



A N N O D E C I M O
V I C T O R I Æ R E G I N Æ .

C A P . C V I I .

An Act to incorporate The Montreal and Kingston Rail-road Company.

Reserved for the signification of Her Majesty's pleasure, 9th June, 1846.

The Royal Assent given by Her Majesty in Council, on the 30th October, following; and Proclamation made thereof by His Excellency EARL CATHCART, in the Canada Gazette of December 26, 1846.

WHEREAS it is desirable for the general benefit of the country that a chain of Preamble.
 Railway should be constructed, extending from the Western Boundary of the Province to Montreal; and whereas George S. Tiffany and others have petitioned for the passing of a law incorporating a Company for the purpose of constructing a single or double track, wooden or iron Rail-road or way, as a portion of the said proposed line from the said City of Montreal to the Town of Kingston, in the Midland District; And whereas it is expedient to incorporate a Joint Stock Company for the purposes hereinafter mentioned: Be it therefore enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, and intituled, *An Act to re-unite the Provinces of Upper and Lower Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, That Sir Allan Napier MacNab, William James Chaplin, George Hudson, John Moss, Henry John Enthoven, Matthew Uzielli, Abel Lewis Gower, Gregory Scale Walters, Thomas Smith, Samuel Laing, George Sylvester Tiffany, Peter Carroll, Malcolm Cameron, James B. Ewart, Peter Buchanan, H. W. McKinstry, W. Harris, John O. Hatt, John Wetenhall, E. Cartwright Thomas, John S. Macdonald, Hugh B. Wilson, George Macdonell, Charles Devaux, John Masterman, Junr, Malcolm Cowan, Andrew Stuart, William Allan Harvey, Richard Juson, James Hamilton and the Honorable R. U. Harwood, with all such persons as shall become Stockholders in such Joint Stock or Capital as is hereinafter mentioned, shall be and are hereby ordained, constituted and declared to be a body corporate and politic in fact, and under the name and style of *The Montreal and Kingston Rail-road Company*, and by that name they and their successors shall and may have continued succession, and by such name shall be capable of contracting and being contracted with, of suing and being sued, pleading and being impleaded, answering and being answered unto in all Courts and places whatsoever, in all manner of actions, suits, complaints, matters and concerns whatsoever; and they and their successors may and shall have a Common Seal, and may change and alter the same at their will and pleasure; and also that they and their successors by the same name of *The Montreal and Kingston Rail-road Company*, shall Certain persons incorporated for making the said Rail-road.

Corporate name and powers of Company.

Common Seal.

Name.

May hold property.

Proviso as to Real Estate.

shall be by law capable of purchasing, having and holding to them and their successors any estate, real, personal or mixed to and for the use of the said Company, and of letting, conveying and otherwise departing therewith for the benefit and on account of the said Company from time to time as they shall deem necessary and expedient : Provided always, nevertheless, that the real estate to be held by the said Company shall be only such as shall be required to be held by them for the purpose of making, using and preserving the said Rail-road, and for the objects immediately connected therewith.

Power to the Company to make a Rail-road between Montreal and Kingston.

II. And be it enacted, That the said Company and their agents or servants shall have full power under this Act to lay out, construct, make and finish a double or single iron or wooden Rail-road or way at their own costs and charges on and over any part of the country lying between the said City of Montreal and the said Town of Kingston, and to take, carry and transport thereon passengers, goods and property either in carriages used and propelled by the force of steam, or by the power of animals or any other mechanical or other power, or by any combination of power which the said Company may choose to employ.

Company may compound with owners of lands, &c. for the said lands.

