

county of Drummond, to a point at or near the city of St. Hyacinthe, in the county of St. Hyacinthe, crossing portions of the counties of Drummond, Bagot and St. Hyacinthe."

49-50 V., c. 81, s. 12 replaced. **2.** Section 12 of the said chapter 81 is amended by replacing the words "three years" by the words "six years."

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

CAP. LXXXIX.

An Act to incorporate "The Lotbinière and Megantic Railway Company"

[Assented to 21st March, 1889.]

Preamble.

WHEREAS the construction of a railway, as herein after set forth, would be a great benefit to that portion of the Province through which it will pass, as well as the neighborhood thereof; and whereas a petition has been presented praying for the passing of an act to incorporate a company authorized to construct such railway, and 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. James King, Edmund Alexander King, Charles King and William S. Thomas, together with all such persons and corporations as may hereafter become shareholders in the company hereby incorporated, shall be and are hereby constituted a body politic and corporate under the name of "The Lotbinière and Megantic Railway Company"

Power granted to build, &c., certain railway.

2. The company is vested with all the rights and privileges required to build and work a railway, starting from some point at or near the parish church of Saint-Jean Des Chaillons, in the county of Lotbinière, to another point at or near Glen Lloyd, in the county of Megantic.

Capital stock. Shares.

3. The capital stock of the company shall be five hundred thousand dollars, divided into shares of fifty dollars each.

Company may receive aid in construction of railway.

4. 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, on the authority of a majority of the directors.

5. James King, Edmund Alexander King, Charles King and William S. Thomas, are hereby constituted a board of provisional directors of the company, and they shall remain in office until other directors are elected by the shareholders in accordance with the provisions of the present act.

Provisional board of directors.

Term of office.

Such directors shall have power and authority to fill vacancies occurring on the board, to open stock books and obtain subscriptions to the capital stock of the undertaking, and call up instalments on the stock subscribed, to issue obligations, bonds or debentures, to become parties to promissory notes and bills of exchange, to commence and continue the construction and working of the said railway.

Powers of provisional board.

6. The general meeting of the shareholders, for the election of directors, shall be held each year, on the first Tuesday in May, in the city of Quebec, at the time and place indicated in the notice convening such meeting.

Annual general meeting, when and where to be held.

Such notice shall be inserted in a newspaper published English and in a French newspaper published in French, in the city of Quebec, or in the district of Quebec, during the two weeks preceding the date of the meeting.

Notice calling meeting.

Notice of other meetings of the shareholders shall be given in the manner prescribed by the by-laws of the company.

Notice of other meetings.

7. The board of directors of the company shall be composed of five members, three of whom shall be a quorum, who shall elect two of their number as president and vice-president.

Composition and quorum of board of directors.

2. Clause 4 of article 5134 of the Revised Statutes of the Province of Quebec is repealed, in so far as concerns this company, and replaced by the following :

R. S. Q., art. 5134 § 4 replaced for company.

“ No one shall be elected a director, unless he is a shareholder holding ten shares in the capital stock of the company and unless he has paid all the calls due thereon.”

Qualification of directors.

8. The directors or a majority of them may, from time to time, replace one or more directors who have died or resigned, by selecting from amongst the shareholders one or more persons duly qualified to be directors ; and such directors so appointed shall remain in office until the following election of directors in the month of May then next.

Vacancies in board.

Head office.

9. The principal place of business and the head office of the company shall be in the city of Quebec.

What corporations may subscribe and become shareholders.

10. All manufacturing or other companies carrying on business, in whole or in part, in the Province of Quebec or elsewhere, even outside of the Dominion of Canada, and incorporated either by a special or by a general act, and all municipal corporations, may subscribe to the capital stock and acquire and hold any number of shares of the said company and dispose of the same as they may think proper.

Mortgage bonds issued to be first claim on property without registration.

11. The mortgage bonds authorized by law to be issued shall, without registration or formal transfer and notwithstanding article 2136 of the Civil Code, be received and considered as a first claim and privileged debt against the company, its undertakings, 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 ratâ* with all the other bondholders.

Bonds, &c., may be made payable to bearer.

12. All bonds, debentures, hypothecs and other securities authorized by law, 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.

