

no others shall be appointed in their stead; And when the said nine Directors shall so go out of office under this Section, the nine elective Directors, and their successors in office, shall thenceforth be the sole Directors of the Company, and have and exercise all the powers hereby conferred on the Directors thereof.

C A P. XXXVIII.

An Act to provide for the incorporation of a Company to construct a Rail-way from opposite Quebec to Trois-Pistoles, and for the extension of such Rail-way to the Eastern Frontier of this Province.

[10th November, 1852.]

WHEREAS it is highly desirable that the Main Trunk Preamble.

Line of Rail-way, for the construction of which from the Western Limits of the Province to a point opposite the City of Quebec, Companies have been incorporated by Acts of the Legislature of this Province, should be continued from such point as aforesaid to the Eastern Limits of the Province: 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 whenever any number of persons not less than eighteen shall, by Petition to the Governor of this Province, represent that they have agreed together to form a Company for the purpose of constructing the Rail-way hereinafter mentioned, and that they have agreed among themselves to take Stock in the Capital of such Company to an amount not less than one hundred thousand pounds sterling, and that they have good reason to believe and do believe that with the benefit of the guarantee of this Province, and other advantages hereinafter mentioned, they will be able to raise the necessary funds and to complete the said Railroad, then it shall be lawful for the Governor to enquire into the matter, and if he shall be satisfied that the said persons are of good standing and repute, and that they *bond fide* intend to subscribe among them at least the sum aforesaid, and that there is good reason to believe that they will raise the necessary funds and complete the said Rail-way, and that it will be for the advantage of this Province that they should be incorporated for the purpose of making the same, then it shall be lawful for him to issue a Proclamation under the Great Seal of this Province, declaring such persons, together with such others as shall, under the provisions of this Act, become proprietors of any share or shares in the Rail-way by this Act authorized to be made, their several and respective heirs, executors, administrators, curators and

The Governor may by proclamation incorporate a company, on certain conditions.

assigns,

Corporate name and powers.

Line of Rail-way described.

Rail-way to form part of the Main Trunk Line.

Certain clauses of 14 & 15 Vict. c. 51, incorporated with this Act.

Exception to provisions of the said clauses.

Further exception.

assigns, being proprietors of any share or shares in the said Rail-way, to be a body politic and corporate for all the purposes of this Act, by the name of *The Grand Trunk Rail-way Company of Canada East*; and the said Proclamation shall have effect according to the tenor thereof, and the said Company shall from the date thereof be incorporated accordingly; and the said Company shall be and they are hereby authorized and empowered from and after the issuing of the said Proclamation, by themselves, their deputies, agents, officers, workmen and servants, to make and complete a Rail-way to be called *The Grand Trunk Rail-way of Canada East*, from some point on the Quebec and Richmond Rail-way, opposite or nearly opposite to the City of Quebec, on the South shore of the River St. Lawrence, to Trois-Pistoles, with such branches to any point or points on the said River as they may find necessary or convenient, and the said Rail-way and branches shall be made upon such line or lines as the said Company shall, after actual survey, determine upon with the consent of the Governor in Council: and the said Rail-way (but not the branches thereof) shall form part of the Main Trunk Line of Rail-way throughout the length of this Province, and the guarantee of the Province shall be extended to the said Company accordingly, subject to the provisions hereinafter made.

II. And be it enacted, That the several clauses of *The Rail-way Clauses Consolidation Act*, with respect to the first, second, third and fourth clauses thereof, and also the several clauses of the said Act with respect to "Interpretation," "Incorporation," "Powers," "Plans and Surveys," "Lands and their valuation," "Highways and Bridges," "Fences," "Tolls," "General Meetings," "Directors—their Election and Duties," "Shares and their Transfer," "Municipalities," "Shareholders," "Actions for indemnity, and fines and penalties and their prosecution," "Working of the Rail-way," and "General Provisions," shall be incorporated in this Act, with the following modification of the ninth provision in the clause of the said Act, with respect to "Plans and Surveys," that is to say: that lands to the extent of twenty acres may be taken for stations, depots or fixtures at such three places on the line of the said Road as the Company may think proper, without the consent of the proprietor thereof: and with the exception of the sixth provision in the clause of the said Act with respect to "General Provisions," in lieu of which it is hereby enacted, that in the event of the Rail-way hereby authorized to be made, not being commenced within two years from the date of the Proclamation incorporating the said Company, or not being completed within six years from the date of the said Proclamation, it shall be lawful for the Governor of this Province, by Proclamation, under the Great Seal thereof, to revoke the Charter contained in this Act, and the same shall thereupon become and be null and void and of no effect whatever, in