III. And be it enacted, That the said Company are hereby empowered to contract, compound, compromise and agree with the owners and occupiers of any lands upon which they may determine to construct the said Rail-road either by purchase of so much of the said land and privileges as they shall require for the purposes of the said Company, or for the damages which he, she or they shall and may be entitled to receive of and from the said Company in consequence of the said intended Rail-road being made and constructed in and upon his, her or their respective lands, and in case of any disagreement between the said Company and the owner or owners, occupier or occupiers as aforesaid, it shall and may be lawful from time to time for each owner or occupier so disagreeing with the said Company either upon the value of the lands and tenements or private privileges proposed to be purchased, or upon the amount of damages to be paid to them as aforesaid to nominate and appoint one indifferent person, and for the said Company to nominate one other indifferent person, who, together with one other person to be chosen by the persons so named, before proceeding to business or in the event of their differing as to the choice of such person to be appointed by the Judge of the District Court for the District in which the lands are situate before the others proceed to business, shall be Arbitrators to award, determine, adjudge and order the respective sums of money which the said Company shall pay to the respective persons entitled to receive the same, the award of the majority of whom shall be final; and the said Arbitrators shall be and are hereby required to attend at some convenient place in the vicinity of the said intended Rail-road, to be appointed by the said Company after eight days' notice for that purpose, given by the said Company, then and there to arbitrate, award, adjudge and determine such matters and things as shall be submitted to their consideration by the several parties interested; and that each Arbitrator shall be sworn (before some one of Her Majesty's Justices of the Peace in and for the District in which the subject matter of the said disagreement shall originate, any of whom may be required to attend the said meeting for that purpose) well and truly to assess the damages between the parties, according to the best of his judgment: Provided always, that any award made under this Act shall be subject to be set aside on application to the Court of Queen's Bench in the same manner and on the same grounds as in ordinary cases of submission by the parties, in which case a reference may be again made to arbitration as hereinbefore provided.

Arbitrators to be appointed in case of disagreement.

Meetings of Arbitrators.

Arbitrators to be sworn.

Proviso as to the setting aside of awards.

IV. And be it enacted, That whatever sum of money may be finally awarded to any person or persons for compensation, for property required to be occupied, or for damages occasioned by the interference of the said Company with his or their property, rights or privileges, shall be paid within three months from the time of the same being awarded, and in case the said Company shall fail to pay the same within that period, then their right to assume any such property, or commit any act in respect of which such sum of money was awarded, shall wholly cease, and it shall be lawful for the proprietor to resume his occupation of such property, and to possess fully his rights and privileges in respect thereof, free from any claim or interference from the said Company.

Sum awarded to be paid within a certain time, on pain of forfeiture by the Company of their right to take possession.

V. And be it enacted, That when an award shall be made for more money, as an indemnification or satisfaction for any lands, grounds, hereditaments or property or for any damage done to any lands, tenements, hereditaments or property of any person or persons whomsoever, than had previously been offered by or on behalf of the said Company, then all the expenses of holding the said arbitration shall be defrayed by the said Company; but if any award shall be given for the same, or a less sum than had been previously offered by or on behalf of the said Company, or in case no damages shall be awarded (when the dispute is for damages only,) then and in every such case, the costs and expenses shall be settled in like manner by the Arbitrators, and paid by the party or parties with whom the said Company shall have had such dispute; which said costs and expenses having been settled, shall and may be deducted out of the money so awarded, when the sum shall exceed such costs and expenses, as so much money advanced to and for the use of such person or persons, and the payment or tender of the remainder of such money shall be deemed and taken to all intents and purposes to be a payment or tender of the whole sum so awarded, to be paid by the said Company to such person or persons as aforesaid.

Expenses of arbitration, by whom to be paid.

Costs may be deducted from amount awarded in certain cases.

VI. And be it enacted, That whenever any lands or grounds required by the said Company for the purpose of the said Rail-road, are held or owned by any person or persons, bodies politic, corporate or collegiate, whose residence may not be within this Province, or unknown to the said Company, or when the title to any such lands or grounds may be in dispute, or when the owner or owners of such lands or grounds are unwilling or unable to treat with the said Company for the sale thereof, or to appoint Arbitrators as aforesaid, it shall and may be lawful for the said Company to nominate and appoint one or more indifferent person or persons, and for the Judge of the District Court for the District in which such lands or grounds are situate, on the application of the said Company, to nominate and appoint an equal number of indifferent persons, who, together with one other person, to be elected by ballot by the persons so named shall be Arbitrators to award, determine, adjudge, and order the respective sums of money which the said Company shall pay to the respective persons entitled to receive the same for the said lands or grounds or damages as aforesaid, and the decision of the majority of such Arbitrators shall be final—which said amount so awarded, the said Company are to pay or cause to be paid to the said several parties entitled to receive the same when demanded: And also that a record of such award or arbitration shall be made up and signed by the said Arbitrators or a majority of them, specifying the amount of such award and the costs of such arbitration, (which may be settled by the said Arbitrators or a majority of them,) which record shall be deposited in the Registry Office of the County in which such lands or grounds are situate: And also that the

Arbitrators in certain cases to be appointed by the Company and the Judge of the District Court, and to ballot for others.

Award to be drawn up and registered.

Costs how paid.

the expenses of the said arbitration shall be paid by the said Company, and by them deducted from the amount of such award, on payment thereof to the parties entitled to receive the same.

Provision when lands required by Company are under mortgage.

