

*Laws of Her Majesty's Province of Upper Canada*, passed in the year 1850. Toronto: Stewart Derbshire & George Desbarats, 1850.

13 & 14 Victoria – Chapter 117

**An Act to incorporate the Quebec and St. Andrews Rail-road Company. 10th August, 1850.**

Whereas the construction of a Rail-road from Point Levi, opposite the City of Quebec, or any other station on the River St. Lawrence, within or below the County of Dorchester to the boundary line between Lower Canada and New Brunswick, to intersect any Rail-road line that may be made from St. Andrews or any other part of the Province of New Brunswick, would be of great public utility, and it is deemed advisable to grant encouragement to such enterprising persons as may be desirous and willing, at their own cost and charges, to make and maintain a Rail-road in the direction aforesaid, by granting to them an Act of Incorporation, with power to ply Steam Vessels between the terminus of the said Rail-road on the River Saint Lawrence and the City of Quebec: 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 Tipper and Lower Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, That Henry LeMesurier, W. H. Anderson, J. Bell Forsyth, Michael Stevenson, Charles S. Graddon, William Gunn, The Honorable F. W. Primrose, Joseph Morrin, Henry Atkinson, C. W. Jones, W. Stevenson, Alexander Provan, Henry Burstall, James Tibbits, H. N. Jones, A. D. Bell, Charles Gethings, Charles R. N. Sewell, David D. Young, Matthew Stevenson, and such other persons as shall from time to time become proprietors of shares in the Company hereby established, their successors and assigns, shall be and they are hereby declared, ordained and constituted to be a Corporation, Body Politic and Corporate, by the name of The Quebec and Saint Andrews Rail-road Company, and shall by that name have perpetual succession; and shall also have power and authority to purchase, hold and enjoy lands, tenements and hereditaments, to them and their successors and assigns, for making the said Rail-road; and also that they, the said Company, shall, from time to time, and at all times, have full power and authority to constitute, make, ordain and establish such By-laws, regulations and ordinances as may be deemed necessary for the good rule and government of the said Company, subject nevertheless to the provisions hereinafter contained, and provided that such By-laws, regulations and ordinances as may be deemed necessary be not contradictory or repugnant to the Laws of Lower Canada.

II. And be it enacted, That the capital stock of the Company hereby established shall be seven hundred and fifty thousand pounds, to be paid in current money of this Province; the whole amount of the said capital stock to be divided into thirty thousand shares of twenty-five pounds each; which shares shall be vested in the persons hereinbefore named, and such other persons as may take shares in the said Company, their successors or assigns; and upon taking such shares, they shall deposit in the Quebec Bank at Quebec, the Bank of Montreal at Montreal, or at Messrs. Glynn, Halifax and Company, London, the sum of two pounds ten shillings per share, current money aforesaid; and the remaining amount of such shares shall be called in as the work

progresses, in such parts and amount per share as the Directors of the said Company may deem necessary: Provided always, that two pounds ten shillings per share shall be the greatest amount of any one call which the said Directors may make on the shareholders, and two months, at the least, shall be the interval between successive calls; and sixty days previous notice of payment being required for any one call shall be given in one of the newspapers published at Montreal and in one or more newspapers published in the City of Quebec; and on demand of the holder of any share, the Company shall cause a certificate of the proprietorship of such share to be delivered to such shareholder, and the same may be according to the form in the Schedule A, to this Act annexed, or to the like effect; and the said shares shall be deemed personal estate, and transferable as such, and shall not be deemed or taken to be of the nature of real property; and every such share shall entitle the holder thereof to a proportionate part of the profits and dividends of the said Company: Provided also that the money so to be raised as aforesaid shall be laid out in making, completing and maintaining the said Rail-road and other the purposes therewith connected, mentioned in this Act, and in payment of the legal and other expenses incurred in and about the incorporating and establishing the said Company, and to no other use or purpose whatsoever.

III. And be it enacted, That it shall be lawful for the Directors of the said Company, until said Rail-road shall be completed and opened to the public, to pay interest at any rate not exceeding four pounds per centum per annum, on all sums called up in respect of the shares, from the respective days on which the same shall be paid, such interest to accrue and be paid at such times and places as the said Directors shall appoint for that purpose: Provided always, that no interest shall accrue to the proprietor of any share, upon which any call shall be in arrear in respect of such shares or any other share to be holden by the same proprietor during the period during which such call shall be unpaid.

IV. And be it enacted, That the certificate of the proprietorship of any share in the said Company, shall be admitted in all Courts as *primâ facie* evidence of the title of any shareholder, his executors, administrators, successors, or assigns, to the share therein specified; nevertheless, the want of such certificate shall not prevent the holder of any share from disposing thereof.

V. And be it enacted, That no shareholder shall be entitled to transfer any share after any call shall have been made in respect thereof, until he or she shall have paid all calls, for the time being, due on every share held by him or her.

VI. And be it enacted, That the said Company shall not be bound to see to the execution of any trust, whether express, implied, or constructive, to which any of the said shares may be subject; and the receipt of the party in whose name any such share shall stand in the books of the said Company, or if it stands in the name of more parties than one, the receipt of one of the parties named in the registry of shareholders, shall, from time to time, be a sufficient discharge to the said Company, for any dividends or other sum of money payable in respect of such share, notwithstanding any trusts to which such share may then be subject, and whether or not the said Company have had notice of such trusts; and the said Company shall not be bound to see to the application of the money paid upon such receipt.