so far as regards so much of the Rail-way hereby authorized to be made, as shall not at the date of the said Proclamation be completed and open for public use; and with the further exception of any enactments in the said clauses which may be inconsistent with the express provisions and enactments of this Act in like matters: And the expression "this Act," when used herein, shall be understood to include all the clauses of *The Rail-way Clauses Consolidation Act*, which are incorporated with this Act.

Expression
"this act"
defined.

III. And be it enacted, That the Gauge of the said Rail-way shall be five feet six inches; and the fare or charge for each First Class Passenger by any train on the said Rail-way shall not exceed two pence currency for each mile travelled, the fare or charge for each Second Class Passenger by any train on the said Rail-way shall not exceed one penny and one half penny currency for each mile travelled, and the fare or charge for each Third Class Passenger by any train on the said Rail-way shall not exceed one penny currency for each mile travelled; and that at least one train, having in it Third Class Carriages, shall run every day throughout the length of the line then open.

Gauge of Rail-
way.
Maximum
Fares for
passengers.

IV. And be it enacted, That it shall be lawful for the said Company 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 of the said Rail-way, and all such other works, matters and conveniences as may be found necessary for making, effecting, preserving, improving, completing, maintaining and using the said Rail-way and other works, provided such sum do not exceed the sum of one million Pounds sterling; and the sum so raised shall be the Capital Stock of the said Company, which shall be divided into shares of Twenty-five Pounds sterling each; and each of the persons mentioned in the Proclamation incorporating the said Company, shall be entitled to an equal number of shares in the amount of Stock above mentioned, if he shall choose to take the same, and if he shall not choose to take the same, then the shares to which he is entitled, but shall not choose to take, shall be equally divided among the others, if they choose to take them, and so on till each shall have taken the number of shares to which he may be entitled and shall choose to take, and which he shall within three months from the date of the said Proclamation, declare to the Directors hereinafter mentioned, his intention to take; and the said Directors shall issue to each of the persons aforesaid respectively, Certificates under the Common Seal of the Company, of the number of shares to which he is entitled and shall have taken, and he shall then be the legal owner of such shares, and invested with all the rights, and subject to all the liabilities of a Shareholder in respect of such shares; and if there be any surplus of shares after each of the said persons shall have received his Certificate for those to which he is entitled and shall have taken,

Company
may raise the
necessary
Capital.

Amount of
Capital.

Value of each
share.

Allotment of
stock.

Certificate to
be issued to
Subscribers.

the

the said Directors or their successors in office shall, on or after the day last aforesaid, dispose of and assign the same to such persons, at such times and in such manner as they shall think most for the advantage of the Company, and shall deliver Certificates as aforesaid to the persons to whom they shall be assigned, who shall thereupon become the legal owners of such shares and invested with all the rights and subject to all the liabilities of a Shareholder in respect of such shares; and each person to whom any share or shares shall be assigned, shall, on receiving the Certificate therefor, sign an acknowledgment of his having taken such share or shares, which acknowledgment shall be kept by the Directors and shall be evidence of such acceptance, and that the person signing it has taken upon himself the liability aforesaid; and if any share or shares be disposed of by the Directors at a premium, such premium shall go to the Company as part of their profits; and whenever the said Company shall determine to raise any further amount of capital, the same may be raised either by the then Shareholders of the Company among themselves, or by the admission of new Shareholders, and in such manner as shall be determined by By-laws to be passed for the purpose; and to the holders of any such additional Stock, Certificates shall be issued in the manner aforesaid by the Directors for the time being, and acknowledgments shall be signed by the persons taking such Stock, and such Certificates and acknowledgments shall have the like effect in law as those hereinbefore mentioned; and the word "person" in this Section shall include and apply to any Body Corporate or Politic, whether municipal or otherwise, or other party who may lawfully hold shares in the Stock of the said Company.