Payment to mortgagee.

Proviso: if the award exceeds the amount of the mortgage.

VII. And be it enacted, That whenever any lands or grounds required to be used or occupied by the said Company, shall be held under mortgage, it shall and may be lawful to and for the said Company to nominate and appoint one or more indifferent person or persons, and for the Judge of the District Court for the District in which the lands or grounds are situate, on the application of the said Company, to nominate and appoint an equal number of indifferent persons, who, together with one other indifferent person, to be elected by ballot by the persons so named, shall be Arbitrators to decide on and assess the value of the said lands or grounds, or the amount of damages to be paid to the owner thereof as aforesaid; And upon such decision or award, the said Company shall pay or cause to be paid the amount of such award to the mortgagee as a payment for and on account of the said mortgage, and upon such payment being so made, the mortgagor and mortgagee are hereby required and compelled to join in conveying the said lands or grounds to the said Company or their successors; Provided always, that where the amount of such award shall exceed the amount secured or payable on such mortgage, the said Company after the amount due on such mortgage, shall pay or cause to be paid the balance of the said award to the mortgagee, or other party entitled to receive the same.

When lands belong to any tribe of Indians, compensation to be made, and arbitrator to be appointed by the Chief Officer of the Indian Department.

VIII. And be it enacted, That if the said double or single iron or wooden Rail-road or way shall pass through tracts of land or property belonging to or in possession of any tribe of Indians in this Province, or if any act occasioning damage to their property or their possession shall be done under the authority of this Act, compensation shall be made to them therefor in the same manner as is provided with respect to the property, possession or rights of other individuals; And that whenever it shall be necessary that Arbitrators shall be chosen by the parties for settling the amount of such compensation, the Chief Officer of the Indian Department within this Province is hereby authorized and required to name an Arbitrator on behalf of the said Indians, and the amount which shall be awarded in any case, shall be paid, where such lands belong to any tribe or body of Indians, to the said Chief Officer for the use of such tribe or body.

Certain parties empowered to convey to the Company lands required for Rail-road.

IX. And be it enacted, That after any lands or grounds shall be set out and taken as aforesaid by the said Company for the purpose of making and completing the said double or single wooden or iron Rail-road or way or for other the purposes and conveniences aforesaid, it shall and may be lawful for all bodies politic, corporate or collegiate, corporations, communities, guardians, executors, administrators and all other trustees or persons whatsoever, not only for and on behalf of themselves, their heirs and successors, but also for and on behalf of those whom they represent, whether infants, issue unborn, lunatics, idiots, *femes-covert*, or other person or persons who are or shall be seized, possessed of or interested in any lands or grounds which shall be so required as aforesaid or any part thereof, to contract for, sell and convey unto the said Company, their successors or assigns, all or any part of such lands or grounds which may from time to time be required as aforesaid; and that all contracts, agreements, sales, conveyances and assurances so to be made shall be valid and effectual in law to all intents and purposes whatsoever; any law, statute, usage or custom to the contrary

contrary thereof in any wise notwithstanding; and all bodies politic, corporate or collegiate, and all persons whatsoever so conveying as aforesaid are hereby indemnified for what he, she or they or any of them shall respectively do by virtue of or in pursuance of this Act.

X. And be it enacted, That all deeds and conveyances for lands to be conveyed to the said Company for the purposes of this Act, shall and may be as far as the title to the said land or the circumstances of the party making such conveyance will admit, in the form given in the Schedule to this Act marked A; and all Registrars are hereby authorized to enter in their Register Books such deeds on the production and proof of execution thereof without any memorials, and to minute such entry on the said deed, and the said Company are to pay to the said Registrar for so doing the sum of two shillings and six pence, and no more.

Deeds and conveyances to be in form of Schedule A.

