

Northern Colonization Railway Company," have received from \_\_\_\_\_ of \_\_\_\_\_ the sum of \_\_\_\_\_ as a loan, to bear interest from the date hereof, at the rate of \_\_\_\_\_ per centum per annum, payable half-yearly on the \_\_\_\_\_ day of \_\_\_\_\_ and on the \_\_\_\_\_ day of \_\_\_\_\_ which sum of \_\_\_\_\_ the said company bind and oblige themselves to pay on the \_\_\_\_\_ day of \_\_\_\_\_ to the said \_\_\_\_\_ or to the bearer hereof at Montreal, and to pay the interest thereon half-yearly as aforesaid on the production of the *coupon* therefor, which now forms part of this debenture.

And for the due payment of the said sum of money and interest, the said company, under the power given to them by the said statute, do hereby mortgage and hypothecate the real estate and appurtenances hereinafter described, that is to say: *The whole of the railroad from Montreal to including all the lands at the termini of the said road, and all lands of the company within these limits, and all buildings thereon erected, and all and every the appurtenances thereto belonging.*

In testimony whereof, \_\_\_\_\_, president of the said company hath hereto set and affixed his signature, and the seal of the said company, at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ one thousand eight hundred and \_\_\_\_\_

President,

(L. S)

Countersigned and entered

Secretary.

I certify that this debenture was duly registered in the registry office for the county of \_\_\_\_\_ in the district of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_ one thousand eight hundred and \_\_\_\_\_ of the clock in the \_\_\_\_\_ noon, in register page \_\_\_\_\_

Registrar.

## C A P . L V I .

An Act to incorporate the Richelieu, Drummond and Arthabaska Counties Railway Company.

[Assented to 5th April, 1869.]

Preamble.

**W**HEREAS a charter of incorporation was granted to the Drummond and Arthabaska counties railway company by the Act twenty-third Victoria, chapter one hundred and eleven, which act was subsequently amended by the Act twenty-fourth Victoria, chapter eighty-six,—

And whereas the said charter or act of incorporation hath lapsed by reason of non-user within the delay in said acts specified ;—And whereas the Honorable Christopher Dunkin, and Valentine Cooke and Jesse D. Robinson, esquires, sole surviving directors of the said company, and others, have petitioned the legislature for an act to revive the said Act of incorporation as so amended, and still further to amend the same ;—And whereas it is expedient to grant a new charter of incorporation ; Therefore, Her Majesty, by and with the advice and consent of the Legislature of Quebec, enacts as follows :

1. The said Honorable Christopher Dunkin, Valentine Cooke, Jesse D. Robinson, together with Edward John Hemming, Joseph Boisvert, of Wickham, John Rolph, Michael Leonard, Pierre Nérée Dorion, William J. Watts, François-Xavier Janelle, Robert James Millar, Louis Guévremont, Bruno Côté, Isaac P. Wilson, Félix Pinard, James Duncan, Louis Adélaré Sénécal, Léon Dessert, David Vanasse Beauvais, Moë Fortier, Jonathan Wurtele, Archibald Wurtele, Jean Baptiste Commeault, Ovide J. Paradis, Maxime Beaupré, Roch Moïse Samuel Migneault, the Honorable Jean Baptiste Guévremont, Pierre Latraverse, Louis Mundeville, Thomas McCarthy, George Isidore Barthe, Michel Mathieu, Jean Baptiste Labelle, Joseph Boisvert, of Drummondville, Théophile Brassard and Thomas McGuaig, and such other persons and corporations as shall become shareholders in the company hereby incorporated, shall be and are hereby constituted a body corporate and politic by the name of "The Richelieu, Drummond and Arthabaska Counties Railway Company."

Certain persons incorporated.

