



ANNO DECIMO ET UNDECIMO
VICTORIÆ REGINÆ.

CAP. LXXXII.

An Act to incorporate the British North American Electric Telegraph Association.

[28th July, 1847.]

WHEREAS the political and commercial connexion between the United Kingdom of Great Britain and Ireland and this Province and the Provinces of New Brunswick and Nova Scotia, renders the sure and speedy conveyance of intelligence between them of great general importance, and the transmission of such intelligence would be greatly facilitated by the establishment of a line of Electric Telegraphs between the City of Quebec and the City of Halifax in Nova Scotia, or other point in British North America on the Atlantic Ocean; and whereas the several persons hereinafter mentioned are desirous to make and maintain an Electric Telegraph from the said City of Quebec to the line dividing this Province from the Province of New Brunswick, at such points as may be found most convenient for communicating with other lines to be established through the Provinces of New Brunswick and Nova Scotia in the said City of Halifax: 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, 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 George O'Kill Stuart, Esquire, now Mayor of the said City of Quebec, the Honorable René Edouard Caron, Peter Langlois, junior, John Jones, Christian Wurtele, James Tibbets, Henry John Noad, Alexander Gillespie, and Edward Boxer, Esquires, all of the said City of Quebec, together with such person or persons as shall, under the provisions of this Act, become subscribers to and proprietors of any share or shares in the Electric Telegraph hereby authorized to be made, and their several and respective heirs, executors, administrators, curators and assigns, being proprietors of any share or shares in the Electric Telegraph hereby authorized to be made, are and shall be, and be united into a Company for carrying on, making, constructing, completing and maintaining the said intended Electric Telegraph and other works and property hereinafter mentioned, according to the rules, orders and directions hereinafter expressed, and shall for that purpose be one body politic and corporate, by the name of *The British North American Electric Telegraph Association*, which body shall hereinafter be understood to be intended by the words "the said Company," whenever they occur in this Act, and by that name shall have perpetual succession, and shall have a common seal, and other the usual powers and rights of bodies corporate not inconsistent with this Act, and by that name shall and may sue and be sued, and also shall and may have power and authority

Preamble:

A Joint Stock Company formed for the purpose of constructing a Telegraph from Quebec to the Province Line.

Corporate name, and powers.

to take and receive gifts, grants, donations and to purchase lands, tenements and hereditaments for them and their successors and assigns, for the use of the said Electric Telegraph; saving nevertheless, to the Seignior or Seigniors within whose *censive* the lands, tenements and hereditaments so purchased may be situate, his and their several respective *droits d'indemnité*, and all other Seigniorial rights whatever: and also to sell any of the said lands, tenements and hereditaments purchased for the purposes aforesaid, and any person or persons, bodies politic or corporate, or communities, may give, grant, bargain, sell or convey to the said Company any lands, tenements or hereditaments for the purposes aforesaid, and the said Company shall be and are hereby authorized and empowered from and after the passing of this Act, by themselves and their deputies, agents, officers, workmen and servants to make and complete an Electric Telegraph to be called *The British North American Electric Telegraph*, from the said City of Quebec to the line dividing the two Provinces of Canada and New Brunswick, at such point or place as may by the said Company be found most advisable (keeping in view the object of establishing a continuation thereof under Legislative authority in the Provinces of New Brunswick and Nova Scotia, to the Atlantic Ocean,) and to construct station houses and observatories at either termination, and at such other places on the line of the said Telegraph as they may deem expedient.

Purposes for which the Company is constituted.

Power of the Company to set out and survey lands necessary for their works, &c.

To get and lay materials, &c.

Repairing and altering works.

Compensation to be made for damages done.

II. And be it enacted, That for the purposes aforesaid, the said Company, their deputies servants, agents and workmen are hereby authorized and empowered to enter into and upon the lands, grounds and premises, leave and license therefor being first had and obtained, of the Queen's Most Excellent Majesty, or of any person or persons, bodies politic, corporate or collegiate, or communities whatsoever, and 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 intended Telegraph, and all such other works, matters and conveniences as they shall think proper and necessary for making, effecting, preserving, improving, completing, maintaining and using the said intended Telegraph and other works, and also to bore, dig, cut, trench, get, remove, take, carry away, and lay earth, clay, stone, soil, rubbish, trees, roots of trees, beds of gravel or sand, or any other matters or things which may be dug or got in making the said intended Telegraph or other works, on or out of the lands adjoining or lying convenient thereto, and which may be proper, requisite or necessary for making or repairing the said intended Telegraph or works incident or relative thereto, or which may hinder, prevent or obstruct the making, using or completing, extending or maintaining the same respectively, according to the intent and purpose of this Act, and to build, erect, and set up, in or upon the lands to be acquired for that purpose under this Act, such and so many station-houses and observatories, watch-houses and other works, ways, roads and conveniences, as and where the said Company shall think requisite and convenient for the purposes of the said Telegraph; and also from time to time to alter, repair, divert, enlarge, and extend the same, and to construct, erect, and keep in repair any bridges, arches, and other works upon or across any rivers or brooks for the making, using, maintaining and repairing the said intended Telegraph; and to construct, erect, make and do all other matters and things which they shall think convenient and necessary for the making, effecting, extending, preserving, improving, completing, and easy using of the said intended Telegraph and other works, in pursuance of and according to the true intent and 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 hereinafter mentioned to the owners or proprietors of or the persons

persons interested in the lands, tenements, or hereditaments, water, water-courses, brooks or rivers respectively, which shall be taken, used, removed or prejudiced, or for all damages to be by them sustained in or by the execution of all or any of the powers of this Act: and that whensoever and wheresoever the said Telegraph do or shall pass through any wood, the trees and underwood shall be cut down for the space of fifty feet on each side of the said Telegraph by the proprietors of the lands upon which such trees and underwood may be, and in default thereof that the said Company may cause the said trees and underwood to be cut at the cost of such proprietors of the lands; and this Act shall be sufficient to indemnify the said Company, and their servants, agents and workmen, and all other persons whatsoever for what they or any of them shall do by virtue of the powers hereby granted, subject nevertheless to such provisions and restrictions as are hereinafter mentioned.