VII. And be it enacted, That the several persons who have subscribed or shall hereafter subscribe any money towards the said undertaking, or their legal representatives, respectively, shall pay the sums respectively so subscribed, or such portion thereof as shall from time to time be called for by the Directors of the said Company, at such times and places as shall be appointed by the said Directors; and with respect to the provisions in this Act contained for enforcing the payment of the calls, the word "shareholder" shall extend to, and include the personal representatives of such shareholder.

VIII. And be it enacted, That it shall be lawful for the Directors of the said Company from time to time to make such calls of money upon the respective shareholders, in respect of the amount of capital respectively subscribed or owing by them, as they shall deem necessary, provided that sixty days' notice, at the least, shall be given of each call as aforesaid, and that no call exceed the prescribed amount aforesaid, and that successive calls be not made at less than the prescribed intervals aforesaid; and every shareholder shall be liable to pay the amount of the call so made, in respect of the shares held by him, to the persons and at the times And places, from time to time, appointed by the said Company, or the Directors thereof.

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

X. And be it enacted, That it shall be lawful for the said Company, if they think fit, to receive from any of the shareholders willing to advance the same, all, or any part of the moneys due upon their respective shares, beyond the sums actually called for, and upon the principal moneys so paid in advance, or so much thereof, as, from time to time, shall exceed the amount of the calls then made upon the shares in respect of which such advance shall be made, the Company may pay interest at such rate, not exceeding the legal rate of interest for the time being, as the shareholder paying such sum in advance may agree upon.

XI. And be it enacted, That if at the time appointed by the said Company, or the Directors thereof, for the payment of any calls, any shareholder fail to pay the amount of such call, it shall be lawful for the said Company to sue such shareholder for the amount thereof, in any Court of Law or Equity having competent jurisdiction, and to recover the same, with lawful interest, from the day on which such call was payable.

XII. And be it enacted, That in any action or suit to be brought by the said Company, against any shareholder, to recover any money due for any call, it shall not be necessary to set forth the special matter, but it shall be sufficient for the said Company to declare that the Defendant is the holder of one share, or more, in the said Company, (stating the number of shares,) and is indebted to the said Company in the sum of money to which the calls in arrear shall amount, in respect to one call or more, upon one share or more, (stating the number and amount of each of such calls,) whereby any action hath accrued to the said Company by virtue of this Act.

XIII. And be it enacted, That on the trial or hearing of such action, it shall be sufficient to prove that the Defendant, at the time of making such call, was a holder of one share or more in the said undertaking, and that such call was in fact made, and such notice thereof given as is directed by this Act: and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matter whatsoever; and thereupon, the said Company shall be entitled to recover what shall be due upon such calls and interest thereon, unless it shall appear either that any such call exceeds the prescribed amount aforesaid, or that due notice of such call was not given, or that the in-scribed interval between two successive calls had not elapsed as aforesaid.

XIV. And be it enacted, That the production of the register of shareholders shall be *primâ facie* evidence of such Defendant's being a shareholder, and of the number and amount of his shares.

XV. And be it enacted, That if any shareholder fail to pay any call payable by him, together with the interest, if any, that shall have accrued thereon, the Directors of the said Company, at any time after the expiration of two months from the day appointed for the payment of such call, may declare the shares in respect of which such call was payable, forfeited, and that, whether the said Company have sued for the amount of such call or not.

XVI. And be it enacted, That before declaring any share forfeited, the Directors of the said Company shall cause notice of such intention to be left, or transmitted, by the post to the usual or last place of abode of the person appearing by the register of shareholders to be the proprietor of such share; and if the holder of any such share be beyond the limits of this Province, or if his usual or last place of abode be not known to the said Directors, by reason of its being imperfectly described in the shareholders' address book, or otherwise, or if the interest in any share shall be known by the said Directors to have become transmitted otherwise than by transfer, and so as the address of the parties to whom the said share or shares may, for the time being, belong, shall not be known to the said Directors, the said Directors shall give public notice of such intention in one of the newspapers published in Montreal, and in one or more of the newspapers published in the City of Quebec; and the several notices aforesaid shall be given twenty-one clays, at least, before the said Directors shall make such declaration of forfeiture.

XVII. And be it enacted, That the said declaration of forfeiture shall not take effect so as to authorize the sale or other disposition of any share, until such declaration shall have been confirmed at the next general meeting of the said Company, to be held after such notice of intention to make such declaration of forfeiture shall have been given, and it shall be lawful for the said Company to confirm such forfeiture at any such meeting, and by an order at such meeting, or at any subsequent general meeting, to direct the share or shares so forfeited to be sold or otherwise disposed of.

XVIII. And be it enacted, That after such confirmation as aforesaid, it shall be lawful for the said Directors to sell the forfeited share by public auction, and if there be any more than one forfeited share, then either separately or together, as to them shall seem fit; and any shareholder may purchase any forfeited share sold as aforesaid.

XIX. And be it enacted, That an affidavit by some credible person not interested in the matter, sworn before any Justice of the Peace or before any Commissioner for taking affidavits in the Superior Court, that the call in respect of a share was made, and notice thereof given, and that default in payment of the call was made, and that the forfeiture of the share was declared and confirmed in manner hereinbefore required, shall be sufficient evidence of the facts therein stated; and such affidavit and the receipt of the Treasurer of the said Company for the price of such share shall constitute a good title to such share; and a certificate of Proprietorship shall be delivered to such purchaser, and thereupon he shall be deemed the holder of such share, discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such sale.

XX. And be it enacted, That the said Company shall not sell or transfer more of the shares of any such defaulter than will be sufficient, as nearly as can be ascertained at the time of such sale, to pay the arrear then due from such defaulter on account of any calls, together with interest and the expenses attending such sale and declaration of forfeiture; and if the money produced by the sale of any such forfeited shares be more than sufficient to pay all arrears of calls and interest thereon due at the time of such sale, and the expense attending the declaration of forfeiture and sale thereof, with the proof thereof, and certificate of proprietorship to the purchaser, the surplus shall on demand be paid to the defaulter.

