

Laws of Her Majesty's Province of Upper Canada, passed in the year 1848. Montreal: Stewart Derbyshire & George Desbarats, 1848.

11 Victoria – Chapter 15

An Act to incorporate “The Western Telegraph Company.” 23d March, 1848.

Whereas the Honorable Malcolm Cameron, the Honorable Francis Hincks, John Wilson, and William Buel Richards, and other inhabitants of this Province, having associated themselves together, have constructed an Electro-Magnetic Telegraph extending from the City of Hamilton to London, through Dundas, Brantford, Woodstock and London, and intend to continue the Telegraph to the Western boundary of the Province, at or near the South end of Lake Huron, and have petitioned to be incorporated for the purposes of this Act, and it is expedient to grant the prayer of their Petition: 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 the said Malcolm Cameron, Francis Hincks, John Wilson and William Buel Richards, together with all and such persons as shall become Stockholders of the Company hereinafter mentioned, shall be, and are hereby constituted a Body Corporate and Politic by the name of The Western Telegraph Company, and by that name they and their successors shall and may have continued succession, and may contract and be contracted with, sue and be sued, plead and be impleaded, answer and be answered unto, in all Courts and places whatsoever, in all manner of actions, suits, complaints, matters and causes whatsoever; and that they and their successors may and shall have a Common Seal, and may change and alter the same at their will and pleasure, and also that they and their successors shall be in law capable of purchasing, having and holding to them and their successors any estate, real and personal or mixed, to and for the use of the said Company, and of letting, conveying or otherwise departing therewith for the benefit and on account of the said Company from time to time as they shall deem necessary or expedient: Provided always, that the real estate to be held by the said Company shall be only such as may be necessary for the purpose of building, using and preserving the said Electro-Magnetic Telegraph, and for objects immediately connected therewith.

II. And be it enacted, That the stock, property, rights and claims of the said Association, shall from and after the passing of this Act, be vested in the said Corporation, and the liabilities of the said Association shall be the liabilities of the said Corporation.

III. And be it enacted, That the said Company shall have full power and authority to maintain and keep up that part of the said Electro-Magnetic Telegraph already erected and built by them in such manner and in such places as the same has been and is now constructed, and to complete the same from the said City of Hamilton to the Western line of this Province, at or near the said south end of Lake Huron, and in making or maintaining and repairing the same, to take down, remove,

replace, renew and re-erect the same in any other part of the public roads and highways of the several Districts, Cities, Towns and Villages Between the said City of Hamilton and the said end of Lake Huron, through which the same is carried or to be carried, to cut down and remove all trees which may obstruct or interfere with the erection or efficient working of the same; also to cross the line on all bridges and over all rivers; Provided always, that the full and perfect use and enjoyment by the public of the roads and highways over which the same may pass be in no ways infringed or impeded by the works of the said Company, and that the navigation be not hindered; and that no further or other posts or erections shall be put or placed in and upon such roads or highways except under the direction of the Commissioners of Public Works or their Officers.

IV. And be it enacted, That if any person or persons shall wilfully or maliciously, and to the prejudice of the Company, break, throw down, damage or destroy the said Telegraph erected or to be erected, or any part thereof, or any of the station houses, watch houses, observations, posts, poles, wires or other apparatus, works or devices incidental or relating thereto or connected therewith, or shall do any other hurt or mischief to or shall wilfully or 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 any Telegraph constructed or maintained under the authority of this Act, such person shall forfeit and pay to the said Company, double the value of the damage proved by the oath of one or more credible witness to have been done, and such other line, not exceeding five pounds, as may be imposed, together with costs, to be recovered on information in any Court of Law, having jurisdiction over the offence, or before any one or more Justices of the Peace, and in default of payment of such damages, fine and costs, to be committed to the Common Gaol of the District in which the offence was committed for any period not exceeding three months.

V. And be it enacted, That a share of the Capital Stock of the said Company shall be five pounds, and the Capital Stock of the Company shall be four thousand pounds, current money of Canada, divided into eight hundred shares, and the said Capital Stock shall be increased from time to time, should a majority of Shareholders consider it necessary; and that such shares shall be transferable in the books of the said Company only, and shall be deemed personal property, and as such shall and may be disposed of, and shall like other personal property be subject to execution and sale for the satisfaction of debts.

VI. And be it enacted, That the stock, property, affairs and concerns of the said Company shall be managed and conducted by five Directors, one of whom shall be chosen President, who shall hold their offices for one year only, unless re-elected, and such Directors shall be Stockholders, and be elected on the second Friday of January in every year, at such place, and at such hour as a majority of the Directors for the time being shall appoint, and public notice shall be given by the said Directors in one or more newspapers printed in London, and in such other newspapers of the Province as the Directors may think fit, of such time and place, not less than ten days previous to the time of holding such election, and the said election shall be held and made by such of the Stockholders of the said Company as shall attend for that purpose in their own proper person or by proxy, and all elections for Directors shall be by ballot, and the five persons who shall have the greatest number of votes at any election shall be Directors; and if it shall happen at any election

that two or more persons have an equal number of votes in such manner that a greater number than five shall by plurality of votes appear to be chosen as Directors, then the Shareholders hereinbefore authorized to hold such election shall proceed by ballot a second time, and by plurality of votes determine which of the said parties so having an equal number of votes shall be the Director or Directors, so as to complete the whole number of five: and the said Directors, so soon as may be after the said election, shall proceed in like manner to elect one of their number to be President; and the said President, with two others of the said Directors, or in the absence of the President any three Directors, shall form a *quorum* for the transaction of business connected with the said Company; and if any vacancy or vacancies shall at any time happen among the Directors or in the office of President, by death, resignation or removal from the Province, such vacancy or vacancies shall be filled for the remainder of the year in which they may happen to be nominated by a majority of the Directors; Provided always, that no person shall be eligible to be a Director who shall not be a Stockholder to the amount of at least ten shares.