XI. And be it enacted, That the said *Montreal and Kingston Rail-road Company* shall have full power and authority to explore the country lying between the said City of Montreal and the said Town of Kingston, and to designate and establish, and for the said Company to take, appropriate, have and hold to and for the use of them and their successors, the line and boundaries of a double or single Rail-road, with their necessary railways to connect the said City of Montreal and the said Town of Kingston; and for the purposes aforesaid the said Company and their agents, servants and workmen are hereby authorized and empowered to enter into and upon the lands and grounds of or belonging to any person or persons, bodies politic or corporate, and to survey and take levels of the same or any part thereof; and to set out and ascertain such parts thereof as they shall think necessary and proper for making the said double or single Rail-road and all such matters and conveniences as they shall think proper and necessary for making, effecting, preserving, improving, completing, and using the said intended Rail-road; and also to make, build, erect and set up in and upon the route of the said Rail-road or upon the lands adjoining or near the same, all such works, ways, roads and conveniences as the said Company shall think requisite and necessary for the purposes of the said Rail-road; and also from time to time to alter, repair, amend, widen or enlarge the same or any other of the conveniences above mentioned, as well for carrying or conveying of all manner of materials necessary for making, erecting, furnishing, altering, repairing, widening or enlarging the works of or belonging to the said Rail-road; and also to place, lay, work and manufacture the said materials on the ground near to the place or places where the said works or any of them are or shall be intended to be made, erected, repaired or done, and to build and construct the several works and erections belonging thereto; and also to make, maintain, repair and alter any fences or passages under or through the said Rail-road, or which shall communicate therewith, and to construct, erect and keep in repair any piers, arches or other works in and upon and across any rivers or brooks for making, using, maintaining and repairing the said Rail-road and side paths; and also to construct, make, and do all other matters and things which they shall think necessary and convenient for the making, effecting, preserving, improving, completing and using the said Rail-road, in pursuance of and within the true meaning of this Act, they the said Company doing as little damage as may be in the execution of the several powers to them hereby granted, and making satisfaction in manner herein mentioned for all damages to be sustained by the owners or occupiers of such lands, tenements and hereditaments.

Company may explore the country lying between Montreal and Kingston.

May enter upon lands for the purpose of survey.

And may erect buildings, machinery, &c.

May repair, widen, &c. the Rail-road.

May perform other works necessary for Rail road.

Doing as little damage as possible, and making satisfaction for all damages done.

Company not to encroach on any fee simple, &c. of any individual, except after the proper proceedings under this Act, or by permission.

XII. And be it enacted, That the said Company or their agents or servants at any time after the passing of this Act under and by virtue of its provisions, shall not, in constructing, building and furnishing a double or single iron or wooden Rail-road or way as aforesaid, on any part or portion of the country lying between the said City of Montreal and the said Town of Kingston, in any degree interfere with or encroach on any fee simple, right or private easement or privilege of any individual now holding and enjoying the same, or entitled thereto, without permission first had and obtained either by consent of the owner thereof or by virtue of the reference authorized by this Act.

Rail-road and tolls to be vested in Company.

XIII. And be it enacted, That the said double or single Rail-road or way and all materials which shall be from time to time got or provided for constructing, building, maintaining or repairing the same, and all tolls on goods, wares and merchandize, or passengers as hereinafter mentioned, shall be and the same are hereby vested in the said Company and their successors for ever.

President and Directors of Company empowered to receive tolls, &c.

XIV. And be it enacted, That as soon as the said double or single Rail-road or way shall be so far completed as to be capable of being used, it shall and may be lawful for the said Company, through their President and Directors, from time to time to fix and regulate the tolls and charges to be received for transportation of all goods, merchandize and passengers thereon, or any other convenience, erection or improvement, built, occupied or owned by the said Company to be used therewith, and it shall and may be lawful for them to ask for, demand, receive, recover and take the said tolls, dues or charges to and for their own proper use and benefit; and also that they shall have full power to regulate the time and manner in which goods and passengers shall be transported, taken and carried on the said double or single Rail-road or way, as well as the manner of collecting all tolls and dues on account of transportation and carriage, and shall have power to erect and maintain such toll-houses and other buildings for the accommodation and proper transaction of their business as to them may seem necessary.

And to make regulations for managing the transport on the road, &c.

The Company may reduce the tolls, and again raise the same; but equal rates shall be charged to all parties, so as to prevent monopoly.

XV. And be it enacted, That notwithstanding anything contained in this Act or any Section thereof, the said Company may from time to time reduce the tolls on the whole, or on any particular portion of the said Rail-road, and may again raise the same, so as to accommodate them to the circumstances of the traffic, but that the tolls to be demanded and taken by the Company hereby incorporated, shall be at all times charged equally to all persons, and after the same rate, whether per ton, per mile or otherwise, in respect of all passengers, and of all goods or carriages of the same description, and conveyed or propelled by a like carriage or engine, passing only over the same portion of the line of Railway under the same circumstances: And no reduction or advance in any such tolls shall be made directly or indirectly, in favor of or against any particular company, person or party, travelling upon or using the Rail-road, or so as collusively and unfairly to create a monopoly, either in the hands of the said company, or of any other company, person or party.