Cutting down
Timber on
each side of
the line.

III. And be it enacted, That for the purposes of this Act, the said Company shall and may, by some sworn Land Surveyor for Lower Canada, cause to be taken and made surveys of the Lands through which the said intended Telegraph is to be carried, together with a map or plan of the line of such Telegraph, and of the course and direction thereof, and of the lands through which the same is to pass, and also a book of reference for the said Telegraph, in which shall be set forth a description of the said several lands, and the names of the owners, occupiers and proprietors thereof, and in which shall be contained everything necessary for the right understanding of such map or plan; which said map or plan and book of reference shall, on the completion of the said Telegraph, be made, or cause to be made, and certified by the Commissioner of Crown Lands, who shall deposit copies thereof in the office of the Prothonotary of the Court of Queen's Bench for the District of Quebec, and shall also deliver one copy thereof to the said Company: and all persons shall have liberty to resort to such copies so to be deposited as aforesaid, and make extracts or copies thereof as occasion shall require, paying to the Prothonotary at the rate of six pence current money of this Province, for every hundred words; and the said copies of the said map or plan and book of reference so certified, or a true copy or copies thereof, certified by the Prothonotary of the Court of Queen's Bench for the said District, shall severally be, and are hereby declared to be good evidence in the Courts of Law and elsewhere.

Company may
by a sworn
Surveyor and
Engineer take
surveys, &c.

Plan and book
of reference
to be made and
deposited.

Effect of cer-
tified copies of
such Plan and
Book.

IV. Provided always, and be it enacted, That the said Company shall have full power and authority to set up posts for supporting the wires of the said Telegraph in and upon any public road, street or highway, and to make the necessary excavations in the same for placing such posts or poles; and such posts, and all wires and other apparatus therewith connected, shall be, and be deemed to be to all intents and purposes, the property of the said Company, as shall also all such posts or poles or apparatus as shall be set up by the said Company for the purposes aforesaid, although the lands on which the same are set up be not the property of the said Company.

Power to the
Company to
set up posts or
poles on high-
ways for sup-
porting the
wires of the
said Tele-
graph.

V. And be it enacted, That after any lands or grounds shall be set out and ascertained, and the line of the said Telegraph designated in manner aforesaid, for making and completing the said Telegraph and other works, and other the purposes and conveniencies hereinbefore mentioned, it shall and may be lawful for all bodies politic, corporate or collegiate, corporations aggregate or sole, communities, guardians, curators, executors, administrators, and all other trustees or persons whatsoever, not
only

After any
lands have
been taken,
all bodies cor-
porate, &c.
may sell their
property
therein to the
Company.

only 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 set out and ascertained as aforesaid, or any part thereof, or upon or across which the said Company shall have occasion to set up any posts or poles, or other apparatus, or to acquire the right of way or other servitude or right, to contract for, sell and convey unto the said Company, their successors or assigns, all or any part of such lands or grounds which shall from time to time be set out and ascertained as aforesaid, or the right or servitude so required by the said Company; 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 thereof in any wise notwithstanding; and all bodies politic, corporate or collegiate, or communities, and all persons whatsoever so contracting or 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; and that all such contracts, agreements, sales, conveyances and assurances, or notarial copies thereof, shall, at the expense of the said Company and their successors, be deposited in the office of the Prothonotary as aforesaid, and true copies thereof shall be allowed to be good evidence in all Courts whatsoever.

When no power is vested in any body corporate to sell, a fixed annual rent to be established.

Security for such annual rent, &c.

VI. Provided always, and be it enacted, That any body politic, community, corporation, or other person or persons whosoever who cannot in common course of law sell or alienate any lands or grounds so set out and ascertained, shall agree upon a fixed annual rent as an equivalent, and not upon a principal sum, to be paid for the lands or grounds so set out and ascertained as necessary for making the said Telegraph and other purposes and conveniences relative thereto and connected therewith; and in case the amount of rent shall not be fixed by voluntary agreement or compromise, or by arbitration between the parties, it shall be fixed by a jury, convened and qualified in the manner hereinafter prescribed, and all proceedings and litigations in Court shall in that case be regulated as is hereinafter prescribed; and for the payment of the said annual rent and every other annual rent agreed upon or ascertained for the purchase of any lands or grounds, the said Telegraph, and the tolls or emoluments to be levied and collected thereon or arising therefrom shall be and are hereby made liable and chargeable in preference to all other claims or demands thereon whatsoever.

The Company to apply to the owners of the lands through which the said Telegraph is to be carried, touching the compensation to be paid for the same, &c.

VII. And be it enacted, That it shall be lawful for the said Company to apply to Her Majesty, and all the several owners of the estates, lands and grounds through which such Telegraph is intended to be carried, and to agree with such owners respectively touching the compensation to be paid to them by the said Company for the purchase thereof, or for the right or servitude required by the said Company in or upon the same, and for their respective damages; and in case of disagreement between the said Company and the said owners, or any of them, then all questions which shall arise between the said Company and the several proprietors of, and persons interested in any estates, lands or grounds that shall or may be taken, affected or prejudiced by the execution of any of the powers hereby granted, or any indemnification for damages which may or shall be at any time or times sustained by any bodies politic or corporate, or communities, or any other person or persons respectively, being owners of or interested in any estate, lands or grounds, for or by reason of the making, repairing or maintaining the said Telegraph or other works incidental or relative thereto, or connected