Acknowledgment by subscribers.

How any further amount of Capital may be raised—

Word "person" defined.

Number of Directors, and how elected and appointed.

Government Directors.

Proviso.
Appointment of first Directors by the Governor.

V. And be it enacted, That the number of Directors of the said Company shall be eighteen, of whom nine shall (except in the first instance as hereinafter provided) be elected by the Shareholders in the said Company, who shall have respectively paid up all calls upon the shares held by them, in the Stock of the said Company, and nine shall be appointed by the Governor of this Province, in consideration of the guarantee of the Province, to be extended to the said Company, and to represent the interest of this Province in the undertaking, and shall hold office during the pleasure of the Governor: Provided always, that the Governor may, by an Instrument under His Hand and Seal at Arms, to be issued at the same time with the Proclamation incorporating the said Company, or at any time thereafter, appoint nine of the persons so incorporated to be Directors of the said Company on behalf of the Stockholders, and the persons so appointed shall be and are hereby constituted Directors of the said Company, and shall hold their office until others shall, under the provisions of this Act, be elected by the Shareholders, and shall, until that time, constitute, with the nine other Directors to be appointed by the Governor on the part of the Province, the Board of Directors of the said Company, and

and shall, with them, have and exercise all the powers vested in such Board.

VI. And be it enacted, That the Capital Stock of the said Company shall 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 thereto; and all the rest, residue and remainder of such money, for and towards making, completing and maintaining the said Rail-way, and other the purposes of this Act, and to no other use, intent or purpose whatsoever.

To what purposes the Capital shall be applied.

VII. And be it enacted, That the Shares in the Capital Stock of the said Company shall be deemed personal estate, and shall be transferable as such, and shall be and are hereby vested in the said original Shareholders and their several and 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 pay thereupon; and all and every the bodies politic, corporate or collegiate or communities, and all and every person or persons, their several and respective heirs, successors, executors, curators, administrators and assigns, who being such Shareholders, shall pay the sum of Twenty-five pounds sterling, or such sum or sums as shall be demanded in lieu thereof, towards carrying on and completing the said intended Rail-way, shall be entitled to and receive, after the said Rail-way 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 or 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 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 the manner by this Act directed and appointed.

Shares to be personal property: rights and obligations of shareholders.

VIII. And be it enacted, That the number of votes to which each Shareholder in the said undertaking shall be entitled on every occasion when, in conformity to the provisions of this Act, the votes of the Shareholders of the said Company are to be given, shall be equal to the number of shares held by him or her not exceeding one hundred, and that absent Shareholders may vote by proxy.

Number of votes of shareholders.

IX. And be it enacted, That the first General Meeting of the Shareholders under this Act may be held at such time and at such place in this Province as the Directors may appoint, after not less than four thousand Shares in the Stock of the said Company shall have been taken, and certificates issued and acknowledgments

First General Meeting.

Notice. acknowledgments received by the Directors therefor, provided that public notice thereof be given during one month in the *Canada Gazette*, and in at least one other paper published in each of the Cities of Quebec, Montreal, Kingston and Toronto, respectively; and at such first General Meeting the Shareholders assembled, who have paid up all calls on the Stock held by them respectively, together with such proxies as shall be present, shall elect nine persons, being each a Shareholder of twenty-five or more shares in the said undertaking, who, with the Directors appointed by the Governor, shall be the Directors of the said Company, and the nine persons so elected shall remain in office until the then next Annual General Meeting of the Shareholders, and until others shall be elected in their stead, subject always to the provisions of this Act as to the vacation of the office of Director, and the mode of filling any vacancy.

Election of nine Directors.

Term of office.