The Company bound to convey Her Majesty's Mail, Troops, &c. how the rates shall be fixed if not agreed upon.

XVI. And be it enacted, That the said Company shall at times when thereunto required by Her Majesty's Deputy Post Master General, the Commander of the Forces, or any person having the command or superintendence of any Police force, carry Her Majesty's Mail, Her Majesty's Naval or Military Forces or Militia, and all Artillery, Ammunition, Provisions or other Stores for their use, and all Policemen, Constables and

and others travelling on Her Majesty's Service, on their said Rail-road, on such terms and conditions, and under such Regulations as the said Company and the said Deputy Post Master General, the Commander of the Forces or person in command of any Police force, respectively, shall agree upon, or if they cannot agree, then on such terms and conditions and under such regulations as the Governor or person administering the Government shall in Council make: Provided that by such regulations the Company shall not be required to start any train at any other time than their ordinary time of starting the same, but they may be required to provide a separate carriage for the Mail and the person or persons in charge thereof; And provided also, that any further enactments which the Legislature of this Province may hereafter deem it expedient to make with regard to the carriage of the said Mail and Her Majesty's Forces and other persons and articles as aforesaid, or the rates to be paid for carrying the same, or in any way respecting the use of any Electric Telegraph, or other service to be rendered by the Company to the Government, shall not be deemed an infringement of the privileges intended to be conferred by this Act; and nothing in this Act contained shall be construed to authorize the said Company to take or enter upon any lands or real estate of any kind belonging to Her Majesty, Her Heirs or Successors, or vested in or held in trust by the Principal Officers of Her Majesty's Ordnance, or any public body, person or party in trust for the uses or services of Her Majesty, Her Heirs or Successors, whether such real estate be held in fee simple or for any less estate during the continuance of such estate, unless the entering upon or taking of such lands or real estate be authorized by the Governor in Council, or by the Commander of Her Majesty's Forces in this Province.

Proviso:
Company not bound to start trains at unusual hours.
Further regulations may be made by the Legislature — Company not to enter upon lands required for the public service on the out leave.

XVII. And be it enacted, That whenever it shall be necessary for the said single or double Rail-road or way to intersect or cross any stream of water or water course, or any road or highway lying on the route thereof between the City of Montreal aforesaid and the said Town of Kingston, it shall be lawful for the said Company to construct their single or double Rail-road or way across or upon the same: Provided that the Company shall restore the stream or water course or road or highway thus intersected to its former state or in a sufficient manner not to impair its usefulness; and shall moreover erect and maintain during the continuance of this Company, sufficient fences upon the line or route of their said single or double Rail-road or way.

Company may construct Rail-road across any stream of water.
Proviso.

XVIII. Provided always and be it enacted, That it shall not be lawful for the said Company to cause any obstruction in, or to impede the free navigation of the River Ottawa, or of any other river or stream to or across which their Rail-road shall be carried; and if the said Rail-road shall be carried across any navigable river, the said Company shall leave such openings between the piers of their bridge or viaduct over the same, and shall be subject to such draw-bridge or swing-bridge over the channel of the river, and shall be subject to such regulations with regard to the opening of such draw-bridge or swing-bridge, for the passage of vessels and rafts, as the Governor in Council shall direct and make from time to time; nor shall it be lawful for the said Company to construct any wharf, bridge, pier or other work upon the public beach or bed of any navigable river or stream, or upon the land covered with the waters thereof, until they shall have submitted the plan of such work to the Governor of this Province in Council, nor until the same shall have been approved by him in Council as aforesaid.

Company not to obstruct the navigation of any river; and the place of their works to be approved by the Governor in Council, who may make regulations as to the same.

By such regulations penalties may be imposed, and how enforced.

XIX. And be it enacted, That by any regulations to be made by the Governor in Council, touching any such draw-bridge or swing-bridge as aforesaid, penalties not exceeding ten pounds in any case, may be imposed for the contravention thereof; and such penalties shall be recoverable from the said Company, or from any of their Officers or servants by whom the regulations shall have been contravened, in the manner provided with regard to other penalties mentioned in this Act; and one moiety of every such penalty shall belong to Her Majesty for the public uses of the Province, and the other moiety to the prosecutor or person suing for the same.

When Rail-road crosses a highway, ledge or flange not to rise or sink more than one inch.