2. With the approval of the lieutenant-governor in council the name of the said company may be changed hereafter, should the then board of directors think it expedient to change the same ; and such approval shall be signified by the publication during the space of one month, in the Official Gazette for the Province of Quebec, of the proclamation of the lieutenant-governor so changing the same ; and from and after the last publication of such proclamation the said company shall be known only by the name so conferred upon it by the said proclamation ; provided however that such change of name shall not be held to constitute a new company or corporation ; but the said company under such new name shall be held to be to all intents and purposes one and the same with the said company now incorporated, and all suits then pending in which the said company may be a party may be continued to judgment under such former name, and provided further that the use of the former name in any deed, writ, process, pleading, document, matter or thing shall not invalidate

Name of company may be changed.

Proviso.

the same notwithstanding that such name may have been changed as aforesaid.

Power to construct a railway, &c., on certain lines.

23. The said company and their servants shall have full power and authority to lay out, construct, make and finish a double or single wooden railway of such width or gauge and from any point on the Grand Trunk Railway either in the counties of Drummond, Bagot or St. Hyacinthe to any point on the Three Rivers and Arthabaska branch railway, and may also lay out, construct and finish a double or single wooden railway, as a part of their main line to connect the same with the town of Sorel, in the county of Richelieu; the point of intersection or divergence of such main line to be at or near the village of Drummondville, and shall also have the further power of continuing their main line from the point of junction with the Three Rivers and Arthabaska branch railway so as to form a junction with the Levis and Kennebec railway or with any railway connecting with such last mentioned railway, together with the power to construct any branch or branches of the same not exceeding fifteen miles in length from any station or depot thereof, with power hereafter to substitute iron rails for wooden in any part of said road, in the discretion of the directors, under the conditions hereby established for the main line thereof.

Capital stock.

24. The capital stock of the said company shall be the sum of five hundred thousand dollars (with power to increase the same as provided by the Quebec Railway Act, 1869, passed during the present session,) to be divided into twenty-five thousand shares of twenty dollars each, which amount shall be raised by the persons hereinbefore named, and such other persons and corporations as may become shareholders in such stock, and the money so raised shall be applied in the first place, towards the payment of all fees, expenses and disbursements for procuring the passing of this Act, and for making the surveys, plans and estimates connected with the railway, and all the rest and remainder of such money shall be applied towards the making, completing and maintaining the said railway, and other purposes of this Act; provided always, that until the said preliminary expenses shall be paid out of the capital stock, it shall be lawful for the Municipality of any county, city, town or township interested in the railway, or otherwise, to pay out of the general funds of such municipality, such preliminary expenses, which sums shall be refunded to such municipality from the stock of the said company, or be allowed to them in payment of stock.

Application thereof.

Proviso: as to payment of preliminary expenses by municipalities.

Provisional directors

25. The said persons hereinbefore mentioned are hereby constituted and appointed the first board of directors of the company, any five members thereof to form a quorum for the transaction of business.

6. The said directors are hereby empowered to take all Their powers. necessary steps for opening the stock-books for the subscriptions of parties desirous of becoming shareholders in the said company, and all persons subscribing to the capital stock of the said company shall be considered proprietors and partners in the same, but shall be liable only to the extent of their stock therein.

7. All manufacturing companies or other companies Certain companies may take shares. carrying on business in whole or in part at any place within the limits of the counties traversed or to be traversed by the said line of railway, whether incorporated by special or general act, may, by a vote of the shareholders representing at least the three-fourths in value of the shares, but not otherwise, subscribe or otherwise purchase and hold any number of shares in the capital stock of the said company which they shall deem desirable, and may divest themselves thereof by transfer in the form hereafter provided.

8. When and so soon as one tenth part of the said capital stock shall have been subscribed, as aforesaid, it shall and Meeting for election of first directors. may be lawful for the said directors, or a majority of them, to call a meeting of the shareholders at such time and place as they may think proper, giving at least two weeks' notice in one newspaper published in the town of Sorel, and in one newspaper published in the city of Montreal, at which general meeting, and at the annual general meetings, in the following sections mentioned, the shareholders present, either in person or by proxy, shall elect nine directors, in the manner hereinafter provided, which said nine directors shall constitute a board of directors, and shall hold office until the first wednesday in July, in the year following their election.