Annual General Meetings. X. And be it enacted, That in the month of September in each year, or at such other time in each year as may be appointed for the purpose by the By-laws of the Company, an Annual Meeting of the Shareholders of the said Company shall be held for the Election of Directors in the room of those whose office may at that time become or be vacant, and generally for the transaction of the business of the Company; and if at any time it shall appear to any five or more of such Shareholders, holding together or representing as proxies one thousand shares at least on which all calls shall have been paid up, that for more effectually putting this Act in execution a Special Meeting of Shareholders is necessary to be held, it shall be lawful for such five or more of them to cause forty days' notice at least to be given thereof in the *Canada Gazette* and in some other paper in each of the Cities of Quebec, Montreal, Kingston and Toronto, or in such manner as shall be provided by the By-laws of the Company, specifying in such notice the time and place, and the reason and intention of such Special Meeting respectively; and the Shareholders are hereby authorized to meet pursuant to such notice, and proceed to the execution of the powers by this Act given to them with respect to the matters specified in such notice only; and all such acts of the Shareholders, or the majority of them, at such Special Meetings assembled, such majority not having either as principal or proxies less than one thousand 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 Shareholders at such Special Meetings, in case of the death, absence, resignation or removal of any person or persons elected by the Shareholders as a Director or Directors of the said Company, to elect another or others in the room or stead of those Directors who may die or be absent, resign or be removed as aforesaid; any thing in this Act to the contrary notwithstanding.

Special General Meetings how called.

Notice.

Proviso: as to filling vacancies among Directors.

XI. And be it enacted, That of the nine elective Directors three shall retire from office at the Annual Meeting of the Shareholders next after their election, and three at the Annual Meeting next following, and at every Annual Meeting thereafter those three Directors shall retire who have been longest in Office, and other Directors shall, at each Annual Meeting, be elected by the Shareholders in place of those so retiring, the order of retirement of the said first elected nine Directors being decided by lot; but the Directors then, or at any subsequent time retiring, shall be eligible for re-election: Provided always, that no such retirement shall have effect, unless the Shareholders, at such Annual General Meeting, proceed to fill up the vacancies thus occurring in the Direction.

Retirement from office of Elective Directors.

Proviso.

XII. And be it enacted, That at any Meeting of the Directors of the said Company, six Directors, and not less, of whom not less than three shall be Government Directors, shall be a *quorum* for the transaction of business, and any majority of such *quorum* shall be competent to exercise all and any of the powers hereby vested in the said Directors of the said Company.

Quorum of Directors.

XIII. And be it enacted, That the Directors of the said Company may vote by proxy, such proxies being themselves Directors, and appointed in the following form, or to the like effect:

Directors may vote by proxy.

“ I hereby appoint _____ of _____, Esquire, one of the Directors of *The Grand Trunk Railway Company of Canada East*, to be my proxy as a Director of the said Company, and as such proxy to vote for me at all meetings of the Directors of the said Company, and generally to do all that I could myself do as such Director if personally present at any such meeting.

Form of proxy.

“ A. B., *Signature.*”

But no Director shall act as proxy for more than three other Directors.

Limitation.

XIV. And be it enacted, That the Stock Qualification of Shareholders to be elected Directors of the said Company, shall be twenty-five shares, of twenty-five pounds sterling each, of the Capital Stock; but any person may be appointed a Director by the Governor on behalf of the Province, whether he be qualified or not, or whether he be or be not a Shareholder.

Qualification of Directors.

XV. And be it enacted, That the Directors of the said Company may appoint such and so many agents in this Province, or in any other part of Her Majesty's dominions, as to them shall seem expedient, and may, by any By-law to be made for such purpose, empower and authorize any such agent or agents to do and perform any act or thing, or to exercise any powers which the Directors themselves or any of them may lawfully do,

Directors may appoint Agents: their powers.

do, perform and exercise, except the power of making By-laws; and all things done by such agent or agents by virtue of the powers in him vested by any such By-law, shall be as valid and effectual to all intents and purposes as if done by such Directors themselves; any thing in any part of this Act to the contrary notwithstanding.

Three
Auditors to be
appointed.

XVI. And be it enacted, That the Shareholders shall, at every such Annual General Meeting as aforesaid, appoint 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 the said Directors appointed, or by any other person or persons whatsoever, employed by or concerned for or under them, in and about the said undertaking.

Calls limited.