XXI. And be it enacted, That if payment of such arrears of calls, and interest and expenses, be made before any share or shares so forfeited and vested in the said Company shall have been sold by Public Auction as aforesaid, such share or shares shall revert to the party or parties to whom the same belonged before such forfeiture, in such manner as if such calls had been duly paid.

XXII. And be it enacted, That so soon as five thousand shares of the Capital Stock of the said Company shall have been subscribed, and the deposit of two pounds ten shillings per share shall have been actually paid as aforesaid, and not before, it shall be lawful for the said Company, and they are hereby authorized and empowered, by themselves, their deputies, agents, officers, and workmen to make, construct, and finally complete, alter and keep in repair, a Rail-road with one or more sets of rails or tracks, with all suitable bridges, archways, tunnels, viaducts, turn-outs, culverts, drains, and all other necessary appendages, and to erect such wharves, buildings, warehouses and stores on the line of the said Rail-road, and to purchase and acquire such stationary or locomotive, steam-engines, and carriages, wagons, and other machinery and contrivances, and real or personal property, as may be necessary for the making and maintaining the said Rail-road, and for the transport of passengers and merchandize thereon, and for other purposes of this Act, and may hold and possess the land over which the said Rail-road is to pass, and such adjoining lands as may be required for the use of the said Rail-road and the works connected therewith; which Rail-road is to run from the aforesaid Point Levi or some other convenient place on the shores of the St. Lawrence, within or below the County of Dorchester, to the Boundary Line between this Province and the Province of New Brunswick, on such route as the Directors of the said Company shall deem most favorable, and best calculated to promote the

public convenience, and then to connect with the Rail-road from St. Andrews; Provided also that a map or plan of the route determined upon shall be deposited in the Office of the Secretary of this Province.

XXIII. And be it enacted, That the said Company shall be and are hereby invested with all the powers, privileges and immunities which are or may be necessary to carry into effect the intentions and objects of this Act; and for this purpose, the said Company, their successors, deputies, agents and assistants, shall have the right to enter and go into and upon the lands and grounds of all and any description lying in the said route and general direction as aforesaid, for the purpose of making surveys, examinations or necessary arrangements for fixing the site of the said Rail-road; and it shall and may be lawful for the said Company, and their successors, to take and hold so much of the land and other real estate as may be necessary for the laying out, making and constructing and convenient operation of the said Rail-road, and they shall also have the right to take, remove and use, for the necessary construction and repair of the said Rail-road and appurtenances, any earth, gravel, stone, timber, or other materials on or from the land so taken, without any previous agreement with the owner or owners, tenant or tenants of the land, and upon which such surveys, examinations or other arrangements, may be made, or through which the said Rail-road may be explored, laid out, worked, made, or constructed, or on which materials and other things shall be laid for the purposes of the said Rail-road; Provided always, that the land so taken shall not exceed in width two hundred feet; and for the purpose of this Act, the said Company shall and may, by some sworn Land Surveyor for Lower Canada, and by an Engineer or Engineers by them to be appointed, cause to be taken and made surveys and levels of the lands through which the said intended Rail-road is to be carried, together with a map or plan of such Rail-road, and of the course and direction thereof, and of the said lands through which the same is to pass, and the lands intended to be taken for the several purposes authorized by this Act, so far as then ascertained, and also a book of reference for the said Rail-road, in which shall be set forth a description of the said several lands, and the names of the owners, occupiers and proprietors thereof, so far as they can be ascertained by the said Corporation, and in which shall be contained every thing necessary for the right understanding of such map or plan; which said map or plan and book of reference shall be examined and certified by the person performing the duties formerly assigned to the Surveyor General or his Deputies, who shall deposit copies thereof in the office of the Prothonotary of the Superior Court, in the District of Quebec, and also in the office of the Secretary of the Province, 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 to make extracts or copies thereof as occasion shall require, paying to the said Secretary of the Province, or to the said Prothonotary, at the rate of Six pence, current money of this Province, for every hundred words; and the said triplicates of the said map or plan and book of reference, so certified, or a true copy or copies thereof, certified by the Secretary of the Province, or by the Prothonotary of the Superior Court in the said District, shall severally be, and are hereby declared to be good evidence in the Courts of Law and elsewhere.

XXIV. And be it enacted, That the said Company, in making the said intended Rail-road, shall not deviate more than a mile from the line of the Rail-road, or from the places assigned to the several works of the Company in the map or plan and book of reference deposited as aforesaid, nor cut,

carry, place, lay down or convey the said Rail-road into, through, across, under or over any part of the lands or grounds not shewn and mentioned in such map or plan and book of reference, as being within one mile of the said line, and of the places assigned therein to the said works, respectively, (save in such instances as are herein specially provided for,) without the consent of the party or parties who could, under the provisions of this Act, convey such lands.

XXV. And be it enacted, That the said Company may make, carry or place their said intended Rail-road and works into, across or upon the lands of any person or party whomsoever on the line aforesaid, or within the distance aforesaid from such line, although the name of such party be not entered in the said hook of reference through error, want of sufficient information, or any other cause, or although some other person or party be erroneously mentioned as the owner of or party entitled to convey or interested in such lands.