connected therewith, shall and may be settled by agreement of the parties or by arbitration, or if either of the parties shall not be inclined to make an agreement or to appoint arbitrators, or by reason of absence shall be prevented from treating, or through disability by non-age, coverture or other impediment, cannot treat or make such agreement, or enter into such arbitration, or shall not produce a clear title to the premises which they claim an interest in, then and in every such case the said Company may make application to the Court of Queen's Bench for the District of Quebec, stating the grounds of such application, and such Court is hereby empowered and required from time to time upon such application, to issue a warrant directed to the Sheriff of the said District for the time being, commanding such Sheriff to impanel, summon and return a Jury qualified according to the laws of Lower Canada, to be returned for trials of issues joined in civil cases in the said Court of Queen's Bench, to appear before the said Court at such time and place as in such warrant shall be appointed, and all parties concerned may have their lawful challenge against any of the said Jurymen, but shall not challenge the array; and the said Court is hereby empowered to summon and call before them all and every such person or persons as it shall be thought necessary to examine as witnesses touching the matters in question: and the said Court may in its discretion, authorize and order the said Jury, or any six or more of them, to view the place or places or matter in controversy, which Jury, upon their oaths (all which oaths, as well as the oaths to be taken by any person or persons who shall be called upon to give evidence, the said Court is hereby empowered to administer) shall enquire of, assess and ascertain the distinct sum or sums of money, or annual rent to be paid for the purchase of such lands or grounds, or the indemnification to be made for the right or servitude, or for the damage that may or shall be sustained as aforesaid; and the said Court shall give judgment for such sum, rent or indemnification so to be assessed by such Jurors, and such said verdict, and the judgment thereon pronounced, shall be binding and conclusive to all intents and purposes against all bodies politic, corporate or collegiate, or communities, and all persons whatsoever.

Compensation to be awarded by a Jury if the parties cannot agree.

VIII. And be it enacted, That in all cases where a verdict shall be given for more money as an indemnification or satisfaction for any lands, grounds, hereditaments or property, or for any right or servitude in or upon the same, or for any damage done to any lands, grounds, hereditaments or property, or for annual rent of any lands, grounds, 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 summoning such Jury and taking such inquest, shall be settled by the Court, and defrayed by the said Company; but if any verdict shall be given for the same, or a less sum than had been previously offered by and on behalf of the said Company, or in case no damage shall be given by the verdict, 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 Court, and be borne and paid by the party or parties with whom the said Company shall have had such controversy; which said costs and expenses having been so settled, shall and may be so deducted out of the money so assessed and adjudged, when the same shall exceed such costs and expenses, as so much 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 sums so assessed or adjudged as aforesaid.

How expenses where a verdict is given for more money than had been previously offered by the Company, are to be settled.

And if the verdict be for the sum offered or less.

Persons not satisfied with the compensation offered by the Company, may complain and request a Jury, first entering into a bond to bear expenses.

IX. Provided further, and be it enacted, That all and every person or persons making complaint and requesting such Jury, shall, before the issue of the warrant or warrants for the summoning of such Jury as aforesaid, enter into a Bond before one of the Judges of the Court of Queen's Bench for the District of Quebec, with one sufficient surety, to the Treasurer of the said Company, or their successors for the time being, in the penalty of two hundred pounds currency, to prosecute his, her, or their complaint, and to bear and pay the costs and expenses of summoning such Jury, and taking such inquest, in case a verdict shall be given for no more, or for a less sum or rent than had been offered by and on behalf of the said Company, or their successors, before summoning and returning the said Jury or Juries, as an indemnification or satisfaction for any lands, grounds or hereditaments, or for any annual rent, or for any damages as aforesaid.

On payment or legal tender of the money or annual rent, agreed upon or awarded, lands may be taken possession of by the Company, &c.

X. And be it enacted, That upon payment or legal tender of such sum or sums of money or annual rent as shall be contracted or agreed for between the parties, or determined by arbitrators, or assessed by such Juries in manner respectively as aforesaid, to the proprietors thereof, or other person or persons entitled to receive the same, or to the principal officer or officers of any body politic, corporate, or collegiate, or community, at any time after the same shall have been so agreed upon, determined or assessed, such lands, grounds or hereditaments, or property respectively, may be entered upon and taken possession of by the said Company, and applied to the purpose of making and maintaining the said Telegraph and other works and conveniences thereunto appertaining, or such right or servitude required by the said Company.

All agreements, sales, verdicts, &c. to be registered.

Effect of payment and registration.

XI. And be it enacted, That all agreements, sales and conveyances, and all determinations by arbitration as aforesaid, or notarial copies thereof, when the same may be passed before Notaries, and also the said verdicts and judgments thereupon, shall be transmitted to and registered in the Registry Office for the County in which the lands, tenements or hereditaments shall be situated, and that the same shall be therein registered at full length, and all persons shall have liberty to inspect the same, paying for each inspection the sum of six pence currency, and to have and obtain copies thereof, paying for every copy thereof, not exceeding one hundred words, the sum of six pence currency, and so in proportion for any number of words, and immediately on such payments of purchase money or rent as aforesaid, and entry or registration of such agreements, sales, conveyances, determinations by arbitration, verdicts, judgments, and other proceedings of the said Court and Juries, all the estate, right, title, interest, use, trust, property, claim and demand in law and equity, of the person or persons for whose use such money or rent shall be paid, in, to and out of the lands, grounds, tenements, hereditaments and premises, shall vest in the said Company and their successors, and they shall be respectively deemed in law to be in actual possession and seizin of the same, to all intents and purposes whatsoever, as fully and effectually as if every person having an estate therein had been able to convey, and had actually conveyed the same to them by the most effectual legal conveyance, and such payment shall bar all right, title, interest, claim and demand of the person or persons to whose use the same shall be made, bodies politic, corporate or collegiate, ecclesiastical or civil communities, women subject to marital authority, minors, interdicted persons, or absentees, who may have or claim to have any right, title, interest, claim or demand therein, and of every other person or persons whomsoever, even for dower not yet open (*douaire non encore ouvert*;) any law to the contrary notwithstanding.

XII. And be it enacted, That applications to the said Court for indemnity for any damage or injury sustained by reason of the power and authority given by this Act, shall be made within six calendar months next after the time of such supposed damage sustained, or in case there shall be a continuation of damage, then within six calendar months next after the doing or committing such damage shall cease, and not afterwards; and the defendant or defendants shall and may plead the general issue and give this Act and the special matter in evidence at any trial to be had thereupon, and may aver that the same was done in pursuance and by authority of this Act.