XVII. And be it enacted, That no call of money from the Shareholders shall exceed the sum of five pounds sterling per share of twenty five-pounds sterling.

English Rules
of Evidence
to apply in
Lower
Canada.

XVIII. And be it enacted, That in all actions or suits at law by or against the Company, or to which the said Company may be a party, instituted in Lower Canada, recourse shall be had to the Rules of Evidence laid down by the laws of England, as recognized by the Courts in Lower Canada in commercial cases, and no Shareholder shall be deemed an incompetent witness either for or against the Company, unless he be incompetent otherwise than as a Shareholder.

Proceedings
when Attach-
ments or
orders for
faits et articles
are served on
the Company.

XIX. And be it enacted, That if any Writ of *Saisie-Arrêt* or Attachment shall be served upon the said Company, it shall be lawful for the President, or for the Secretary or the Treasurer thereof, in any such case, to appear in obedience to the said Writ, to make the Declaration by law required according to the exigency of each case, which said Declaration, or the Declaration of the President, shall be taken and received in all Courts of Justice in Lower Canada as the Declaration of the Company; and in causes in which Interrogatories *sur faits et articles* or the *serment décisoire* may be served upon or required of the Company, the Directors shall have the power, by a vote or resolution, entered among the minutes of the proceedings of any meeting, to authorize the President, Secretary or Treasurer to appear and answer such Interrogatories, or take or refer such *serment décisoire*; and the answers on oath of the President, Secretary or Treasurer, so authorized, shall be held and taken to be the answers on oath of the Company to all intents and purposes, as if the formalities by law required had been complied with; and the production of a copy of any such resolution, certified by the Secretary, with the said answers, shall be sufficient evidence of such authorization.

XX. And be it enacted, That it shall be lawful for the said Company, with the consent of the Governor in Council, to take and appropriate for the use of their said Rail-way, but not to alienate so much of the land covered with the waters of any lake, river, stream or canal, or of their respective beds, as may be found necessary for the making and completing or more conveniently using the same, and thereon to erect such wharves, quays, inclined planes, cranes and other works as to the said Company shall seem meet: Provided always, that it shall not be lawful for the said Company to cause any obstruction in or to impede the free navigation of any river, stream or canal, to or across or along which their Rail-way shall be carried; and if the said Rail-way shall be carried across any navigable river or canal, the said Company shall leave such openings between the piers of their bridge or viaduct over the same, and shall construct such draw-bridge or swing-bridge over the channel of the river, or over the canal, 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 lands covered with the waters thereof, until they shall have submitted the plan of such work to the Governor in Council, and the same shall have been approved by him in Council as aforesaid.

Company may take lands covered with water, &c.

Proviso.
Navigation not to be impaired.

Further provision.

XXI. And be it enacted, That the said Company shall have power to become a party to Promissory Notes and Bills of Exchange, for sums not less than twenty-five pounds currency, and any such Promissory Note, made or endorsed, and any such Bill of Exchange drawn, accepted or endorsed by the President or Vice-President of the Company and countersigned by the Secretary and Treasurer, or by any agent or agents thereunto authorized, and under the authority of a majority of a *quorum* of the Directors, shall be binding upon the Company: and in no case shall it be necessary to have the seal of the Company affixed to any such Promissory Note or Bill of Exchange, nor shall the President, Vice-President, Secretary or Treasurer of the Company, so making, drawing, accepting or endorsing any such Promissory Note or Bill of Exchange, be thereby subjected individually to any liability whatever; Provided always, that nothing in this clause shall be construed to authorize the said Company to issue any Note payable to the bearer thereof, or any Promissory Note intended to be circulated as money, or as the Notes of a Bank.

Company may be a party to Bills of Exchange, &c.

Proviso.

XXII. And be it enacted, That if at any time any Municipal or other Corporation, Civil or Ecclesiastical, Body Politic, Corporate or Collegiate, or Community in this Province, shall be desirous of taking shares of the Capital Stock of the said Company, or of otherwise promoting the speedy completion of the

Communities may lend money to the Company.

the said Rail-way, by loans of money or securities for money, at interest or *à constitution de rente*, it shall be lawful for them respectively so to do, in like manner and with the same rights and privileges in respect thereof as private individuals may do under or in virtue of this Act; any thing in any Ordinance or Act, or Instrument of Incorporation of any such body, or in any law or usage, to the contrary notwithstanding.

