

Jacob Webber Thompson, Frederick Wilhelm Kraes, Charles Eddy Fowler, William Lavery, Josias Nelson Rogers, Achille F. Carrier and Charles Langelier, shall form the board of directors of the company.

Powers of provisional board.

The board so constituted shall have the rights and powers and enjoy all the privileges conferred by law upon the board of directors elected by the shareholders at their annual meeting, and particularly to open stock-books or subscriptions to the share-capital of the said company, to call instalments on the subscribed stock and cause the same to be paid up, to issue obligations, bonds or debentures as hereunder authorized, and to commence and continue the construction and working of the said railway.

Powers of company to build and work certain railway.

3. The company is vested with all the rights and privileges required to build and work a railway starting from Gaspé Basin and ending at some point on the River Metapediac, north of the River Casupscull, following as much as possible the interior of the Gaspé peninsula.

Location of part thereof.

The said railway shall be built at a distance of at least thirty miles from the Baie des Chaleurs Railway throughout its entire length, from Matapediac river to thirty miles to the west of Gaspé Basin.

For the said last thirty miles, the railway shall follow the valley of York river to Gaspé Basin.

Composition and quorum of board of directors.

4. The board of directors of the company shall be composed of seven directors, four of whom shall be a quorum, and they may elect two of their number as president and vice-president, respectively.

President and vice-president.

Annual general meeting for election of directors.

5. The general meeting of the shareholders for the election of directors shall be held on the first Monday of July of each year, at the place and hour indicated in the notice convening such meeting.

Advertisement calling same.

Such notice shall be inserted in a newspaper, published in the city of Quebec, during the two weeks previous to the date of such meeting.

Notices for other meetings how published.

The notices for other meetings of the shareholders shall be published in the manner prescribed by the by-laws of the company.

Head office of company.

6. The principal place of business and the head office of the company shall be in the city of Quebec, or in such other place as may be determined by the board of directors; but the board of directors may establish one or more offices in foreign countries and confide the management thereof to agents, whose duties and powers shall be

Offices in foreign countries.

determined by the resolution of the board appointing them to such office.

7. The company may also build bridges, wharves, telegraph lines and all other works necessary for the construction and working of its line.

Powers to build bridges, wharves, telegraph lines, &c.

8. The company may acquire and hold lands, timber limits, mining lands, mining rights and other property of a like nature and work the same for its own profit.

Power to acquire, &c., lands, &c.

9. The share-capital of the company shall be five hundred thousand dollars, divided into shares of one hundred dollars each.

Share-capital.

The directors of the company may make and issue, as paid-up stock, shares in the share-capital of the company, whether subscribed for or not, and may allot and hand over such stock as paid-up stock in payment of right of way, plant, rolling stock, or material of any kind, and also for the services of contractors, engineers or other persons employed in promoting the affairs of the company.

Paid-up stock and issue thereof.

Such allotment of stock shall be binding on the company, and the paid-up stock so allotted shall be unassessable thereafter for calls

Such issue binding on company.

10. The board of directors of the company, after a resolution authorizing them so to do has been passed at any special or general meeting of the shareholders, shall have power, and they are hereby authorized to issue mortgage bonds, to an amount not exceeding twenty thousand dollars per mile of railway, made and signed by the president or vice-president, and by the secretary or treasurer of the company, and under the seal of the company, for the purpose of raising money for commencing, prosecuting and completing the said railway.

Power to issue mortgage bonds.

The said bonds shall carry a mortgage upon the said railway and upon all the buildings, stations and station grounds, and generally upon all the lands, property and material necessary and strictly appertaining to the working and running of the said railway.

Bonds to be mortgage on railway.

11. In order to preserve the priority, lien, charge, mortgage or privilege purporting to appertain to, or created by any bond issued under the provisions of this act, it shall not be necessary that such bond should be registered according to the provisions of the Civil Code or any other law; but it will be sufficient to have registered in each of the registry offices of the counties traversed by the said railway, a copy certified by the secretary or treasurer of

Registration of form of bond, &c., to preserve lien thereof.

the company, of the unique formula in which all such bonds shall be made, with a certificate signed by the secretary or treasurer of the company stating the date of issue, the number and amount of bonds issued, and a copy, certified in the same manner, of the resolution passed by the board of directors ordering and authorizing such issue.

When bonds may be issued.

12. The said bonds may be issued, registered and sold as soon as the definite location of the line has been adopted by a resolution passed by the board of directors, and after a copy of the plan and location so adopted has been deposited in the office of the Commissioner of Public Works of the Province of Quebec.

