thereof within two years, after the sanctioning of this act, and if the tunnel is commenced within one year and the completion thereof within five years from the sanctioning of this act.

Commencement of work.

25. Work shall be commenced on the said railway and on the said tunnel only after the plans and specifications thereof, shall have been submitted to the government engineer of this province and approved by the Lieutenant Governor, in council, and after a sum of ten thousand dollars shall have been deposited in the hands of the treasurer of the province, to cover the cost of the work of exploration and the preparation of the plans and specifications of the said tunnel; and such work of exploration and preparation of the plans and specifications shall be forthwith commenced and conducted under the superintendence of an engineer, appointed by the government for that purpose.

Date of coming into force of charter.

26. This charter shall come into force only by proclamation, which shall be issued only after the lieutenant-governor, in council, due regard being had for existing charters, shall have proof that the company has at its disposal, sufficient resources to carry out the said work, upon the said tunnel and railway, within the delay granted

by the present charter, and the work of construction shall be commenced only when the said company shall have consented to and signed a deed of agreement, which shall be considered as forming part of the present charter, granting to the satisfaction of the Lieutenant Governor, in council, satisfactory and permanent advantages to the Quebec, Montreal, Ottawa and Occidental Railway, and to the general traffic of the province, in such manner that the said tunnel shall always be open to traffic, by railway or otherwise.

SCHEDULE A.

Form of Deed of Sale.

Know all men by these presents that I, A. B., of _____, do hereby in consideration of _____, paid to me by The South Shore Railway and Tunnel Company, the receipt whereof is hereby acknowledged,—grant, bargain, sell and convey unto the said, The South Shore Railway and Tunnel 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 for ever.

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.]

CAP. XLVIII.

An Act to incorporate "The St. Lawrence River Tunnel Company."

[Assented to 24th July, 1880.]

WHEREAS the persons hereinafter mentioned and Preamble. others, have, by their petition, represented that the construction of a tunnel, for railroad and other purposes, under and across the river St. Lawrence, in the vicinity of the city of Montreal, which should be open on fair and equal terms to the use of the public, and of the government and all other railways, from various parts of the Dominion and of the United States, running to or through the said