Her Majesty may take the Rail-way after a certain time on certain conditions.

XXIII. And be it enacted, That it shall be lawful for the Governor in Council, at any time after the expiration of twenty-one years, from and after the day on which the Proclamation incorporating the said Company shall bear date, to purchase the said Rail-way with all its hereditaments, Stock and appurtenances, in the name and on behalf of Her Majesty, upon giving to the said Company three months' notice in writing of his intention, and upon payment of a sum equal to twenty years purchase of the annual profits divisible upon the subscribed and paid up Capital Stock of the said Rail-way, estimated on the average of the seven then next preceding years; Provided that the average rate of profits for the said seven years shall not be less than the rate of ten pounds in the hundred, and it shall be lawful for the Company, if they shall be of opinion that the said rate of twenty years purchase of the said average profits is an inadequate rate of purchase of such Rail-way, reference being had to the prospective profits thereof, to require that it shall be left to arbitration, in case of difference, to determine what (if any) additional amount of purchase money shall be paid to the said Company; Provided also, that such option of purchase shall not be exercised except with the consent of the Company, while any Order in Council, reducing the tolls fixed and regulated by any By-law of the said Company, shall be in force.

Proviso.

Proviso.

Accounts to be kept by the Company.

XXIV. And be it enacted, That from and after the commencement of the period of seven years next preceding the period at which the said option of purchase will become available, full and true accounts shall be kept by the Directors of the said Company, of all sums of money received and paid on account of the said Rail-way, and the said Company shall once in every half year, during the said period of seven years, cause a half yearly account in abstract to be prepared, shewing the total receipt and expenditure on account of the said Rail-way, for the half year ending on the Thirtieth day of June and on the Thirty-first day of December respectively, under distinct heads of receipt and expenditure, with a statement of the balance of such account duly audited and certified, under the hands of two or more of the Directors of the said Company, and shall send a copy of such account to the Inspector General, on or before the last days of August and February respectively; and it shall be lawful for the Governor in Council, if, and when he shall think fit, to appoint any proper person or persons to inspect the accounts and books of the said Company during the

the said period of seven years; and it shall be lawful for any person so authorized, at all reasonable times, upon producing his authority, to examine the books, accounts, vouchers and other Documents of the Company, at the principal office or place of business of the Company, and to take copies or extracts therefrom.

XXV. Provided always, and be it enacted, That for and notwithstanding any thing to the contrary in the Act passed in the twelfth year of Her Majesty's Reign, and intituled, *An Act to provide for affording the Guarantee of the Province to the Bonds of Rail-way Companies on certain conditions, and for rendering assistance in the construction of the Halifax and Quebec Rail-way*, or in the Act passed in the Session held in the fourteenth and fifteenth years of Her Majesty's Reign, and intituled, *An Act to make provision for the construction of a Main Trunk Line of Rail-way throughout the whole length of this Province*, the guarantee of the Province shall not be given to the Company incorporated by this Act, or in respect of the Rail-way hereby authorized to be constructed, to an amount exceeding the sum of three thousand pounds sterling for every mile in length of the said Rail-way; but provided the limits above mentioned be not exceeded, the said guarantee may, notwithstanding any thing to the contrary in the said Acts, be given to the extent of forty thousand pounds sterling, so soon as it shall be ascertained by the Report of any Engineer or Engineers to be appointed for that purpose by the Governor of this Province, that one hundred thousand pounds sterling has been actually, and with due regard to economy, expended on the said Rail-way by the said Company, in work or materials delivered on the ground, or both conjointly; and whenever it shall be ascertained in like manner that another sum of one hundred thousand pounds sterling has been so expended as aforesaid, then the guarantee of the Province may be given for another sum of forty thousand pounds sterling, and so on *toties quoties* until such guarantee shall have been given to the whole extent hereby before limited: Provided always, that such guarantee shall, except in so far as otherwise provided by this Section, be subject to all the provisions of the Act first cited in this Section as amended by that secondly cited therein, and may, under the provisions of the twenty-second Section of the Act last mentioned, be given by issuing and delivering to the said Company Provincial Debentures for the amount to be guaranteed, in exchange for the Bonds of the Company, to which Bonds all the provisions of the said Section and of the said Acts shall apply.