Proviso for bondholders voting in default of payment of bonds, &c., if bonds registered, &c.

13. In the event of any default being made in the payment of the bonds, the issue whereof is authorized by this act, or of the interest coupons attached thereto, the holders of such bonds shall have the same right to vote at all the meetings of the company as the shareholders of the same, provided that the bonds and any transfers thereof shall have been first registered in the same manner as is provided for the registration of shares, at least one week previous to the date of the meeting.

Duty of secretary to register bonds.

It shall be the duty of the secretary of the company to register such bonds or transfers, on being required so to do by any holder thereof; and any holder of such bonds shall have a vote for every hundred dollars of bonds which he may hold.

Deed of trust may be executed previous to issue of bonds.

14. Previous to issuing any bonds, the board of directors may, on being authorized thereto by a resolution passed at a meeting of the shareholders, execute a deed of trust, to be signed, on behalf of the company, by a person authorized to that effect by the board of directors, with a trustee or trustees to be chosen by the said board, and such trustee or trustees shall act for the purpose of the said trust as agent for the bondholders, and in the event of his or their death, resignation or incapacity to act as such, be replaced by another or others, to be chosen by the bondholders who shall have registered their bonds in the manner hereinabove prescribed.

Stipulations which trust deed may contain.

The said trust deed may contain a description of the property mortgaged for security of the payment of the said bonds, and provide for the manner in which the said trustee or trustees may, in the event of any default being made in the payment of the said bonds, or of the interest coupons attached thereto, take possession of the railway on behalf of the bondholders, hold the same for such time as

may be limited by such deed, and run the railway during such time for the benefit of the bondholders, and sell the same for their like benefit, after such delay and upon such terms and conditions as may be stated in the deed.

Any such trust deed and the terms, conditions and stipulations thereof, not contrary to law and to the provisions of this act, shall be valid and binding.

Deed to be binding on company.

15. 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 each; and any such promissory note or bill of exchange made or endorsed by the president or vice-president of the company and countersigned by the secretary or treasurer, and under the authority, special or general, of a majority of a quorum of the directors, shall be binding on the company.

Company may become party to promissory notes, &c.

Notes binding on company.

16. All deeds or conveyances of land to the company, for the purposes of this act, in so far as circumstances may permit, shall be in the form of schedule A, to this act annexed, or in any other form of a similar tenor.

Form of deed of sale for lands.

17. For the due registration of all such deeds of conveyance, the registrars, in their respective counties, shall be furnished, by and at the expense of the company, with books containing copies of the form given in the said schedule A, or other form of similar tenor, one to be printed on each page, leaving the necessary blanks to suit the circumstances upon each separate conveyance.

Book to be supplied to registrars for registering deeds of sale.

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

Entry of deed upon production thereof.

The registrar may charge for all fees on such registration and entry on the deed, fifty cents and no more.

Fees of registrar.

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

Registration to be valid.

18. Articles 5128 to 5181, both inclusive, of the Revised Statutes of the Province of Quebec, which are not inconsistent with the provisions of the present act, shall apply to the Peninsula and Gaspé Short Line Railway Company, as if they were incorporated in the present act.

Certain articles of R. S. Q. to apply, if not inconsistent with this act.

19. The works authorized by this act shall be commenced in an efficient manner and by the construction

Commencement and completion of works.

Forfeiture in
case of
default.

of at least ten miles of the road within two years from the passing of this act, and shall be completed within eight years from the said date, under pain in either case of the extinction *pleno jure* of all the powers, rights and privileges arising from the said act of incorporation.

SCHEDULE A.

FORM OF DEED OF SALE OF LANDS.

Know all men, by these presents, that I, A. B., of
in the county of _____ for and in considera-
tion of the sum of _____ dollars to me paid by the
Peninsula and Gaspé Short Line Railway Company,
which I acknowledge to have received, hereby grant, bar-
gain, sell and convey unto the said The Peninsula and
Gaspé Short Line Railway Company all that tract or par-
cel of land [*description of the property*] 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 assigns for ever.

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

Signed, sealed and delivered } A. B.
in presence of } [L. S.]
C D.
E F.

C A P. X C I I .

An Act to incorporate "The Eastern Railway Company."

[Assented to 21st March, 1889.]

Preamble.

WHEREAS Orlando F. Barnes, of Lansing, in the
State of Michigan; R. M. Gilbert, of Columbus,
in the State of Ohio; Josias Nelson Rogers and Jacob
Webber Thompson, M. D, both of St. Paul, in the State
of Minnesota; John M. Dresser, banker, of Mason, in the
State of Michigan; and Edouard Burroughs Garneau,