All applications for indemnity for damage done under this Act to be made within a certain time.

XIII. And be it enacted, That if any person shall by any means or in any manner or way whatever, obstruct or interrupt the free use of the said Telegraph or the other works incidental or relative thereto or connected therewith, such person shall, for every such offence, incur a forfeiture or penalty of not less than Five Pounds, nor exceeding Ten Pounds currency, one half of which penalty and forfeiture, to be recovered before one or more Justices of the Peace for the District, shall go to the prosecutor or informer, and the other half shall belong to Her Majesty, Her Heirs and Successors, and shall be paid into the hands of the Receiver General, and be applied for the public uses of this Province, and the support of the Government thereof.

Penalty on persons obstructing free use of the Telegraph.

XIV. And be it enacted, That if any person or persons shall wilfully and maliciously, and to the prejudice of the said Telegraph authorized to be made by this Act, break, throw down, damage or destroy the same, or any part thereof, or any of the station-houses, watch-houses, observatories, posts, poles, wires, or other apparatus, works or devices incidental and relative thereto, or connected therewith, or do any other wilful hurt or mischief, or shall wilfully and maliciously obstruct or interrupt the free use of the said Telegraph, or any of the appurtenances thereof, or obstruct, hinder, or prevent the carrying on, completing, supporting and maintaining, using or working of the said intended Telegraph, such person or persons shall be adjudged guilty of felony, and the Court by and before whom such person or persons shall be tried and convicted shall have power and authority to cause such person or persons to be punished in like manner as felons are directed to be punished by the laws in force in this Province, or in mitigation thereof to award such sentence as the law directs in cases of simple larceny, as to such Court shall seem fitting.

Penalty on persons breaking down or damaging the Telegraph, or any works of the Company.

XV. And to the end that the said Company may be enabled to carry on so useful an undertaking, Be it enacted, That it shall and may be lawful for the said Company and their successors, to raise and contribute among themselves, in such proportions as to them shall seem meet and convenient, a competent sum of money for the making and completing the said Telegraph and all such other works, matters and conveniences as may be found necessary for making, effecting, preserving, improving, completing, maintaining and using the said Telegraph and other works: Provided always, that the sums so raised shall not exceed the sum of six thousand five hundred pounds currency in the whole, except as is hereinafter mentioned, and that the same be divided into such number of shares as is hereinafter directed, at the price of ten pounds currency per share; and the money so to be raised is hereby directed and appointed to be laid out and applied in the first place for and towards the payment, discharge and satisfaction of all fees and disbursements for obtaining and passing this Act, and for making the surveys, plans and estimates incident thereunto, and all other expenses relating thereunto, and all the rest, residue and remainder of such money for and towards making,

The Company to contribute among themselves the necessary sums.

Proviso: Amount of Capital limited; and purposes to which alone it shall be applied.

making, completing and maintaining the said Telegraph, and other the purposes of this Act, and to no other use, intent or purpose whatever.

The sum to be raised by the Company to be divided into shares.

Amount of each share, and rights and obligations of Shareholders.

XVI. And be it enacted, That the said sum of six thousand five hundred pounds currency, or such part thereof as shall be raised by the several persons hereinbefore named, and by such other person or persons who shall or may at any time become a subscriber or subscribers to the said Telegraph, shall be divided and distinguished into six hundred and fifty shares, at a price not exceeding ten pounds currency aforesaid per share, and that the shares be deemed personal estate, and shall be transferred as such, and that the said six hundred and fifty shares shall be and are hereby vested in the said several subscribers, and their several respective heirs, executors, curators, administrators and assigns, to their and every of their proper use and behoof, proportionally to the sum they and each of them shall severally subscribe and pay thereunto, and all and every the bodies politic, corporate or collegiate, or communities, and all and every person or persons, their several and respective successors, executors, curators, administrators and assigns, who shall severally subscribe and pay the sum of ten pounds, or such sum or sums of money as shall be demanded in lieu thereof, towards carrying on and completing the said intended Telegraph, shall be entitled to and receive, after the said Telegraph shall be completed, the entire and net distribution of the profits and advantages that shall and may arise and accrue by virtue of the sum and sums of money to be raised, recovered and received by the authority of this Act, in proportion to the number of shares so held; and every body politic, corporate or collegiate, or community, person or persons having such property of one six hundred and fiftieth part or share in the said undertaking, and so in proportion as aforesaid, shall bear and pay an adequate and proportional sum of money towards carrying on the said undertaking, in manner by this Act directed and appointed.

If this sum should not be sufficient, the Company may raise a further sum for completing their undertaking.

Rights and obligations of holders of new Stock.

XVII. And be it enacted, That in case the said sum of six thousand five hundred pounds hereinbefore authorized to be raised, shall be found insufficient for the purposes of this Act, then and in such case it shall be lawful for the said Company to raise and contribute amongst themselves, in manner and form aforesaid, and in such shares and proportions as to them shall seem meet, or the admission of new subscribers, a further or other sum of money for completing and perfecting the said intended Telegraph and other works or conveniences incidental or relative thereto, not exceeding the sum of twenty thousand pounds currency aforesaid, and every subscriber towards raising such further or other sum of money, shall be a proprietor in the said undertaking, and have a like vote by himself or herself, or his or her proxy, in respect of every share in the said additional sum to be raised, and shall also be liable to such obligations, and stand interested in all the profits and powers of the said undertaking, in proportion to the sum he, she or they shall or may subscribe thereto, as generally and extensively as if such other or further sum had been originally raised, and a part of the said first sum of six thousand five hundred pounds; anything herein contained to the contrary notwithstanding.

Votes of proprietors according to the number of their shares. Proviso.