Amount of Provincial Guarantee limited.
12 V. c. 29.

14 & 15 V. c. 73.

Guarantee may be given in a certain manner.

Proviso: s. 22, of 14 & 15 V. c. 73, cited.

XXVI. Provided always, and be it enacted, That the said Company may by any By-law to be passed for that purpose, and assented to and confirmed by a majority of votes of the Shareholders at a Special General Meeting thereof to be called for the purpose of considering such By-law, renounce the benefit of

Company may renounce the Guarantee.

Effect of such renunciation.

of the guarantee mentioned in the next preceding Section ; and if such By-law be so passed, assented to and confirmed, and a copy thereof duly certified be delivered to the Provincial Secretary, then the said guarantee shall not be thereafter given, and if at the time of the delivery of the copy of such By-law to the Provincial Secretary, the said guarantee shall not have been given to the said Company, the nine Directors appointed by the Governor on behalf of the Province shall go out of office, and no others shall be appointed in their stead ; and if the said guarantee has been given to the said Company before a copy of such By-law shall be delivered to the Provincial Secretary, then as soon thereafter as all the Bonds or Debentures of the said Company to which the said guarantee has been given, and all Provincial Debentures delivered to the said Company in exchange for their Bonds, shall have been delivered up to the Receiver General to be cancelled, so that the Province shall be relieved from all responsibility or liability arising out of the said guarantee, then the said nine Directors shall go out of office, and no others shall be appointed in their stead ; And when the said nine Directors shall so go out of office under this Section, the nine elective Directors, and their successors in office, shall thenceforth be the sole Directors of the Company, and have and exercise all the powers hereby conferred on the Directors thereof.

Retirement of Government Directors.

Company may determine to continue their Rail-way to the Eastern limits of the Province : and the Governor may then empower them to do so.

XXVII. And be it enacted, That at any time not later than three years after the date of the Proclamation incorporating the said Company, it shall be lawful for the Shareholders of the said Company to hold a Special General Meeting to be called by the Directors for the purpose of considering whether it is or is not desirable that the Company should continue the said Rail-way from some point on the line hereinbefore mentioned to the Eastern Limits of the Province, and if three fourths of the votes of the Shareholders present at such Meeting duly qualified to vote at Elections of Directors, shall be given in favor of so continuing the said Rail-way, then the Directors shall within three months after such Special Meeting represent the fact to the Governor of this Province, by a Petition praying him to authorize the said Company to continue the same accordingly, and it shall then be lawful for the Governor by Proclamation under the Great Seal of the Province, to authorize the said Company to continue the said Rail-way as aforesaid, and after the issue of such Proclamation, the said Company shall have full power and authority to continue the said Rail-way accordingly, upon such line as they shall after actual survey deem most advantageous, provided such line be first approved by the Governor in Council : and all the enactments and provisions of this Act shall apply to the continuation of the said Rail-way under this section, as fully and effectually as to that portion thereof mentioned in the preceding sections of this Act, and as if such continuation had formed part of the line mentioned in the first section of this Act, except that the said Company

This Act to apply to such continuation.

Company shall have the right of taking lands to the extent of twenty acres for stations, depots and fixtures, at one place only on the line of the said continuation ; And provided always, that if the said continuation shall not be commenced within one year from the date of the Proclamation last aforesaid, then the right of the Company to make the same and all their rights under this section shall cease and determine, and if the said continuation shall not be completed within five years from the date of the said Proclamation, then it shall be lawful for the Governor in Council by Proclamation under the Great Seal of the Province, to revoke the rights given by the Proclamation first mentioned in this section, and the same shall thereupon cease and determine in so far as regards so much of the said continuation as shall not then be completed and open for public use.

Proviso :
continuation
to be begun
and completed
by a certain
time.

