

Acts of the General Assembly of Her Majesty's Province of New-Brunswick passed in the year 1867. Fredericton, NB: G. E. Fenety, Printer to the Queen's Most Excellent Majesty, 1867.

30 Victoria – Chapter 67

**An Act to incorporate the Saint Andrews Deep Sea Wharf and Railway Company.
Passed 17th June 1867.**

Section.

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Section.

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Whereas the erection of a Deep Sea Wharf at the Port of Saint Andrews will be of great advantage to the commercial interests of the said Port;—

Be it therefore enacted by the Governor, Legislative Council, and Assembly, as follows:—

1. That Benjamin R. Stevenson, Charles E. O. Hatheway, George E. Campbell, Robert Stevenson, James R. Bradford, James Russell, their associates, successors, and assigns, are hereby made and constituted a body politic and corporate by the name of "The Saint Andrews Deep Sea Wharf and Railway Company," and by that name shall have perpetual succession, and a common seal, and all the general powers and privileges made incident to a Corporation by Act of Assembly in this Province, and may sue and be sued, plead and be impleaded, and shall enjoy all proper remedies by law and in equity to secure and protect them in the exercise and use of the rights and privileges, and in the performance of the duties hereinafter enjoined, and to prevent all invasion thereof in exercising and performing the same; and the said Corporation, as soon as the sum of five thousand dollars of the capital stock shall be actually paid, are hereby authorized and empowered to locate, erect, and construct, and finally complete, alter and keep in repair, a Deep Sea Wharf at a point near the western entrance of the Harbour of Saint Andrews, and also a Railroad with one or more sets of rails or tracks, with all suitable bridges, viaducts, turnouts, culverts, drains, and other necessary appendages, from the said Wharf, over the most practicable route, to the line of the Railroad of the New Brunswick and Canada Railway and Land Company, when the said Company may deem it expedient so to do; and the said Company shall be and are hereby invested with all the

powers, privileges and immunities which are or may be necessary to carry into effect the purposes and objects of this Act, and for that purpose the said Corporation shall have the right to purchase or take and hold so much of the land and other real estate of private persons or Corporations as may be necessary for the location, construction and convenient use and operation of the said Wharf and Railroad, and the stations connected therewith; and they shall also have the right to take, remove and use for the construction and repair of said Railroad and Wharf and appurtenances, any earth, gravel, stone or other material on or from the land so taken; and also to erect such wharves, jetties, piers, docks, landings, buildings and warehouses at the termini or on the line of the said Railway, and to purchase and acquire such floats or other machinery as may be necessary for the making and maintaining the said Wharf and Railway, and other purposes of this Act; provided however, that the said land so taken for the said Wharf shall not exceed five hundred feet in width, and for the route of the said Railroad not exceeding three rods in width, except where greater width is necessary for the purpose of excavation or embankment; and provided also, that in all cases the said Corporation shall pay for said lands, estate and materials so taken and used, such price as they and the respective owners thereof may mutually agree upon; and in case said parties shall not otherwise agree, the said Corporation shall pay such damages as shall be ascertained and determined, in the same manner and under the same conditions and limitations as are provided by the second Section of the Act made and passed in the thirteenth year of the Reign of Her present Majesty, intituled *An Act relating to the Saint Andrews and Quebec Railroad*, as also for the recovery of the same; and all applications for damages shall be made within three years from the time of taking such land or other property, and not after.

2. The capital stock of the said Corporation shall consist of fifty thousand dollars, to be divided into two thousand shares of twenty five dollars each, with power to increase to seventy five thousand dollars; and the immediate government and direction of the affairs of the said Corporation shall be vested in five Directors, who shall be chosen by the members of the said Corporation in manner hereinafter provided, and shall hold their offices until others are chosen in their stead, a majority of whom shall form a quorum for the transaction of business, and they shall elect one of their number to be President of the Board, who shall be the President of the Corporation; and the said Directors shall have authority to choose a Clerk, who shall be sworn to the faithful discharge of his duty, and a Treasurer, who shall be sworn and give bonds to the Corporation with sureties to the satisfaction of the Directors for the faithful discharge of his trust.

3. Any three of the persons named in the first Section of this Act are hereby authorized to call the first meeting of the said Corporation, by giving notice in one or more newspapers published in the said County of Charlotte, of the time and place and purpose of such meeting, at least fourteen days before the time appointed in such notice.

4. The said Corporation shall have power to make, ordain and establish all necessary bye laws and regulations consistent with the laws in force in this Province, for their own government, and the due and orderly conducting of their affairs, and the management of their property.

5. The President, Directors and Company for the time being are hereby authorized and empowered, by themselves or their agents, to exercise all the powers herein granted to the said Corporation, for the purpose of locating, erecting and completing the said Deep Sea Wharf and Railway, and to make such connection with any Railway Company, either by leasing their Road to such other Corporation on such terms as may be agreed upon, or by consolidating the stock of their Road with that of other Railroad Companies or Company, upon such terms as may be agreed upon; to make, execute and deliver good and sufficient mortgage deed or deeds of their said Wharf and Road, with their appurtenances, to such private persons or Corporations within or without this Province, as they may think the interest of the shareholders in their Company requires.

