

C A P. L V I I.

An Act to incorporate the "Sherbrooke, Eastern Townships and Kennebec Railway Company."

[Assented to 5th April, 1869.]

Preamble.

WHEREAS Alexander T. Galt, Charles J. Brydges, Joseph G. Robertson, George F. Bowen, George H. Borlase, George Addie, the younger, Zerah Evans, Richard D. Morkill, Henry Cameron, Jean-Baptiste Brodeur, Esquires, and others, have petitioned the legislature for an act of incorporation to construct a railroad from the town of Sherbrooke to and into the township of Weedon *via* Dudswell, and thence by the most feasible route and grade to connect with the proposed Levis and Kennebec Railway, 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:

Certain persons incorporated.

1. The said Alexander T. Galt, Charles J. Brydges, Joseph G. Robertson, George F. Bowen, George H. Borlase, George Addie, the younger, Zerah Evans, Richard D. Morkill, Henry Cameron, and Jean Baptiste Brodeur, together with such other persons or corporations as shall become subscribers and shareholders in the company hereby incorporated, shall be and are hereby ordained, constituted and declared to be a body corporate and politic, by and under the name and style of the "Sherbrooke, Eastern Townships and Kennebec Railway Company."

Power to construct a railway on a certain line.

2. 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 at their own cost and charges, of such width or guage, and from such point in the town of Sherbrooke, as the directors of said company for the time being may think most advantageous, and as will insure the best grades to and into the township of Weedon, *via* Dudswell, and thence by the most feasible route and grade to connect with the proposed Levis and Kennebec Railway; with power hereafter to substitute iron rails for wooden on any part of said road, in the discretion of the directors.

Capital stock.

3. 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 thousand shares of twenty-five 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; and this act shall be to all intents and purposes, good and in full force and effect for such portion or portions of said railway as may be begun in four years and completed in eight years from the passing of this act.

Application thereof.

Proviso: as to payment of preliminary expenses by municipalities.

4. The said Alexander T. Galt, Charles J. Brydges, Joseph G. Robertson, George F. Bowen, George H. Borlase, George Addie, the younger, Zerah Evans, Richard D. Morkill, Henry Cameron and Jean-Baptiste Brodeur, shall be and are hereby constituted a board of directors of the said 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, immediately after the passing of this act, to open stock-books and procure subscriptions for the undertaking, to make calls upon the subscribers, to cause surveys and plans to be made and executed, and, as hereinafter provided, to call a general meeting of the shareholders for the election of directors.

Provisional directors.

Their powers.

5. The said directors are hereby empowered to take all necessary steps for opening the stock-books for the subscriptions of persons 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.

Limited liability of shareholders.

6. When and so soon as one-tenth part of said capital stock shall have been subscribed, as aforesaid, it shall and 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 a newspaper published in the town of Sherbrooke, 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

Meeting for election of first directors.

directors, in the manner and qualified as hereinafter provided, which said nine directors shall constitute a board of directors, and shall hold office until the first Monday in June, in the year following their election.

Meetings for election of subsequent directors.

7. On the said first Monday in June, and on the first Monday in June in each year thereafter, there shall be holden a general meeting of the shareholders of the said company, at the principal office of the said company, at which meeting the shareholders shall elect nine directors for the then ensuing year, in the manner and qualified as 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 the town of Sherbrooke, and the election of directors shall be by ballot; and the persons so elected, together with the *ex-officio* directors under the said Quebec Railway Act, 1869, shall form the board of directors.

Quorum of directors.

8. 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.

9. In the elections of directors under this Act, and in the transaction of all business at general shareholders' meetings, each shareholder shall be intitled 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.

Calls on shares.

10. 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.

Vacancies among directors.

11. 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 as aforesaid.

Form of conveyances of lands.

12. 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 regis-

Registration thereof.

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

13. The said 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 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 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, &c.

Without individual responsibility, of persons signing.

14. 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 June, 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 made and signed by the president or vice-president of the said company, and countersigned by the secretary and treasurer, 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; Provided, however, that no such bonds 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

Power to issue bonds.

Bonds to be privileged.

Prov. so.

raised by such bonds shall not exceed one half the capital stock of the company, nor be in the excess of the amount actually paid up on its share capital at the time of the issue of such bonds.

As to agreements with other companies.

15. 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.

Provisions as to amalgamation with St. Francis V. & Kennebec railway.

16. It shall be lawful for the said company to amalgamate with the Saint Francis Valley and Kennebec Railway Company, as one company, at any time hereafter. Provided always that whenever the directors of those two companies respectively have agreed to make such amalgamation, and two-thirds of the votes of the shareholders of the said two companies, present in person or by proxies at a general meeting of each of these companies, called expressly for that purpose, in the manner provided in the respective acts whereby they are incorporated, for the calling of general meetings, shall have ratified the above agreement of the said directors, then the said two companies shall become *ipso facto* amalgamated, and shall become one and the same corporation and company, under the title of The Sherbrooke, Saint Francis Valley and Kennebec Railway Company, and the directors and provisional directors (if any) of the two companies, so amalgamated, shall be the directors of the company formed out of the said amalgamated companies, until the then next election of directors, which shall take place on the first Monday in June then next following.

Power to construct branch lines.

17. The said Sherbrooke, Eastern Townships and Kennebec Railway Company, or the company which may be formed by the amalgamation with the Saint Francis Valley and Kennebec Railway Company, may also construct, make and maintain a branch or branches of similar railway from such point or points on the main line as the directors may judge the most expedient and advantageous to be run, either by horse or steam power, not exceeding twenty-five miles in length each, subject, however, to the previ-

ous consent of the lieutenant-governor in council and proclamation of such consent in the *Quebec Official Gazette*.

18. The provisions of the said Quebec Railway Act, <sup>Quebec rail-
way act.</sup> 1869, shall apply to the company hereby incorporated except in so far as the special provisions of this act may be inconsistent therewith.

SCHEDULE A.

(FORM OF DEED OF SALE.)

Know all men by these presents, that I, A. B., of Form of deed.
 , do hereby in consideration of
 paid to me by the Sherbrooke, Eastern Townships and
 Kennebec Railway Company, the receipt whereof is hereby
 acknowledged, grant, bargain, sell and convey unto the
 said Sherbrooke, Eastern Townships and Kennebec Rail-
 way 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 purposes
 of their railway; to have and to hold the said land and
 premises unto the said Company, their successors and as-
 signs 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.]

C A P. L V I I I .

An Act to incorporate the St. Francis Valley and
 Kennebec Railway Company.

[Assented to 5th April, 1869.]

WHEREAS, Benjamin Pomroy, Charles Brooks, John ^{Preamble.}
 Henry Pope, Lemuel Pope, Colin Noble, esquires,
 and others, have petitioned the legislature for an act of
 incorporation to construct a railroad from the terminus of
 of the Massawippi railroad, or from some point on the
 Grand Trunk railway at or near Lennoxville, running south
 of the St. Francis river, on the most direct practical route
 to or near the place known as the DeCourtney place, in
 the township of Bury; thence as near the place known
 as Bishop's landing, in the township of Dudswell, as the
 nature of the land and the interest of the road will permit;
 thence to the head of lake St. Francis; and thence to join