XX. And be it enacted, That where the said single or double Rail-road or way shall cross any public highway, the ledge or flange of such Railway for the purpose of guiding the wheels of the carriages shall not rise above the level of such road nor sink below the level of such road more than one inch; and that where any bridge shall be erected or made by the said Company for the purpose of carrying the said double or single Rail-road or way over or across any public highway, the space of the arch of any such bridge shall be formed and shall at all times be and be continued of such breadth as to leave a clear and open space under every such arch of not less than ten feet and of a height from the surface of each public highway to the centre of such arch of not less than twelve feet, and the descent under any such bridge shall not exceed one foot in twenty feet; and that in all places where it may be necessary to erect, build or make any bridge or bridges for carrying any public carriage road or highway over the said double or single Rail-road or way, the ascent of every such bridge for the purpose of every such road shall not be more than one foot in twenty feet, and a good and sufficient fence shall be made on each side of every such bridge, which fence shall not be less than four feet above the level of such bridge.

Company to maintain gates when the Rail-road crosses a highway on a level.

Opening and shutting such gates.

Penalty for contravention.

XXI. And be it enacted, That in all cases where the said intended double or single Rail-road or way shall cross any public highway on a level, the said Company shall erect, and at all times maintain a good and sufficient gate on each side of the said public highway where the said double or single Rail-road or way shall communicate with such public highway; which gates shall be constantly kept shut, except at such times as wagons, carts and other carriages passing along the said double or single Rail-road or way shall have to cross such public highway, and they shall be opened for the purpose only of letting such wagons, carts or other carriages pass through; and every driver or person entrusted with the care of any wagon, cart or other carriage, shall and he is hereby directed to cause the said gates and each of them to be shut as soon as such wagons, carts or other carriages shall have passed through, under the penalty of five shillings currency, to be recovered before any Magistrate.

Penalty on persons damaging, &c. works of Company.

XXII. And be it enacted, That if any person or persons shall do or cause to be done any act or acts whatever, whereby any building, construction or work of the said Company, or any engine, machine or structure, or any matter or thing appertaining to the same shall be stopped, obstructed, impaired, weakened, injured or destroyed, the person or persons so offending shall forfeit and pay to the said Company double the amount of damages sustained by means of such offence or injury, to be recovered in the name of the said Company by action of debt to be brought in any Court of record having jurisdiction in civil cases to the amount demanded.

XXIII. And be it enacted, That the property, affairs and concerns of the said Company, shall be managed and conducted by seven Directors, one of whom shall be chosen President, who shall hold their offices for one year, which said Directors shall be Stockholders to the amount of at least twenty shares, and be elected on the first Monday in June in each and every year, at the City of Montreal, at such time of the day as a majority of the Directors for the time being shall appoint: and public notice thereof shall be given in any newspaper or newspapers that may be published in the City of Montreal, at least one month previous to the time of holding the said election; and the said election shall be held and made by such of the Stockholders of the said Company as shall attend for that purpose in their own proper persons or by proxy; and all elections for such Directors shall be by ballot, and the persons who shall have the greatest number of votes at any election shall be Directors; and if it shall happen at any such election that two or more have an equal number of votes, in such manner that a greater number of persons than seven shall, by a plurality of votes appear to be chosen Directors, then the said Stockholders hereinbefore authorized to hold such election, shall proceed to elect by ballot until it is determined which of the said persons so having an equal number of votes shall be Director or Directors, so as to complete the whole number of seven; and the said Directors so chosen, as soon as may be after the said election shall proceed in like manner to elect by ballot one of their number to be President; and if any vacancy or vacancies shall at any time happen among the Directors by death, resignation or removal from the Province, such vacancy or vacancies shall be filled for the remainder of the year in which they may happen by a person or persons to be nominated by a majority of the Directors.

Affairs of Company to be managed by seven Directors, one of whom shall be President.

How and at what hour Directors shall be elected.

Ballot.

Fees.

Election of President.

Vacancies how filled.

XXIV. And be it enacted, That in case it should happen that an election of Directors should not be made on any day when pursuant to this Act it ought to have been, the said Company shall not for that cause be deemed to be dissolved, but it shall and may be lawful on any day to hold and make an election of Directors in such manner as shall have been regulated by the By-laws and Ordinances of the said Corporation.

Default to elect not to operate a dissolution of the Company.

XXV. And be it enacted, That each Stockholder shall be entitled to the number of votes proportioned to the number of shares, which he or she shall have held in his or her own name, at least one month prior to the time of voting, according to the following rate, that is to say, one vote for each share.

Shareholders to vote in proportion to number of shares held by them respectively.