9. On the said first wednesday of July, and on the first Meetings for election of subsequent directors. wednesday of July in each year thereafter, there shall be holden a general meeting of the shareholders of the said company at the principal office of said company, at which meeting the shareholders shall elect nine directors for the then ensuing year, in the manner hereinafter provided; and public notice of such annual general meeting and election shall be published one month before the day of election, in one or more newspapers published in Sorel and Montreal aforesaid, and the election of directors shall be by ballot; and the persons so elected, together with the *ex officio* directors, shall form the board of directors; and at every such meeting each municipal or other corporation holding stock to the amount of ten thousand dollars or more and not being in arrear for any call therein, may either take part in such election as an ordinary shareholder or may abstain from so doing; and each such corporation as shall so abstain may either then or at any time thereafter by by-law in that behalf, name one of such directors

who need not himself be shareholder, to serve for the like term.

Quorum of directors.

**10.** Five 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 director unless he shall be the holder and owner of at least ten shares of the stock of the said company, and shall have paid up all calls upon the said stock.

Voting.

**11.** In the election of directors under this act, and in the transaction of all business at general shareholders' meetings, each shareholder shall be entitled to as many votes as he holds shares upon which the calls have been paid up, and shall be entitled to vote either in person or by proxy; and at all such meetings the stock held by municipal or other corporations may be represented by such person as they shall respectively have appointed in that behalf by by-law and such person shall at such meeting be entitled equally with the shareholders to vote by proxy.

Calls on shares.

**12.** 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 given in such manner as the directors shall think fit.

Forfeiture of shares.

**13.** Advantage may be taken of the forfeiture of shares without the same having been declared to be forfeited at a general meeting of the company assembled at any time after such forfeiture occurs, provided the same be declared to be forfeited at a meeting of the board of directors.

Vacancies among directors.

**14.** The directors, or a majority of them may supply the place or places of any of their number, from time to time, dying or declining to act as such directors, from among the several persons being subscribers for or owning and holding shares in the said company sufficient to qualify him or them to act as directors so aforesaid.

Form of conveyances of lands.

**15.** 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, or in any other form to the like effect; and for the purposes of due enregistration of the same, all registrars in their respective counties are required to register in their registry books such deeds and conveyances, upon the production and proof of the due execution thereof, without any memorial, and shall minute the enregistration or entry on such deed; and the registrar shall receive from the said company, for all fees on every such enregistration, and for a certificate of the same, fifty cents and no more,

Registration thereof.

and such enregistration shall be deemed to be valid in law ; any statute or provision of law to the contrary notwithstanding.

**16.** The said company shall have the 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, or any such bill of exchange drawn, accepted or endorsed by the president or vice-president of the company, and countersigned by the secretary and treasurer of the said company, and under the authority of a quorum of the directors, shall be binding on the said company, and every such promissory such note or bill of exchange so made, shall be presumed to have been made with proper authority, until the contrary be shown and in no case shall it be necessary to have the seal of the said company affixed to such promissory note or bill of exchange, nor shall the president or vice-president or the secretary and 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.

Power to issue promissory notes.

Without individual responsibility of persons signing.

**17.** The directors of the said company shall have the power, upon being duly authorized thereto by a vote of the majority of the shareholders in the said company present at any annual meeting in the month of July, for the purpose of electing directors, or at any general meeting of the said shareholders, whereof notice shall have been given in the manner hereinabove provided in the case of a general annual meeting and election, and in which notice shall be stated and published the object of such meeting, to issue their bonds or debentures made and signed by the president or vice-president of the said company, and countersigned by the secretary and treasurer thereof, and under the seal of the said company, for the purpose of raising money for prosecuting the undertaking, and such bonds shall be and be considered to be privileged claims upon the property of the said company, and shall bear hypothec upon the said railway without registration, anything in article 2084 of civil code, to the contrary notwithstanding ; and such bonds or debentures shall and may be in the form contained in the schedule " B " annexed to this act or in any other form similar thereto and need not be executed before a notary ; provided, however, that no such bonds or debentures bearing such hypothec shall be issued until after ten per cent of the whole capital stock of the said company, as provided by this act, shall have been expended in and upon the said railway ; and provided, also, that the whole amount raised by such bonds or debentures shall not exceed one half the capital stock

Power to issue debentures.