6. It shall be lawful for the said President, Directors and Company from time to time, to make such calls of money upon the respective stockholders, in respect of the amount of capital respectively subscribed or owing by themselves, as they shall deem necessary; provided that thirty days at the least shall be the interval between successive calls, and twenty days previous notice of payment being required for any one call shall be given in one of the newspapers published in the said County of Charlotte; and no call which shall be made shall exceed ten per cent on the amount of capital or stock belonging to any individual; and every shareholder, and his legal representatives, shall be liable to pay the amount of the call so made, in respect of the shares held by him, to the persons and at the times and places from time to time appointed by the said Company or the Directors thereof.

7. If before or on the day appointed for payment, any shareholder do not pay the amount of any call to which he is liable, then such shareholder shall be liable to pay interest for the same, at the rate allowed by law, from the day appointed for the payment thereof to the time of actual payment.

8. If at the time appointed by the said President, Directors and Company for the payment of any call, any shareholder fail to pay the amount of such call, it shall be lawful for the said Company to sue such shareholder for the amount thereof, in any Court of law or equity having competent jurisdiction, and to recover the same, with lawful interest, from the day on which such call was payable.

9. In any action or suit to be brought by the said Company against any shareholder to recover any money due for any call it shall not be necessary to set forth the special matter, but it shall be sufficient for the said Company to declare that the defendant is the holder of one or more shares in the said Company, (stating the number of shares), and is indebted to the said Company in the sum of money to which the calls in arrear

shall amount in respect of one call or more upon one share or more, (stating the number and amount of each of such calls), whereby an action hath accrued to the said Company by virtue of this Act.

10. On the trial or hearing of such action or suit, it shall be sufficient to prove that the defendant, at the time of making such call, was the holder of one or more shares in the said undertaking, and that such call was in fact made, and such notice given, as directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matter whatsoever; and thereupon the said Company shall be entitled to recover what shall be due on such call, and interest thereon, with costs, unless it shall appear either that such call exceeds the prescribed amount aforesaid, or that the prescribed interval between two successive calls had not elapsed as aforesaid.

11. The production of the Register of Shareholders shall be *prima facie* evidence of such defendant being a shareholder, and of the number and amount of his shares; and with respect to the provisions in this Act contained for enforcing the payments, the word "shareholder" shall extend to and include the personal representatives of such shareholder.

12. In case any stockholder shall neglect to pay any assessment or call on his share or shares for the space of thirty days from the day appointed for the payment thereof, the Directors may declare the said share or shares forfeited, and order the Treasurer to sell such share or shares at public auction, after giving thirty days notice of such sale in such manner as the Directors may order, to the highest bidder, and the same shall be transferred to the purchaser, and such delinquent stockholder shall be liable to pay to the said Corporation the balance, if his share or shares shall sell for less than the assessment due thereon,, with interest and cost of sale, to be recovered in the same manner as is in this Act prescribed for the recovery of calls on shares, and shall be entitled to the overplus if his share or shares shall sell for more than the assessment due, with interest and cost of sale; provided that no stockholder in said Company shall be in any manner whatever liable for any debt or demand due by the said Company beyond the amount of his, her or their shares in the capital stock of said Company not paid up.

13. A toll is hereby granted and established, for the sole benefit of said Corporation, upon all property landed on the said Wharf or stored in the warehouses thereon, and upon all passengers or property of all descriptions which may be conveyed or transported by them upon the Railroad, in connection with the said Wharf, at such rate as may be established from time to time by the Directors of the said Corporation, as also the right to demand a toll for side wharfage, at such rate as may be established from time to time by the Directors of the said Company.

14. The annual meeting of the said Corporation shall be holden on the second Tuesday in May in each year, at such time and place as the Directors for the time being shall appoint, at which meeting the Directors shall be chosen by ballot, each shareholder himself, or his proxy, being entitled to as many votes as he holds shares; and the Directors are hereby authorized to call special meetings of the stockholders whenever they shall deem it expedient and proper, giving at least ten days public notice thereof in a newspaper published as aforesaid.

15. The said shares of the said Corporation shall be deemed personal estate, and transferable as such; and every such share shall entitle the holder thereof to a proportionate part of the profits and dividends of the said Company, after the making, erecting, completing and maintaining the said Wharf and Railroad, and other incidental expenses; but no shareholder shall be entitled to transfer any share after any call shall have been made in respect thereof, until he or she shall have paid all calls for the time being due on every share held by him or her.

16. = The Directors of the Company may from time to time, by deed, subject and charge in such manner as they think fit, the said Wharf and Railway, and the future lands, goods and other property and effects, tolls, incomes and profits whatsoever of the said Company, or such parts thereof as the Directors may think fit; and every deed executed by the Directors of the Company shall be under the common seal of the Company, which the Directors are hereby authorized to affix to every such deed, and under the hands and seals of three or more of the Directors of the said Company; and every deed so executed shall have as full effect, and be as binding and conclusive on the Company and the Directors of the Company, as if the terms and provisions of such deed were by this Act of Assembly expressly enacted and made binding and conclusive accordingly.

17. Nothing in this Act contained shall authorize the said Company or their contractors to enter upon any lands reserved for Naval or Military purposes, without the consent of Her Majesty.