XXVI. And be it enacted, That the Directors for the time being, or the majority shall have power to make and subscribe such rules and regulations as to them shall appear needful and proper, touching the management and disposition of the stock, property, estate and effects of the said Company, and touching the duty of the Officers, clerks and servants, and all such other matters and things as appertain to the business of the said Company, and shall also have power to appoint as many Officers, clerks and servants, for carrying on the said business with such salaries and allowances as to them shall seem fit.

Directors may make rules and regulations for the management of the affairs of the Company.

XXVII. And be it enacted, That on the first Monday in September next, a meeting of the Stockholders shall be held at the City of Montreal, who in the manner hereinbefore provided shall proceed to elect seven persons to be Directors, who shall elect by ballot one of their number to be their President, and shall continue in office until the next annual meeting of the said Company, and who during such continuance in office, shall

When Directors to be elected for the first time.

Proviso : election not to be held until a certain amount of stock is taken up.

shall discharge the duties of Directors in the same manner as if they had been elected at the annual election : Provided always, that if shares to the amount of twenty-five thousand pounds shall not be taken, then the said meeting shall not be held until that amount of stock shall have been taken up, and at least thirty days' notice thereof given in any paper or papers published in the said City of Montreal.

Amount of Capital Stock.

XXVIII. And be it enacted, That the whole Capital Stock of the said Company, inclusive of any real estate which the said Company may have or hold by virtue of this Act, shall not exceed in value one million of pounds, which amount shall be raised by the several parties hereinbefore named, and by such other person or persons who may after the passing of this Act become subscriber or subscribers towards such stock, and be held in forty thousand shares of twenty-five pounds each, and that the shares of the Capital Stock be deemed personal property, and may after the first instalment thereon shall have been paid, be transferred by the respective persons subscribing and holding the same to any other person or persons, and such transfer shall be entered and registered in a book or books to be kept for that purpose by the said Company.

Stockholders not to be liable beyond the amount of their shares.

XXIX. And be it enacted, That no Stockholder in the said Company shall be in any manner whatsoever liable for or charged with the payment of any debt or demand due by the said Company beyond the extent of his, her or their share in the capital of the said Company not paid up.

Stock subscribed to be paid up by instalments.

XXX. And be it enacted, That so soon as Directors have been appointed as aforesaid, it shall and may be lawful for them to call upon Stockholders of the said Company by giving thirty days' notice thereof, in any newspaper published in the City of Montreal, for an instalment of five per cent. upon each share which they or any of them may respectively subscribe for, and that the residue of the amount of the shares of the Stockholders shall be payable by instalments at such time and in such proportions as the Directors of the said Company may see fit, so as no such instalment shall exceed five per cent. nor become payable in less than thirty days after public notice in the newspaper or newspapers aforesaid : Provided always, that the said Directors shall not commence the construction of the said Rail-road or way until the said first instalment shall be paid in.

Proviso : Works not to be commenced before one instalment is paid up.

Penalty on Stockholders refusing to pay instalment.

XXXI. And be it enacted, That if any Stockholder or Stockholders as aforesaid shall refuse or neglect to pay at the time required any such instalment or instalments as shall be lawfully required by the Directors as due and payable upon any share or shares, such Stockholder or Stockholders so refusing or neglecting shall forfeit such share or shares as aforesaid, with any amount which shall have been previously paid thereon, and that the share or shares so forfeited may be sold by the said Directors, and the sum arising therefrom, together with the amount previously paid thereon, shall be accounted for and applied in like manner as other monies of the said Company : Provided always, that the purchaser or purchasers shall pay the said Company the amount of the instalment required, over and above the purchase money of the share or shares so purchased by him, her or them as aforesaid, immediately after the sale and before they shall be entitled to the certificate of the transfer of such shares so purchased as aforesaid : Provided always, that thirty days' notice of the sale of such forfeited shares shall be given in any newspaper or newspapers published in the said City of Montreal, and that the instalments due may be received in redemption of any such forfeited shares at any time before the appointed day for the sale thereof.

Proviso.

Proviso.

XXXII.

1846.

10° VICTORIÆ, CAP. 107.

XXXII. And be it enacted, That it shall be the duty of the Directors to make annual or semi-annual dividends of so much of the profits of the said Company as to them or a majority of them shall seem advisable; and that once in each year an exact and particular Statement shall be rendered of the state of their affairs, debts, credits, profits and losses; such Statement to appear on the books, and to be open to the perusal of any Stockholder at his or her reasonable request; which said Statement, attested on oath, shall be annually submitted to the three branches of the Legislature within thirty days after the opening of each Session of the Provincial Parliament, as also a Statement of the tonnage of goods and number of passengers that have been conveyed along the said Road.