XXVI. And be it enacted, That so soon as the said Map or Plan and Kook of Reference shall have been deposited as aforesaid, and notice of its being so deposited shall have been given during at least one calendar month in at least one newspaper published in the City of Quebec, in the English language, and in at least one newspaper there published in the French language, it shall be lawful for the said Company to apply to the several owners or of parties hereby empowered to convey the lands through which such Rail-road is intended to be carried, or which may suffer damage from the taking of materials, or the exercise of any of the powers granted to the said Company by this Act, and to agree with such owners or parties respectively, touching the compensation to be paid to them by the said Company for the purchase thereof, and for their respective damages, and to make such agreements and contracts with the said parties touching the said lands, or the compensation to be paid for the same, or for the damages, or as to the mode in which the said compensation shall be ascertained, as to such parties and said Company shall seem expedient; and in case of disagreement between the said Company and the said owners or parties, or any of them, then all questions which shall arise between them and the said Company shall be settled as follows, that is to say:

The deposit of the Map or Plan and Book of Reference, and the notice of such deposit, given as aforesaid, shall be deemed a general notice to all such persons as aforesaid, of the lands which will be required for the said Rail-road and works.

The Company shall serve a notice upon the opposite party, containing—a description of the lands to be taken, or of the powers intended to be exercised with regard to any lands (describing them)—a declaration that the Company are ready to pay some certain sum (or rent, as the case may be,) as compensation for such lands or for the damages arising from the exercise of such power—and the name of a person whom they appoint as their Arbitrator if their offer be not accepted; and such notice shall be accompanied by the certificate of some sworn Surveyor for Lower Canada, resident in the District of Quebec, disinterested in the matter, and not being the Arbitrator named in the notice, that the land, (if the notice relate to the taking of land,) is shewn on the Map or Plan deposited as aforesaid, as being required for the said Rail-road and works, or as being within the limits of deviation hereby allowed from the line of the said Rail-road, that he knows such land, or the amount of damages likely to arise from the exercise of such powers, and

that the sum so offered is, in his opinion, a fair compensation for such land and for such damages as aforesaid.

If the opposite party be absent from the District of Quebec, or be unknown to the said Company, then upon application to any Judge of the Superior Court in the said District, accompanied by such certificate as aforesaid, and by an affidavit of some Officer of the Company, that such opposite party is so absent, or that after diligent inquiry the party on whom the notice ought to be served cannot be ascertained, such Justice shall order a notice as aforesaid (but without the certificate,) to be inserted during one calendar month in some newspaper published in the City of Quebec, in the English language, and in some newspaper there published in the French language.

If within ten days after the service of such notice, or within one month after the first publication thereof as aforesaid, the opposite party shall not notify to the Company that he accepts, the sum offered by the said Company, or notify to them the name of a person whom he appoints as Arbitrator, then any Judge of the Superior Court may, on the application of the said Company, appoint some sworn Surveyor for Lower Canada, resident in the District of Quebec, to be sole Arbitrator for determining the compensation to be paid by the Company.

If the opposite party shall, within the time aforesaid, notify to the said Company the name of the person such party shall appoint as Arbitrator, then the said two Arbitrators shall jointly appoint a third, or if they cannot agree upon a third, then any Judge of the Superior Court shall, on the application of the said party or of the Company, (previous notice of at least one clear day having been given to the other party,) appoint a third Arbitrator.

The said Arbitrators, or any two of them, or the sole Arbitrator, being sworn before some Commissioner for receiving affidavits to be used in the said Superior Court, faithfully and impartially to perform the duties of their office, shall proceed to ascertain the compensation to be paid by the Company, in such way as they or he, or a majority of them, shall deem best, and the award of such Arbitrators, or of any two of them, or of the sole Arbitrator, shall be final and conclusive: Provided that no such award shall be made, or any official act done by such majority, except at a meeting held at a time and place of which the other Arbitrator shall have had at least one clear day's notice, or to which some meeting at which the third Arbitrator was present shall have been adjourned; but no notice to the Company or opposite party shall be necessary, but they shall be held sufficiently notified through the Arbitrator they shall have appointed or whose appointment they shall have required.

Provided always, that the award given by any sole Arbitrator shall never be for a less sum than that offered by the Company as aforesaid; and if in any case where three Arbitrators shall have been appointed, the sum awarded be not greater than that offered by the Company, the costs of the arbitration shall be borne by the opposite party, and deducted from the compensation, otherwise they shall be borne by the Company, and in either case they may, if not agreed upon, be taxed by any Judge of the Superior Court.



The Arbitrators, or a majority of them, or the sole Arbitrator, may examine on oath or solemn affirmation, the parties or such witnesses as shall voluntarily appear before him or them, and may administer such oath or affirmation; and any wilful false statement made by any witness, under such oath or affirmation, shall be deemed wilful and corrupt perjury, and punishable accordingly.

The Judge of the Superior Court by whom any third Arbitrator or sole Arbitrator shall be appointed, shall, at the same time, fix a day on or before which the award shall be made, and if the same be not made on or before such day, or some other day to which the time for making it shall have been prolonged, either by the consent of the parties, or by the order of a Judge of the said Court, (as it may be for reasonable cause shown, on the application of such sole Arbitrator, or one of the Arbitrators after one clear day's notice to the others,) then the sum offered by the Company as aforesaid shall be the compensation to be paid by them.

If the party appointed by any Judge as third Arbitrator or sole Arbitrator shall die before the award be made, or shall refuse to act, or fail to act within a reasonable time, then upon the application of either party, the Judge (or any other Judge of the said Court) being satisfied by affidavit or otherwise of such disqualification, refusal or failure, may, in his discretion, appoint another in his stead; and if the Arbitrator appointed by the said Company, or by the opposite party, shall die before the award shall be made, or shall leave the Province, or become unable to act within a reasonable time, (such fact being ascertained to the satisfaction of some Judge of the said Court as attested by his Certificate to that effect,) the said Company or the opposite party (as the case may be) may appoint another in his stead, notifying the other Arbitrators of such appointment, and if the sole Arbitrator shall die before the award be made, any Judge of the Superior Court may, on the application of the said Company, appoint another, but no recommencement or repetition of prior proceedings shall be required.