XVIII. And be it enacted, That the number of votes to which each proprietor of shares in the said undertaking shall be entitled on every occasion when, in conformity to the provisions of this Act, the votes of the members of the said Company are to be given, shall be in proportion equal to the number of shares held by him: Provided always, that no one proprietor as aforesaid, shall have more than forty votes; and all proprietors

proprietors of shares resident within the Province or elsewhere may vote by proxy, if he, she or they shall see fit ; Provided always, that such proxy shall be a stockholder, and provided that such proxy do produce from his constituent or his constituents an appointment in writing in the words or to the effect following :

Proxies.

“ I, _____ of _____ one of the proprietors of
 “ *The British North American Electric Telegraph Association*, do hereby nominate,
 “ constitute and appoint _____ to be my proxy, in my
 “ name, and in my absence to vote or give my assent or dissent to any business,
 “ matter or thing relating to the said undertaking that shall be mentioned or proposed
 “ at any meeting of the proprietors of the said undertaking, or any of them, in such
 “ manner as the said _____ shall think proper, according
 “ to his opinion and judgment, for the benefit of the said undertaking, or anything ap-
 “ pertaining thereto : In witness whereof I have hereunto set my hand and seal, the
 “ _____ day of _____ in the year _____
 “ In the presence of _____ (L. S.)

Form of Proxy.

“ (*Signature of Witnesses.*) ”

And such vote or votes by proxy shall be as valid as if such principal or principals had voted in person ; and whatever question, election of proper officers, or matters or things shall be proposed, discussed or considered in any public meeting of proprietors to be held by virtue of this Act, shall be determined by the majority of votes and proxies then present and so given as aforesaid.

Decisions to be by majority.

XIX. Provided always, and be it enacted, That no proprietor who shall not be a natural born subject of Her Majesty, or a subject of Her Majesty naturalized by Act of the British Parliament, or by Act of the Parliament of this Province, shall be elected President or Treasurer.

No proprietors, unless a natural born subject, or naturalized, to be President or Treasurer.

XX. 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.

No Shareholder to be liable for the debts of the Company.

XXI. And be it enacted, That the first General Meeting of the Proprietors for putting this Act in execution may be held at the Court House in the City of Quebec, at any time after the expiration of one month from the passing of this Act : Provided, that public notice thereof be given during one week in some newspaper published in the English language, and in some newspaper published in the French language, at Quebec ; and at such said first general meeting the proprietors assembled, together with such proxies as shall be present, shall choose nine persons, being each a proprietor of not less than ten shares in the said undertaking, to be Directors of the said Company, in such manner as is hereinafter directed, and as shall from time to time be ordered by the proprietors, and at such General Meeting the proprietors shall also proceed to pass such rules, regulations and by-laws as shall seem to them fit, provided they are not inconsistent with this Act.

The first general meeting of the proprietors to be held at the Court House in the City of Quebec.

Proviso for notice.

The proprietors to elect a Board of ten Directors.

XXII. Provided always, and be it enacted, That until Directors shall be chosen under and in pursuance of the power hereinbefore contained, the following persons shall be the Directors of the said Company, namely, George Okill Stuart, René Edouard

First Board of Directors named and appointed.

Edouard Caron, Peter Langlois, junior, John Jones, Christian Wurtele, James Tibbets, Henry John Noad, Alexander Gillespie and Edward Boxer, and as such shall have all the powers and authority given to Directors by this Act.

Board of Directors to be elected yearly.

Special meeting of Shareholders.

Proviso.

Five Directors to be a *Quorum* for business.

Directors to attend to instructions of proprietors.

No person holding an office under the Company to be a Director.

XXIII. And be it enacted, That on the second Thursday in January in each year, an annual general meeting of the said proprietors shall be held to choose Directors in the room of those whose office may at any time become vacant, and generally to transact the business of the said Company, ten days' notice of the time and place of such meeting being previously given in one of the newspapers published in the City of Quebec; but if at any time it shall appear to any fifteen or more of such proprietors holding together two hundred shares at least, that for more effectually putting this Act in execution, a special meeting of proprietors is necessary to be held, it shall be lawful for such fifteen or more of them, to cause fifteen days' notice at least, to be given thereof in two of the newspapers of the said City or in such manner as the proprietors and their successors shall at any general meeting direct or appoint, specifying in such notice the time and place, and the reason and intention of such special meetings respectively; and the proprietors are hereby authorized to meet, pursuant to such notices, and proceed to the execution of the powers by this Act given them, with respect to the matters so specified only; and all such acts of the proprietors, or the majority of them, at such special meeting assembled, such majority not having either as principals or proxies less than two hundred shares, shall be as valid to all intents and purposes, as if the same were done at general meetings: Provided always, that it shall and may be lawful for the said proprietors at such special meetings, in like manner as at general meetings in case of the death, absence, resignation or removal of any person named a Director of the said Company in manner aforesaid, to choose and appoint another or others in the room or stead of him or those who may die or be absent, resign or be removed, as aforesaid; any thing in this Act to the contrary notwithstanding.

XXIV. And be it enacted, That any meeting of the said Directors at which not less than five Directors shall be present, shall be competent to do and perform all and any of the powers hereby vested in the said Directors of the said Company: Provided always, that no one of the said Directors, though he may be a proprietor of many shares, shall have more than one vote at the Board of Directors, except the Chairman, who shall be chosen by and out of the said Board of Directors, and who in case of a division of equal numbers, shall have the casting vote, although he may have given one vote before: And provided also, that such Board of Directors shall from time to time be subject to the examination and control of the said general and other meetings of the said proprietors as aforesaid; and shall pay due obedience to all such orders and directions in and about the premises as they shall from time to time receive from the said proprietors at such general and other meetings; such orders and directions not being contrary to any express directions or provisions in this Act contained.

XXV. Provided always, and be it enacted, That no person holding any office, place or employment, or being concerned or interested in any contract or contracts under the said Company, shall be capable of being chosen a member of the Board of Directors for managing the affairs of the said Company.