Directors to make dividends, and to keep and render accounts.

Books to be open to Stockholders.

Statement to be laid annually before the Legislature.

XXXIII. And be it enacted, That whenever the sum of two hundred and fifty thousand pounds of the Capital Stock of the said Company shall have been paid up and expended in the construction of some part or parts of the said Rail-road, it shall and may be lawful for the President and Directors of the said Company, being thereto authorized by a general meeting of the Stockholders to be called for that purpose, to borrow by way of loan from such party or parties as shall be willing to advance the same, and at the lowest rate of interest for which it can be procured, such sum or sums of money not to exceed in the whole the balance of the stock not paid up for the purpose of carrying on and completing the said Rail-road; and the said road or such part thereof as may be constructed, with the income or tolls arising therefrom after paying the necessary repairs and the expense of conducting the business thereof, may be pledged as security for the payment of the principal money so borrowed and the interest thereof.

Directors may borrow a further sum to complete the road.

Security for such loan.

XXXIV. And be it enacted, That it shall and may be lawful for the President and Directors of the said Company, for the time being, or a majority of them, to enter into and make any arrangement with the Directors of any other Railway Company now or hereafter to be chartered in any portion of the country between the Cities of Montreal and Kingston, and more particularly with the Directors of any Company to be chartered to make a Rail-road from Montreal to Lachine, for the union, junction or purchase of any such Rail-road; and, in case of any purchase of such Rail-road, such road shall become to all intents and purposes a portion of the said Montreal and Kingston Rail-road, and the Capital Stock thereof shall be increased to the extent of the Capital Stock of the road so purchased.

Directors empowered to make arrangements for uniting the Company with some other Company, and more especially with the Lachine Rail-road Company.

XXXV. And be it enacted, That the said road which the said Company are by this Act authorized to make, shall be commenced within four years from the passing of the said Act, otherwise the said Act and every matter and thing therein contained shall cease and be utterly null and void, and the said Rail-road shall be completed and fit for public use within twenty years from the passing of this Act, otherwise this Act shall cease to have force and effect with regard to such parts of the said Rail-road as shall not then be completed, but shall remain in force with regard to such parts of it as shall then be completed and in use.

Road to be commenced within four years, and to be fit for use within twenty years after passing of this Act, on pain of forfeiture of privileges.

XXXVI. And be it enacted, That if any action or suit shall be brought against any person or persons for any matter or thing done in pursuance of this Act, such action or suit shall be brought within six calendar months next after the fact committed and not afterwards; and the defendant or defendants in such action or suit may plead the general issue only, and give this Act and the special matter in evidence on the trial.

Limitation of actions.

XXXVII.

Rights of Her Majesty and parties saved when not expressly mentioned.

XXXVII. And be it enacted, That nothing herein contained shall affect or be construed to affect in any manner or way whatsoever the rights of Her Majesty, Her Heirs and Successors, or of any person or persons, or of any bodies politic, corporate or collegiate, such only excepted as are herein mentioned.

Legislature may alter provisions of this Act at any time.

XXXVIII. And be it enacted, That notwithstanding the privileges hereby conferred, the Legislature may at any time hereafter make such addition to this Act, or such alteration of any of its provisions, as they may think proper for affording just protection to the public, or to any person or persons, body politic or corporate, in respect to their estate, property or rights or any interest therein, or any advantage, privilege or convenience connected therewith, or in respect to any way or right, public or private, that may be affected by any of the powers given by this Act.

Public Act.

XXXIX. And be it enacted, That this Act shall be deemed and taken to be a public Act, and as such shall be judicially noticed by all Judges, Justices of the Peace and other persons, without being specially pleaded.

SCHEDULE A.

Know all men by these presents, that I (or we) to wit,
do hereby in consideration of
the purchase money) paid to me (or us) by the *Montreal and Kingston Rail-road Company*, the receipt whereof is hereby acknowledged, grant, bargain, sell, convey, and confirm unto the said *Montreal and Kingston Rail-road Company*, their successors and assigns for ever, all that certain parcel or tract of land situate *(here describe the land)* the same having been selected and laid out by them for the purposes of their road: To have and to hold the said land and premises, together with the hereditaments and appurtenances thereto, to the said *Montreal and Kingston Rail-road Company*, their successors and assigns for ever.

Witness hand and seal, this day of 18
Signed, Sealed and }
Delivered in presence of }

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Law Printer to the Queen's Most Excellent Majesty.