The Company may desist from any such Notice as aforesaid, and afterwards give new Notice with regard to the same or other lands, to the same or any other party, but they shall in any such case be liable to the party first notified for all damages or costs by him incurred in consequence of such Notice and desistment; and no change of owner after the notice shall affect the proceedings, but the party notified shall be still deemed the owner, except as to the payment of the sum awarded.

It shall be no disqualification to the Surveyor or other person offered or appointed as Valuator, or as Arbitrator, that he be professionally employed by the Company or by the opposite party, or that he have previously expressed an opinion as to the amount of compensation, or that he be related or of kin to any member of the Company, provided he be not himself personally interested in the amount of such compensation; and no cause of disqualification shall be urged against any Arbitrator appointed by a Judge of the Superior Court after his appointment, but shall be made before the same, and its validity or invalidity summarily determined by such Judge; and no cause of disqualification shall be urged against any Arbitrator appointed by the Company, or by the opposite party, after the appointment of a third Arbitrator; and the validity or invalidity of any cause of disqualification urged against any such Arbitrator, before the appointment of a third Arbitrator, shall be summarily determined by any Judge of the said Court on the application of either party, after one clear day's notice to the other, and if such cause be determined to be valid,

the appointment shall be null, and the party offering the person so adjudged to be disqualified shall be held to have appointed no Arbitrator.

No award made as aforesaid, shall be invalidated by any want of form or other technical objection, if the requirements of this Act shall have been complied with, and if the award shall state clearly the sum awarded, and the lands or other property, right or thing for which such sum is to be the compensation; nor shall it be necessary that the party or parties to whom the sum is to be paid be named in the award.

XXVII. And be it enacted, That upon payment or legal tender of the compensation or annual rent so awarded, agreed upon or determined as aforesaid to the party entitled to receive the same, or upon the deposit of the amount of such compensation in the manner hereinafter mentioned, the award or agreement shall vest in the said Company the power forthwith to take possession of the lands or to exercise the right or to do the thing for which such compensation or annual rent shall have been awarded or agreed upon: and if any resistance or forcible opposition shall be made by any person or party to their so doing, any Judge of the Superior Court may, on proof to his satisfaction that the requirements of this Act have been complied with, issue his Warrant to the Sheriff of the District, or to any Bailiff of the Court (as in his discretion may be most suitable), to put the said Company in possession, and to put down such resistance or opposition, which such Sheriff or Bailiff, taking with him sufficient assistance, shall accordingly do: Provided always, that such warrant of possession may also be granted by any such Judge, upon proof by affidavit to his satisfaction that immediate possession of the land or power to do the thing in question is necessary to the carrying on of the works of the said Company, the adverse party being summoned by one clear day's notice to appear before such Judge, and the Company giving such security as the said Judge shall direct, to pay the sum to be awarded, with interest from the day on which the warrant shall be granted and all lawful costs within a time to be appointed by the Judge, such security not being for less than twice the sum offered by the Company in the notice to such adverse party.

XXVIII. And be it enacted, That the compensation awarded as aforesaid or agreed upon by the said Company, and any party who might under this Act validly convey the lands, or then in lawful possession thereof as proprietor, for any lands which might be lawfully taken under this Act without the consent of the proprietor, shall stand in the stead of such lands and any claim to, or hypothec or incumbrance upon the said land, or any portion thereof, shall, as against the said Company, be converted into a claim to the said compensation, or to a like proportion thereof, and they shall be responsible accordingly whenever they shall have paid such compensation, or any part thereof, to a party not entitled to receive the same, saving always their recourse against such party: Provided always, that if the said Company shall have reason to fear any such claims, hypothec or incumbrances, or if any party to whom the compensation or annual rent, or any part thereof, shall be payable, shall refuse to execute the proper conveyance and guarantee, or if the party entitled to claim the same cannot be found, or be unknown to the Company, or if for any other reason the Company shall deem it advisable, it shall be lawful for them to pay such compensation into the hands of the Prothonotary of the Superior Court, with the interest thereon for six months, and to deliver to the said Prothonotary an authentic copy of the conveyance, or of

the award or agreement if there be no conveyance, and such award or agreement shall thereafter be deemed to be the title of the said Company to the land therein mentioned, and proceedings shall thereupon be had for the confirmation of the title of the said Company, in like manner as in other cases of confirmation of title, except that in addition to the usual contents of the notice, the Prothonotary shall state that the title of the Company, (that is the conveyance, agreement or award,) is under this Act, and shall call upon all persons entitled to, or to any part of the land, or representing, or being the husband of any parties so entitled, to file their oppositions for their claims to the compensation, or any part thereof, and all such oppositions shall be received and adjudged upon by the Court, and the judgment of confirmation shall for ever bar all claims to the lands, or any part thereof, (including dower not yet open,) as well as all hypothecs or incumbrances upon the same; and the Court shall make such order for the distribution, payment or investment of the compensation, and for the securing of the rights of all parties interested, as to right and justice, according to the provisions of this Act and to law, shall appertain; and the costs of the said proceedings, or any part thereof, shall be paid by the said Company, or by any other party, as the Court shall deem it equitable to order; and if judgment of confirmation be obtained in less than six months from the payment of the compensation to the Prothonotary, the Court shall direct a proportionate part of the interest to be returned to the Company, and if from any error, fault or neglect of the Company it shall not be obtained until after six months are expired, the Court shall order the Company to pay to the Prothonotary the interest for such further period as may be right.