XXVI. And be it enacted, That every such general meeting shall have power to appoint not exceeding three Auditors to audit all accounts of money laid out and disbursed on account of the said undertaking by the Treasurer, Receiver and Receivers, and other officer and officers to be by their said Board of Directors appointed, or by any other person or persons whomsoever employed by or concerned for or under them, in and about the said undertaking, and to that purpose shall have power to adjourn themselves over from time to time, and from place to place, as shall be thought convenient by them; and the said Directors assembled by the authority of this Act, shall have power, from time to time, to make all such call or calls of money from the proprietors of the said undertaking, to defray the expense of or to carry on the same, as they from time to time shall find wanting and necessary for these purposes: Provided however, that no call do exceed the sum of two pounds ten shillings, current money of this Province for every share of ten pounds; and provided also, that no calls be made but at the distance of two calendar months from each other; and such Directors shall have full power and authority to direct and manage all and every the affairs of the said company, as well in contracting for and purchasing lands, rights and materials for the use of the said undertaking, as in employing, ordering and directing the work and workmen, and in placing and removing under-officers, clerks, servants and agents, and in making all contracts and bargains touching the said undertaking, so that no such purchase, bargain or other matter be done or transacted without the concurrence of a majority of such Directors; and the owner or owners of one or more shares in the said undertaking shall pay his, her or their shares and proportion of the monies to be called for as aforesaid, to such person or persons and at such time and place as the said Directors shall from time to time appoint and direct, of which three weeks' notice at least shall be given in two newspapers published at Quebec, one in the English and the other in the French language, or in such other manner as the said proprietors or their successors shall at any General Meeting direct or appoint, and if any person or persons shall neglect or refuse to pay his, her or their rateable or proportionable part or share of the said monies to be called for as aforesaid, at the time and place appointed by such General Meeting or Board of Directors, he, she or they neglecting or refusing to pay his, her or their rateable calls as aforesaid for the space of two calendar months after the time appointed for the payment thereof as aforesaid, then he, she or they shall forfeit his, her and their respective share and shares in the said undertaking, and all the profit and benefit thereof; all which forfeitures shall go to the rest of the proprietors of the said undertaking, their successors and assigns, in trust for and for the benefit of the said proprietors, in proportion to their respective interests.

XXVII. And be it enacted, That the said proprietors and their successors shall always have power and authority at any General Meeting assembled as aforesaid, to remove any person or persons chosen upon such Board of Directors as aforesaid, and to elect others to be of the Board of Directors, in the room of those who shall die, resign or be removed, and to remove any other officer or officers under them, and to revoke, alter, amend or change any of the rules and directions hereinbefore prescribed with regard to their proceedings amongst themselves (the method of calling general meetings, and their time and place of assembling and manner of voting, and of appointing Directors, only excepted), and shall have power to make such new rules, by-laws and orders for the good government of the said company and their servants, agents and workmen, for the good and orderly making, maintaining and using the said Telegraph, and all other works connected therewith or belonging thereto, and for the well governing of all persons

General meeting may appoint Auditors to audit accounts.

Directors to make calls.

Proviso: amount of any call.

Proviso as to interval between calls.

Other powers of the Directors.

Payment of calls, and mode of enforcing payment thereof.

Forfeiture for non-payment.

The Company may remove any person chosen upon such Board of Directors and choose others.

Rules and By-laws.

Fines under By laws limited, and how recoverable.

Effect of By-laws, &c.

persons whomsoever using or requiring the use of the said Telegraph or other works, or the services of the officers or persons in the employ of the said company, in the transmission of intelligence by the said Telegraph, or in any other way in which the said Telegraph or works can be employed; and to impose and inflict such reasonable fines or forfeitures upon the persons guilty of a breach of such new rules, by-laws or orders, as to such General Meeting shall seem meet, not exceeding the sum of twenty-five pounds current money of this Province for each offence; such fines and forfeitures to be levied and recovered by such ways and means as are hereinafter mentioned; which said rules, by-laws and orders, being put into writing under the common seal of the said company, shall be published at least twice in two of the newspapers published at Quebec as aforesaid, and affixed in the office of the said company, and in all and every the places where tolls are to be gathered, and in like manner as often as any change or alteration shall be made to the same, and the said rules, by-laws and orders so made and published as aforesaid, shall be binding upon and observed by all parties, and shall be sufficient in any court of law or equity, to justify all persons who shall act under the same.

The proprietors may transfer their shares. And mode of effecting such transfer.

XXVIII. And be it enacted, That it shall and may be lawful to and for the several proprietors of the said Telegraph or undertaking, to sell or dispose of his, her or their share or shares therein, subject to the rules and conditions herein mentioned, and every purchaser shall produce a duplicate of the deed of bargain and sale and conveyance made unto him or her, and one part of such deed duly executed by seller and purchaser shall be delivered to the said Directors, or their clerk for the time being, to be fyled and kept for the use of the said company, and an entry thereof shall be made in a book or books to be kept by the said clerk for that purpose, for which no charge shall be made, and the said clerk is hereby required to make such entry accordingly; and until such duplicate of such deed shall be so delivered to the said Directors or their clerk, and fyled and entered as above directed, such purchaser or purchasers shall have no part or share of the profits of the said undertaking, nor any interest for the said share or shares paid unto him, her or them, nor any vote as a proprietor or proprietors.

Form of Transfer of the shares, appointed.

The Form.

XXIX. And be it enacted, That the sale of the said shares shall be in the form following, varying the names and descriptions of the contracting parties, as the case may require:

“ I, A. B. in consideration of the sum of _____ paid to me
 “ by C. D. of _____ do hereby bargain, sell and transfer to
 “ the said C. D. _____ share (or shares) of the Stock of *The British*
 “ *North American Telegraph Association*, to hold to him the said C. D. his heirs, ex-
 “ cutors, curators, administrators and assigns, subject to the same rules and orders, and
 “ on the same conditions that I held the same immediately before the execution hereof,
 “ and I, the said C. D. do hereby agree to accept of the said
 “ (share or shares), subject to the same rules, orders and conditions. Witness our
 “ hands and seals, this _____ day of _____ in the
 “ year _____

“ In presence of _____ (S. S.)

“ (*Signatures of two Witnesses.*) _____ (L. S.)”