Company may become party to promissory notes.

13. The company shall have power and authority to become party to promissory notes and bills of exchange, of not less than one hundred dollars.

Notes to be binding on company.

Any such promissory note or bill of exchange, made, accepted or endorsed by the president or, in the absence of the president, by the 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.

Notes to be presumed as lawfully made.

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.

Seal not necessary.

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, vice-president, secretary or 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.

Officer signing not personally responsible.

14. The directors may, at any time, call upon the share-^{calls.} holders 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 deem fit, except that no such instalment shall exceed ten per cent ^{Amount.} on the subscribed capital, and that one month's notice of ^{Notice.} each call, shall be sent by registered mail to each shareholder.

15. The company may amalgamate with any other ^{Amalgama-} railway company, whose line it may cross, and it may ^{tion with} make arrangements for the passage of its cars and trains ^{other com-} on any line of railway situated along its line or which ^{panies pro-} may cross the same. ^{vided for.}

It is hereby also authorized to make and complete all ^{Company au-} arrangements with any other railway company, for the ^{thorized to} purpose of acquiring any branch line, or of facilitating ^{make arrange-} connection between it and such other company, or of ^{ments for} acquiring the corporate property or claims of such other ^{connecting} company ^{railway with} others.

It is hereby authorized to make any arrangement with ^{To allow of} any such company to allow the passage of trains of any ^{passage of} such company over its line, as also to lease to any such ^{trains, &c.} railway company the whole of its road or such portion thereof as may be built, on such conditions as the board of directors may deem expedient.

The company shall also have the right to run its ^{To run its} trains over any other line of railway which it may intersect, ^{trains over} provided it obtains the consent of the company interested. ^{other roads.}

16. All shareholders in the company, whether British ^{Rights of} subjects or aliens, or residents of Canada or elsewhere, ^{shareholders} shall have equal right to hold stock in the company, and ^{to vote and} to vote on the same and be eligible to any office in the ^{become} company. ^{officers.}

The majority however of the directors of the company ^{Majority of} shall at all time be persons resident in Canada and be sub- ^{directors to} jects of Her Majesty by birth or naturalization. ^{be residents} in Canada, &c.

17. All deeds or conveyances of land to the company ^{Forms of} for the purposes of this act, and in so far as circumstances ^{deeds of sale.} may permit, may be in the form of Schedule A to this act annexed, or in any other form of similar tenor.

In order that all such deeds be duly registered, all regis- ^{Book to be} trars, in their respective counties, shall be furnished, by and ^{supplied to} at the expense of the said company, with a book contain- ^{registrars con-} ing copies of the form given in the said Schedule A. or ^{taining forms.} other form of similar tenor, which are to be printed on

each page, leaving the necessary blanks to suit the circumstances upon each separate conveyance.

Entry of deed upon production.

Upon the production of any conveyance, such registrar shall enter the same in the said book without any memorial, and shall minute the registration or entry on the deed.

Registrars' fees for registration.

The registrar shall charge and receive from the said company for all fees on such registration fifty cents and no more.

Registration to be valid.

Such registration shall be deemed to be valid in law, any statute or provision of law to the contrary notwithstanding, and it shall, with respect to rights of ownership, servitudes, hypothecs and real rights, have the same effect as the registration prescribed by the Civil Code.

Commencement and completion of works.

18. The works authorized by this act shall be commenced by the construction of at least five miles of such road within two years after the sanctioning of this act, and shall be completed within seven years from the said date, under pain in either case of the loss or extinction of all the rights, powers, and privileges granted by this act.

Forfeiture in case of default.

SCHEDULE A.

DEED OF SALE.

Know all men, by these presents, that I, A. B.
of in the county of for and
in consideration of the sum of to me paid
by The Lotbinière and Megantic Railway Company, which
I acknowledge to have received, grant
bargain, sell and convey unto the said The Lotbinière and
Megantic Railway Company, all that tract or parcel of
land (*description of the property*) the same having been
selected, and laid out by the said company for the pur-
poses of its railway, to have and to hold the said lands
and premises unto the said company, its successors and
assigns forever.

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

Signed sealed and delivered }
in the presence of } A. B.
C. D. }
E. F. } (L. S.)