Hypothec without registration. 2084 C. C.

Poviso.

of the company, nor be in excess of the amount actually paid up on its share capital at the time of the issue of such bonds or debentures.

As to agree-  
ments with  
other compa-  
nies.

18. It shall be lawful for the said company to enter into any agreement with any other railway company, in this province, for leasing the said railway or any part thereof or the use thereof, at any time or times, or for any period to such other company, or for leasing or hiring from such other company any railway or part thereof, or the use thereof, or for the leasing or hiring any locomotives, tenders or moveable property, and generally to make any agreement or agreements with any such other company, touching the use by one or the other or by both companies of the railway or moveable property of either or both or any part thereof, or touching any service to be rendered by the one company to the other, and the compensation therefor; and any such agreement shall be valid and binding, and shall be enforced by courts of law according to the terms and tenor thereof.

Power to acquire, sell &c.  
12000 acres of land.

19. The said company may from time to time purchase, have, hold, take, receive, use and enjoy any moveable property, not exceeding in the whole twelve thousand acres, along the line of the said railway, or in the vicinity thereof, but separated therefrom, and if separated therefrom, then with the necessary right of way thereto, which it may please her majesty or any person or corporation to give, grant, sell or convey unto and to the use of the said company; and the said company may cut wood and dig earth, gravel and stones on any such land, either for their own use in the construction and keeping in order and working of the railway, or for sale, and may establish stations, sidings, branches, work-shops, wood-yards and gravel pits on any such lands, and may sell fire-wood or timber cut on such lands, and may from time to time sell and dispose of any of such lands not required or necessary to be retained for gravel pits, sidings, branches, wood-yards, station grounds or work-shops, or for other purposes of the said company, and may acquire other in lieu thereof.

### SCHEDULE A.

FORM OF DEED OF SALE.

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 Richelieu, Drummond and Arthabaska Counties Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said Richelieu, Drummond and Arthabaska Counties Railway

Company, their successors and assigns, all that tract or parcel of land, (describe the land,) the same having been selected and laid out by the said company for the purpose of their railway; 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 this                      day of  
one thousand eight hundred and

Signed, sealed and delivered in presence of

A. B. (L.S.)

### SCHEDULE B.

#### FORM OF DEBENTURE.

"The Richelieu, Drummond and Arthabaska Counties Form of debenture.  
Railway Company."

Number

\$

This debenture witnesseth that "The Richelieu Drummond and Arthabaska Counties Railway Company," under the authority of the Provincial Statute passed in the thirty-second year of her majesty's reign, intituled, "An Act to incorporate the Richelieu Drummond and Arthabaska Counties Railway Company," have received from

of the sum of  
as a loan, to bear interest from the  
date hereof, at the rate of                      per centum per annum,  
payable half-yearly on the                      day of  
and on the                      day of

which sum of                      the said company bind and oblige themselves to pay on the  
day of                      to the said                      or to the  
bearer hereof at                      and to pay the interest thereon  
half-yearly as aforesaid on the production of the *coupon*  
therefor, which now forms part of this debenture.

And for the due payment of the said sum of money and interest, the said company, under the power given to them by the said statute, do hereby mortgage and hypothecate the real estate and appurtenances hereinafter described, that is to say: *The whole of the railroad from unto including all the lands at the termini of the said road, and all lands of the company within these limits, and all buildings thereon erected, and all and every the appurtenances thereto belonging.*

In testimony whereof,                      , President of the said company hath hereto set and affixed his signature, and the seal of the said company, at                      this  
day of                      one thousand eight hundred and

President,

(L. S.)

Countersigned and entered

Secretary.