XXX. And be it enacted, That it shall and may be lawful to and for the said Board of Directors, and they are hereby authorized, from time to time, to nominate and appoint a Treasurer or Treasurers, and a Clerk or Clerks to the said Company, taking such security for the due execution of their respective offices as the said Board of Directors shall think proper; and such Clerk shall, in a proper book or books, enter and keep a true and perfect account of the names and places of abode of the several proprietors of the said Telegraph or undertaking, and the several persons who shall from time to time become owners and proprietors of, or entitled to any share or shares therein, and of all other acts, proceedings and transactions of the said Company and of the Board of Directors for the time being, by virtue of and under the authority of this Act.

Directors may appoint a Treasurer and Clerk.

Duty of the Clerk.

XXXI. And be it enacted, That it shall and may be lawful to and for the said Company, and their successors and assigns, from time to time, and at all times hereafter, to ask, demand, take and recover, to and for their own proper use and behoof, for all communications transmitted through the line of Telegraph such rates and dues as shall be from time to time fixed and appointed by the Directors which shall be paid to such person or persons, and at such place or places near to the place where such service may have been performed, in such manner and under such regulations as the said Company, or their successors, shall direct and appoint; and in case of denial, or neglect of payment of any such rate or dues, or any part thereof, on demand, to the person or persons appointed to receive the same as aforesaid, the said Company may sue for and recover the same in any Court having competent jurisdiction; and the said Company shall have full power, from time to time, at any general meeting, to lower or reduce all or any of the said rates and dues, and again to raise the same, not exceeding the sums above mentioned, as often as it shall be deemed necessary for the interests of the said undertaking.

The Company may establish certain rates for the transmission of intelligence, &c.

Recovery of such rates.

Rates may be altered.

XXXII. And in order to ascertain the amount of clear profits of the said undertaking, Be it enacted, That the said Company, or the Directors for managing the affairs of the said Company, shall, and they are hereby required to cause a true, exact, and particular account kept and annually made up and balanced on the first day of January in each year, of the money collected and received by the said Company, or by the Directors and Treasurer of the said Company, or otherwise for the use of the said Company by virtue of this Act, and of the charges and expenses attending the erecting, making, supporting, maintaining and carrying on the said Telegraph works, and all other receipts and expenditure of the said Company, or the said Directors; and at the meetings of proprietors of the said undertaking to be from time to time holden as aforesaid, or at some adjournment thereof, a dividend shall be made out of the clear profits of the said undertaking, unless such meeting shall declare otherwise, and such dividend shall be at and after the rate of so much per share upon the several shares held by the members thereof in the joint stock of the said Company, as such meetings or meetings shall think fit to appoint or determine: Provided always, that no dividend shall be made, whereby the capital of the said Company shall be in any degree reduced or impaired, nor shall any dividend be paid in respect of any share, after a day appointed for payment of any call for money in respect thereof, until such call shall have been paid.

Account of receipts to be annually made up, and balanced at certain periods.

Dividends may be made.

Proviso.

XXXIII. And be it enacted, That the said Company, their successors and assigns, shall and are hereby required and directed to take a sufficient security, by one or

Treasurer, Receiver, and Collector, to give security.
more

more bond or bonds, in a sufficient penalty or penalties, from their Treasurer, Receiver and Collector for the time being, of the money to be raised by virtue of this Act, for the faithful execution by such Treasurer, Receiver and Collector, of his and their office and offices respectively.

The Company may compel persons subscribing to pay amount of their shares.

XXXIV. And whereas several persons have subscribed, or may hereafter subscribe, to advance money towards carrying the purposes of this Act into execution, Be it therefore enacted, That the several person or persons who have subscribed, or who shall hereafter subscribe to advance any money, for and towards making and maintaining the said Telegraph and other works connected therewith, shall, and they are hereby required to pay the sum and sums of money by them respectively subscribed, or such parts or portions thereof as shall, from time to time, be called for the said Company, under and by virtue of the powers and directions of this Act, to such person or persons, and at such times and places as shall be directed by the said Company or by the Directors, in manner before mentioned; and in case any person or persons shall neglect or refuse to pay the same at the time and in the manner required for that purpose, it shall be lawful for the said Company to sue for and recover the same in any Court having competent jurisdiction.

Proceedings in actions for calls.

Averment.

Proof.

XXXV. And be it enacted, That in any action to be brought by the said Company against any proprietor or proprietors, or owner or owners of any share or shares in the said undertaking, to recover any sum or sums of money due and payable to the said Company for or by reason of any call or calls made by virtue of this Act, it shall be sufficient for the said Company to declare and allege that the defendant or defendants, being a proprietor or proprietors of such or so many shares in the said undertaking, is or are indebted to the said Company in such sum or sums of money, as the call or calls in arrear shall amount to, for such and so many call or calls of such or so many sum or sums of money, upon such or so many shares belonging to the said defendant or defendants, (as the case may happen to be,) whereby an action hath accrued to the said Company by virtue of this Act, without setting forth the special matter; and on the trial of such action it shall only be necessary to prove that the defendant or defendants at the time of making such call or calls was or were a proprietor or proprietors of some share or shares in the said undertaking, and that such call or calls was or were in fact made, and that such notice thereof was given as is directed by this Act, without proving the appointment of the Directors who made such call or calls, or any matter whatsoever; and the said Company shall thereupon be entitled to recover what shall appear due, unless it shall appear that any such call exceeded fifty shillings at any one time upon any one share of ten pounds, or was not made after the interval of two calendar months from the last preceding call, or was made without notice given in any newspapers as aforesaid.

Punishment of persons obstructing officers of the Company, &c.