XXIX. Provided always, and be it enacted, That with regard to any lands which could not be taken without the consent of some party entitled under this Act to convey the same, or in any case in which the requirements of this Act shall not have been complied with, and in all cases where land shall have been taken or damage shall have been done by the Company without previously complying with the requirements of this Act, the rights of the Company and of other parties shall be governed by the ordinary rules of law.

XXX. And be it enacted, That when the said Company shall take any land or estate of any body corporate, aggregate or sole, guardians, committees, executors or administrators, or other trustees whatsoever, held for and on behalf of those whom they represent, whether corporations, infants, idiots, lunatics, persons deceased or beyond seas, or other person or persons whatsoever, who are or shall be possessed of or interested in the said land or estate, the respective contracts, agreements and sales of the said corporations, guardians, committees, executors, administrators or other trustees whatsoever, shall be valid and effectual in law to all intents and purposes whatsoever, and their respective receipts shall be good and valid releases and discharges therefor, and it shall be lawful for them respectively to agree and settle with the said Company for damages, (if any,) by reason of taking such land or estate aforesaid, and in case of disagreement, such damage to be ascertained and settled as provided by this Act.

XXXI. And be it enacted, That the said Company, their Superintendents, engineers, agents and workmen, may enter upon the land adjoining the said Rail-road, and from thence take and carry away any timber, stone, gravel, sand and earth or materials necessary for the construction of the said Rail-road; and in case of any slip happening, or being apprehended to any cutting,

embankment or other work belonging to the said Rail-road, the said agents and workmen shall at all times hereafter have full egress and regress into and upon such adjoining lands, for the purpose of repairing and preventing such accident, and to do such works as may be necessary for the purpose; Provided always, that such works shall be as little injurious to the said adjoining land as the nature of die operations will admit of, and shall be executed with all possible despatch, in all which cases tire damage incurred, if the parties cannot agree, shall be ascertained and paid in like manner in all respects as provided for in this Act.

XXXII. And be it enacted, That the said Company shall and may (if they deem it expedient) procure and own such steamboats or vessels as may be necessary to ply in connection with this Rail-road between its terminus on the River Saint Lawrence and the City of Quebec, and for that purpose shall exercise and possess all the powers, privileges and authorities necessary for the management of the same in as full and ample a manner as they are hereby authorized to do with respect to the said Rail-road.

XXXIII. And be it enacted, That the said Company, at their own proper costs and charges, shall erect and maintain on each side of the said Rail-road, sufficient fences whenever the same may be necessary, in order to protect the public, or wherever any clear or cultivated land occurs on the line of the said Rail-road; and for neglect or failure to erect and maintain such necessary fences, the said Company shall be liable to be indicted at the Court of Queen's Bench within the District in which such fences shall be insufficient, and to be fined in such sum as shall be then and there adjudged, and such fine shall be expended for the erection or repair of such fence, and for compensation of individual damage, as the case may be; and it shall and maybe lawful for the Court of Queen's Bench to make such order for levying the said fine on the property of the said Company, or otherwise, as to them shall seem most proper to the exigencies of the case, which said fine shall be exclusive of any claim for damages which any party may sustain by any such neglect or failure as aforesaid.

XXXIV. And be it enacted, That the said Company, shall at each and every place where the said Rail-road shall cross any highway on a level, erect and keep up a signboard stretching across the highway at such height as to leave sixteen feet from the highway to the lower edge of the signboard, and having the words "Rail-way Crossing" and "Traverse de Chemin a Rails," painted on each side thereof in black letters not less than six inches in length, on a white ground; and for each and every neglect to comply with the requirements of this section, the said Company shall incur a penalty not exceeding five pounds currency; Provided always, that it shall be lawful (in case it shall be more conducive for the public safety) for the said Company, at their own expense, to carry such turnpike or other road over or under such Rail-road, by means of a bridge or archway, in lieu of crossing the same on the level.

XXXV. Provided always, and be it enacted, That where any Bridge shall be erected or made by the said Company, for the purpose of carrying the said Rail road over or across any public highway, the space of the arch of any such Bridge shall be formed and shall at all times be and be continued of such breadth as to leave a clear and open space under every such arch of not less than twenty

feet, and of a height from the surface of such highway to the centre of such arch of not less than sixteen feet, and the descent under any such Bridge shall not exceed one foot in twenty feet.

XXXVI. Provided always, and be it enacted, That in all places where it may be necessary to erect, build or make any Bridge or Bridges, for the purpose of carrying any public highway or carriage road over the said Rail-road, the ascent, of every such Bridge for the purpose of every such road, shall not be more than one foot in twenty feet; and a good and sufficient fence shall be made on each side of every such Bridge, which fence shall not be less than four feet above the surface of such Bridge.

XXXVII. Provided always, and be it enacted, That where the said Rail-road shall cross or be carried along any public highway, (which word shall in this Act include all public streets, lanes or other public ways or communications) neither the rail, nor any other part of the Rail-road or works connected therewith, shall rise above or sink below the level of such highway more than one inch; and the said Rail-road may be carried across any highway within the limits aforesaid.

XXXVIII. Provided always, and be it enacted, That the said Company, shall not carry the said Rail-road along any highway, but shall merely cross the same in the line of the said road, whatsoever be the angle at which such line shall intersect the highway, and before they shall in any way obstruct such highway with their works, they shall turn the said highway, at their own charges, so as to leave an open and good passage for carriages, free from obstructions; and when their works are completed they shall replace the said highway, under a penalty of five pounds currency for any contravention, over and above all damages sustained by any party; but in any case the rail itself, provided it does not rise above or sink below the surface of the road more than one inch, shall not be deemed an obstruction.