XXVIII. And be it enacted, That so soon as a Proclamation shall have issued under the next preceding section authorizing the said Company to continue their Rail-way as therein mentioned, it shall be lawful for the said Company to increase their Capital Stock by an amount not exceeding one million pounds sterling, either by subscription among themselves or by the admission of new Shareholders, or both, and in such manner as shall be determined by any By-law or By-laws to be passed for the purpose.

*Increase of
Capital
allowed.*

XXIX. Provided always, and be it enacted, That the guarantee of the Province shall not extend to the continuation of the said Rail-road mentioned in the two next preceding sections, although such continuation will form part of the main Trunk Line of Rail-way throughout the length of this Province, but instead thereof, it shall be lawful for the Governor to make a free grant to the said Company, so soon as the said continuation shall be completed, of a quantity of the ungranted lands of the Crown, lying within the Counties of Rimouski and Bonaventure, not exceeding one million of acres, and a proportionate quantity whenever any portion of the same shall be completed, and such land so granted shall be at the absolute disposal of the said Company, who shall have full power to manage and to sell and dispose of the same, on such terms and in such manner as they shall deem most for their advantage, and the proceeds thereof shall form part of the profits of the Company.

*Guarantee not
to be given for
such continu-
ation ; but one
million of
acres of land
may be grant-
ed to the Com-
pany.*

XXX. And be it enacted, That if the Directors of the said Company, shall at any time (as they are hereby empowered to do) renounce in the name of the Company the right to continue their Rail-way as aforesaid, or if the proposal to continue the same be not concurred in by three fourths of the Shareholders at the Meeting called to consider the same, or if such Meeting be not held within the period limited for that purpose by the twenty-seventh section of this Act, or if the continuation be not completed,

*If the Com-
pany renounce
their right to
make such
continuation,
or fail to use
it within a
certain time,
another Com-
pany may be*

completed

incorporated for the purpose.

Provisions of this Act extended to such Company.

Proviso.

completed within the period limited for that purpose by the said twenty-seventh section of this Act, or if after part of such continuation has been completed the powers of the Company as regards the remainder thereof be revoked in the manner provided by the said section, then, in any of the said cases it shall be lawful for any number of persons not less than eighteen, and having agreed among themselves to subscribe not less than one tenth of the sum which shall be necessary for making such continuation or such part thereof as shall then remain to be made, to petition the Governor of this Province to be incorporated for the purpose of making such continuation, or such part thereof as shall then remain to be made, and all the provisions of the first section of this Act, except so much thereof as describes the line of Rail-way to be made by the Company incorporated under the same, and all the provisions of this Act, except such as are declared not to be applicable to the said continuation, or which fix the amount of Capital of the Company first mentioned, or which provide for the granting of the Guarantee of the Province to such Company, or which are plainly inapplicable to the said continuation, or to any Company to be incorporated solely for making the same, shall be and the said enactments and provisions are (with the exceptions aforesaid) extended to the Company to be incorporated under the provisions of this section for the purpose of making the said continuation or any part thereof, and shall apply to such Company as fully and effectually as to the Company first mentioned in this Act : Provided always, that the Capital of the Company to be incorporated under the provisions of this section, shall not exceed one million pounds sterling, if they are to make the whole of the said continuation, nor a sum bearing the same proportion to the said sum as the whole length of the said continuation shall bear to that of the portion thereof to be made by them, if they are only to make a part thereof, and the amount of such Capital shall be fixed by the Proclamation incorporating the Company ; and the first General Meeting of the Stockholders shall be held whenever one fifth of the Capital Stock of the Company shall have been taken and Certificates issued and acknowledgments received therefor ; and the said Company shall be entitled to a proportionate part of the said Land hereinbefore mentioned ; but if they make the whole of the said continuation, then they shall have the whole of the said Land : and the corporate name of the said Company shall be *The Grand Trunk Rail-way Extension Company.*

The Legislature will make any further provisions requisite for giving effect to this act.

Public Act.

XXXI. And be it declared and enacted, That the Legislature of this Province will make such further provisions as may be necessary to give full effect to this Act, according to its true intent and spirit.

XXXII. And be it enacted, That this Act shall be a Public Act.