XXXVI. And be it enacted, That if any person shall wilfully obstruct or impede any officer or agent of the said Company in the execution of his duty with regard to the said Telegraph, or to the using thereof, or of any apparatus or works thereto appertaining, or upon or in any of the stations or other works or premises connected therewith; or if any person shall wilfully trespass upon the said Telegraph or any of the stations or other works or premises connected with the said Telegraph, and shall refuse to quit the same upon request to him made by any officer or agent of the said Company, every such person so offending, and all others aiding and assisting therein, shall

shall and may be seized and detained by any such officer or agent, or any person whom he may call to his assistance, until such offender or offenders can be conveniently taken before some Justice of the Peace for the District wherein such offence shall be committed, and when convicted before such Justice as aforesaid, (who is hereby authorized and required, upon complaint to him upon oath, to take cognizance thereof, and to act summarily in the premises,) shall, in the discretion of such Justice, forfeit to Her Majesty any sum not exceeding ten pounds; and in default of payment thereof, shall or may be imprisoned for any term not exceeding two calendar months; such imprisonment to be determined on payment of the amount of penalty.

Conviction and punishment of offenders.

XXXVII. And for the more easy and speedy conviction of offenders against this Act, Be it further enacted, That all and every the Justice and Justices of the Peace before whom any person or persons shall be convicted of any offence against this Act, shall and may cause the conviction to be drawn up according to the following, or in any other form of words to the same effect, as the case shall happen, viz :

Form of conviction established.

“ To Wit : } Be it remembered that on the day of
} in the year of Our Lord One Thousand Eight Hundred and
“ A. B. is convicted before me, C. D. (or before C. D. and E. F.) one (or two) of Her
“ Majesty’s Justices of the Peace for the District of
“ (specifying the offence and the time and place when and where the same was committed,
“ as the case may be,) contrary to an Act passed in the
“ year of the Reign of Queen Victoria, intituled, (here set forth the title of this Act.)
“ Given under my Hand and Seal (or our Hands and Seals) the day and year first above
“ mentioned.”

The form.

XXXVIII. And be it enacted, That all fines and forfeitures inflicted by this Act, or which shall be inflicted by virtue of any rule, order, or by-law to be made in pursuance thereof, (of which rule, order or by-law, when produced, all Justices are hereby required to take notice) the levying and recovering of which fines and forfeitures are not particularly herein directed, shall, upon proof of the offence before any one or more Justice or Justices of the Peace for the District, either by the confession of the party or parties, or by the oath or affirmation of any one credible witness (which oath or affirmation such Justice or Justices are hereby empowered and required to administer without fee or reward,) be levied by distress and sale of the offender’s goods and chattels, by warrant under the hand and seal, or hands and seals, of such Justice or Justices; and all such respective fines, forfeitures or penalties by this Act imposed and inflicted, or authorized to be imposed and inflicted, the application whereof is not hereinbefore particularly directed, shall be paid into the hands of the Treasurer or Receiver of the monies to be raised by virtue of this Act, and shall be applied and disposed of for the use of the said Telegraph or undertaking, and the overplus of the money raised by such distress and sale, after deducting the penalty and expenses of the levying and recovering thereof, shall be rendered to the owner of the goods so distrained and sold; and for want of sufficient goods and chattels whereof to levy the said penalty and expenses, the offender shall be sent to the Common Jail for the District of Quebec, there to remain without bail or mainprize, for such term not exceeding one month, as such Justice or Justices shall think proper, unless such penalty or forfeiture, and all expenses attending the same, shall be sooner paid and satisfied.

Fines and forfeitures how to be recovered and applied.

Imprisonment for want of distress.

Appeal allowed.

XXXIX. And be it enacted, That if any person or persons shall think himself, herself or themselves aggrieved by anything done by any Justice of the Peace in pursuance of this Act, every such person or persons may, within four calendar months after the doing thereof, appeal to the Justices of the Court of Queen's Bench for the District wherein the offence shall have been committed, at the Session next after such conviction for holding Criminal Pleas.

Limitation of actions, and protection of parties acting under this Act.

XL. And be it enacted, That if any action or suit shall be brought or commenced against any person or persons for anything done or to be done in pursuance of this Act, or in the execution of the powers and authorities, or the orders and directions hereinbefore given or granted, every such action or suit shall be brought or commenced within six calendar months next after the fact committed; or in case there shall be a continuation of damage, then within six calendar months next after the doing or committing such damage shall cease, and not afterwards; and the Defendant or Defendants in such action or suit shall and may plead the general issue, and give this Act and the special matter in evidence at any trial to be held thereupon, and that the same was done in pursuance and by the authority of this Act, and if it shall appear to have been so done, or if any action or suit shall be so brought after the time so limited for bringing the same, or if the Plaintiff or Plaintiffs shall be non-suit, or discontinue his, her, or their action or suit after the Defendant or Defendants shall have appeared, or if judgment shall be given against the Plaintiff or Plaintiffs, the Defendant or Defendants shall have full costs, and shall have such remedy for the same as any Defendant or Defendants hath or have for costs of suit in other cases.

Costs allowed.

The Company may enter into arrangements with other Companies for a continuous line of Telegraph to Halifax.

XLI. And in order to ensure the establishment of a continuous line of Telegraph in communication between Halifax and Quebec, Be it enacted, That the said Company shall be authorized to enter into arrangement and co-operate with any Company or Companies which may be formed in this Province, or in the Province of Nova Scotia, or of New Brunswick, to undertake the construction of a line or lines of Electric Telegraphs in their respective Provinces, and that the Company hereby incorporated shall have full power, if they shall deem it advisable, to treat with such Company or Companies, and enter into such arrangements as may be necessary to unite the several interests in one general Association.

Telegraph to be completed within a certain time.

XLII. And be it enacted, That the said Company, to entitle themselves to the benefits and advantages to them granted by this Act, shall, and they are hereby required to make and complete the said Telegraph in the manner aforesaid, within three years from the passing of this Act; and if the same shall not be so made and completed within the said period, so as to be used by the public as aforesaid, then this Act and every matter and thing therein contained shall cease and be utterly null and void.

Public Act.

XLIII. And be it enacted, That this Act shall be deemed and taken as a Public Act, and as such shall be judicially taken notice of by all Judges, Justices of the Peace and others, without being specially pleaded, and a Copy printed by the Queen's Printer shall be evidence and full proof thereof in all Courts of Justice.

Copy to be evidence