XXXIX. And be it enacted, That the immediate government and management of the affairs of the said Company shall be vested in eleven Directors, who shall be proprietors of at least ten shares each, and who shall be chosen by the Shareholders of the said Company in the manner hereinafter provided, and shall hold their offices until others shall have been duly elected and qualified to take their places; that not less than five Directors shall constitute a Board for the transaction of business, of which the President shall always be one, except in case of sickness or necessary absence, in which case the Directors present may choose one of their number as Chairman in his stead; that the President shall vote at the Board as a Director, and in case of there being an equal number of votes for and against any question before them, the President shall have the casting vote.

XL. And be it enacted, That the number of votes which each Shareholder shall be entitled to on every occasion when in conformity to the provisions of this Act the votes of the Shareholder are to be given, shall be in the following proportions, that is to say: for one share and not more than three, one vote; for every two shares above two and not exceeding ten, one vote, making five votes for ten shares; for every four shares above ten not exceeding thirty, one vote, making ten votes for thirty shares; for every six shares above thirty and not exceeding sixty, one vote, making fifteen votes for sixty shares; and for every eight shares above sixty, and not exceeding one

hundred, one vote, making twenty votes for one hundred shares; which said number of twenty votes shall be the greatest that any Shareholder shall be entitled to have: And all Shareholders may vote by proxy if they shall see fit, provided such a proxy be a shareholder, and do produce from his constituent whom he shall represent, or for whom he shall vote, an appointment in the form set forth in the Schedule B to this Act annexed, or to the like effect; and whatever question of election of public officers, or other matters or things shall be proposed, discussed or considered in any public meeting of the said Company under the authority of this Act, shall be determined and decided by the majority of votes and proxies then and there present; Provided always, that the same person shall not vote as proxy for any number of persons who together shall be proprietors of more than one hundred shares.

XLI. And be it enacted, That whenever five thousand shares shall have been subscribed and the deposits paid as aforesaid, the first General Meeting of the Shareholders shall take place at the City of Quebec to be called by notice in some one of the newspapers published at Montreal and in some one or more of the newspapers published in the City of Quebec sixty days previous to such meeting, in order to organize the said Company, and to choose the Directors thereof, who shall continue in office until re-elected or others are chosen or appointed in their stead, at any meeting to be held under the authority of this Act; that the Shareholders present or appearing by proxy shall choose the Directors of the said Company by a majority of votes, and the Directors so chosen shall choose, out of their numbers, one, who shall be President of the said Company; and in case of the death, resignation, removal, disqualification by sale of Stock, or incompetency of any Director, the remaining Directors if they think proper so to do, may elect in his place some other Shareholder duly qualified to be a Director, and the Shareholder so elected to fill up any vacancy shall continue in office as a Director so long only as the person in whose place he shall have been elected would have been entitled to continue if he had remained in office.

XLII. And be it enacted, That the said Directors shall have the power of nominating and appointing all and every the officers and engineers, and other persons connected with the said Rail-road, at such salaries or rates of remuneration as to the said Directors shall seem proper, subject to the By-Laws, Rules and Regulations of the said Company; and the Shareholders shall have the power from time to time to alter and amend, or to make such new Rules, By-Laws or Regulations for the good government of the said Company and of the said Rail-road, and of the works and property hereinbefore mentioned, and for the well governing of the engineers, workmen and other persons employed by the said Company, as to the major part of the said Shareholders shall seem meet; which said Rules, By-Laws and Regulations being put into writing, under the common seal of the said Company, shall be published in some one of the newspapers published in Montreal, and in some one or more of the newspapers published in the City of Quebec, shall be binding upon and observed by all parties, and shall be sufficient in any Court of Law to justify all persons who shall act under the same; Provided always, that no By-Law of the said Company to be hereafter made and by which any Tolls shall be fixed or directed to be taken for the conveyance of passengers, goods, wares or merchandize on the said Rail-road, or which shall be intended to affect any party other than the members, officers and servants of the Company, shall have force or effect until it shall have been sanctioned and confirmed by the Governor of this Province, under

his hand and seal at arms, and published in the Canada Gazette, a copy whereof shall be proof of such By-Law and of such sanction and confirmation, in all Courts and places whatsoever.

XLIII. And be it enacted, That the said Shareholders shall meet annually at the City of Quebec, on the first Tuesday in May in each year; at which meetings the Shareholders present, personally or by proxy, may either continue in office the Directors before appointed, or any number of them, or may elect a new body of Directors to supply the places of those not continued in office; Provided always, that the omission to meet shall work no forfeiture, but the Shareholders may be afterwards called together for that purpose by the Directors of the said Company for the time being, they first giving fourteen days' previous notice in one of the newspapers published at Montreal, and in one or more of the newspapers published in the City of Quebec.

XLIV. And be it enacted, That it shall and may be lawful for any number of the Shareholders, holding in the aggregate, five hundred shares, by writing under their hands, at any time to require the said Directors to call an extraordinary meeting of the said Company, and such requisition shall fully express the object of the meeting required to be called, and shall be left at the office of the said Company, or given to at least three Directors, or left at their last or usual place of abode; and forthwith upon the receipt of such requisition, the said Directors shall convene a meeting of the Shareholders; and if for twenty-one days after such notice the Directors fail to call such meeting, the Shareholders aforesaid, qualified as aforesaid, may call such meeting by giving sixty days' public notice thereof in the newspapers hereinbefore in this Act mentioned.