VII. And be it enacted, That each Stockholder shall be entitled to one vote for each and every share not exceeding fifty he or she shall have held in his or her own name, at least thirty days prior to the time of voting: and that every firm or co-partnership holding any shares shall be a Shareholder under this Act, and any one of the said firm attending such meeting shall be deemed the shareholder of such firm, attending for and on behalf of such firm.

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

IX. And be it enacted, That no Director, Officer or Agent of this Association shall be authorized to contract any debt or obligation creating a charge upon the members individually, or upon any other fund than the Capital Stock subscribed, or other property and income of the Association; and this limitation of power shall be incorporated in every contract made in the name or upon the responsibility of the said Association.

X. And be it enacted, That it shall and may be lawful for the Directors of the said Company, or a major part of them, from time to time to fix and regulate the charges or dues to be received by the said Company for the transmission and delivery of communications by the said Electro-Magnetic Telegraph, and by their clerks and other officers and servants to ask for, demand, receive, recover, and take the same; and that the said Electro-Magnetic Telegraph and the said charges or dues for the transmission of such communications, and all posts, wires and materials of any kind, which have been or shall from time to time be used, got or had for constructing, building, maintaining or repairing the same, shall be and are hereby vested in and shall be the property of the said Company and their successors for ever, notwithstanding the said posts or any other part of the apparatus or machinery of the said Telegraph be fixed in or to any land or real property not belonging to the said Company.

XI. And be it enacted, That the Directors of the said Company shall have full power to declare dividends of the profits of the said Company, at such times, as to them, or a *quorum* of them shall appear advisable, and that at each Annual General Meeting of the Stockholders of the said Company, two fit and proper persons to be Auditors of Accounts shall be elected by the Stockholders to examine and certify the books and accounts of the said Company, to whom the Directors shall render an exact and particular statement of the affairs, debts, credits, profits and losses of the said Company; which statement shall appear on the books, and be certified and signed by the said Auditors, and be open to the inspection of any Stockholder at his or her reasonable request: Provided always, that such Auditors may or may not be Shareholders of the said Company, and that such accounts shall be made up to the end of the year next preceding such General Meeting.

XII. And be it enacted, That the Directors for the time being, or the major part of them, shall have power to make and subscribe such By-laws, Rules and Regulations as to them shall appear needful and proper touching the duty and conduct of the Officers, Clerks and Servants employed by the said Company, and also shall have power to appoint as many Officers, Clerks and Servants for carrying on the said business, and with such salaries and allowances as to them shall seem meet, and that such By-laws, Rules and Regulations may impose penalties on such Officers, Clerks and Servants not exceeding five pounds for any infraction thereof, and shall bind the Members of the Corporation, their Officers and all parties concerned, provided they be not repugnant to the laws of this Province or to this Act.

XIII. And be it enacted, That the Company may be dissolved by a majority of four fifths of the Shareholders in number and value, at a General Meeting called for such purpose, and of which public notice shall be given by advertisement in not less than two newspapers in the London District, and in such other newspapers in the Province as the Directors shall think fit, at least sixty days before such meeting is held; and in the event of the Company being dissolved, the existing Directors shall be empowered to realize all properties in the name of the Company, and the proceeds, deducting salaries and all expenses, shall be divided amongst the Shareholders in proportion to their several interests.

XIV. And be it enacted, That the present Directors elected by the original Stockholders to manage the affairs of the said Company until an Act of Incorporation should be obtained, that is to say: Adam Hope, Lawrence Lawrason, Thompson Wilson, John Wilson, and Malcolm Cameron, be and are hereby constituted Directors for managing the affairs of the said Company until new Directors shall be elected under and by virtue of the provisions of this Act in January next; and that they shall have, possess and exercise all the powers which are given by this Act to the Directors to be hereafter chosen under its provisions.

XV. And be it enacted, That the Government of this Province shall and may at any time take possession of the said Telegraph Line and of the property of the said Company by paying to the said Company the sum actually paid out by them in the erection and completion of the works of the said Company.

XVI. And be it enacted, That notwithstanding the privileges that may be conferred by this Act, the Legislature may at any time hereafter in their discretion make such additions to this Act or such alterations of any of its provisions as they may think proper for affording just protection to the public against, with or in respect to any of the powers given to the said Corporation.

XVII. And be it enacted, That Communicating Offices shall be established and upheld in the different Towns through which the said Telegraph passes on the same terms as provided in the Act passed in the Session held in the tenth and eleventh years of Her Majesty's reign, and intituled, An Act to incorporate The Montreal Telegraph, Company.

XVIII. And be it enacted, That this Act shall be a Public Act, and as such shall be judicially noticed by all Judges and Justices of the Peace and others whom it may concern, without being specially pleaded.