XLV. And be it enacted, That it shall and may be lawful to and for the said Company 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 goods, wares, merchandize and commodities, of whatever descriptions, transported upon the said Rail-road, such Tolls as they may deem expedient; which said Tolls shall be from time to time fixed and regulated by By-laws of the Company, or by the Directors if thereunto authorized by the said By-laws, but subject to the approval of the Governor, and shall be paid to such person or persons, and at such place or places near to the said Rail-road, in such manner and under such regulations as the said Company or the said Directors shall direct and appoint; and in case of denial or neglect of payment of any such rates 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, or the person or persons to whom the said rates or dues ought to be paid, may and he is, and they are hereby empowered to seize and detain such goods, wares and merchandize or other commodities, for or in respect whereof such rates or dues ought to be paid, and detain the same until payment thereof; and in the mean-time the said goods, wares, merchandize or other commodities shall be at the risk of the owner or owners thereof; and the said Company or the said Directors shall have full power, from time to time, at any General Meeting, to lower or reduce all or any of the said Tolls, and again to raise the same, as often as it shall be deemed necessary for the interests of the said undertaking: Provided always, that the same Tolls shall be payable at the same time and under the same circumstances, upon all goods and upon all persons, so that no undue advantage, privilege or monopoly may be afforded to any person or class of persons by any By-law relating to the said Tolls.

XLVI. And in order to ascertain the amount of the 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 to be kept and annually made up and balanced on the thirty-first day of December in each year, of the money collected and received by the said Company, or by the Directors or 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 their works, and of all other receipts and expenditure of the said Company or the said Directors; and at the General Meetings of the Proprietors of the said undertaking, to be from time to time holden as aforesaid, a dividend shall be made out of the clear profits of the said undertaking, unless such meetings 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 Proprietors, in the joint stock of the said Company, as such meeting 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.

XLVII. And be it enacted, That whatever may be the rate of divisible profits on the said Rail-road, it shall and may be lawful for Her Majesty's Government, if it shall think fit, subject to the provisions hereinafter contained, at any time after the expiration of twenty-one years, to purchase the said Rail-road with all its hereditaments, stock and appurtenances in the name and on the behalf of Her Majesty, upon giving to the said Company three calendar months' notice in writing, of such intention, and upon payment of a sum equal to twenty-five years purchase of the annual divisible profits estimated on the average of the seven then next preceeding years: Provided that if the average rate of profits for the said seven years shall be less than the rate of fifteen pounds in the hundred, it shall be lawful for the Company, if they should be of opinion that the said rate of twenty-five years purchase of the said average profits is an inadequate rate of purchase of such Rail-road, reference being had to the prospects 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 such revised scale of tolls, fares and charges shall be in force.

XLVIII. Provided always, and be it enacted, That the said Company shall at all times when thereunto required by Her Majesty's Deputy Post-Master General, the Commander of the forces, or any person having the superintendence or command of any Police Force, and with the whole resources of the said Company if necessary, carry Her Majesty's Mail, Her Majesty's Naval or Military Forces or Militia, and all artillery, ammuniton, provisions or other stores for their use, and all Policemen, Constables, and others, travelling on Her Majesty's Service, on their said Rail-road, on such terms and conditions and under such regulations as the said Company and the said Deputy Post-Master General, the Commander of the Forces, or person in command of any Police Force, respectively, shall agree upon, or if they cannot agree, then on such terms and conditions and under such regulations as the Governor or person administering the Government shall in



Council make: Provided that any further enactments which the Legislature of this Province may hereafter deem it expedient to make, with regard to the carriage of the said Mail, or Her Majesty's Forces, and other persons and articles as aforesaid, or the rates to be paid for carrying the same, or in any way respecting the use of any Electric Telegraph, or other service to be rendered by the Company to the Government, shall not be deemed an infringement of the privileges intended to be conferred by this Act.

XLIX. And be it enacted, That the Directors of the said Company, shall make yearly dividends of the tolls, income, and profits arising to the said Company, first deducting thereout the annual costs, charges and expenses of the said Company, as well of the repairs of the works belonging to them as for the salaries and allowances of the several officers and servants, and for such other purposes connected with the said Company, as may be deemed proper by the said Directors, consistent with the By-laws, Rules and Regulations of the said Company.

L. And be it enacted, That if any money be payable from the said Company, to any shareholder or other person being a minor, idiot or lunatic, the receipt of the guardian of such minor, or the receipt of the curator of such idiot or lunatic, shall be a sufficient discharge to the said Company for the same.

LI. And be it enacted, That before apportioning the profits to be divided among the Shareholders, the said Directors may, if they think fit, set aside thereout such sum as they may think proper, to meet contingencies, or for enlarging, repairing or improving the works connected with the said Rail-road, or any of its Branches, or any part of the said undertaking, and may divide the balance only among the Shareholders.

LII. And be it enacted, That no dividend shall be paid in respect of any share, until all calls then due in respect of that and every other share held by the person to whom such dividend may be payable, shall have been paid.

LIII. And be it enacted, That the joint stock or property of the said Company, shall alone be responsible for the debts and engagements of the said Company, and that no person or persons who shall or may have dealings with the said Company, shall on any pretence whatsoever, have recourse against the separate property of any of the individual shareholders of the said Company, or against their person or persons, further than may be necessary for the faithful application of the funds of the said Company: Provided also, that no shareholder of the said Company, shall be liable for or charged with the payment of any debt or demand due from the said Company, beyond the extent of his share in the Capital of the said Company, not then paid up.

LIV. And be it enacted, That no suit or action at law or equity shall be brought or prosecuted by any person or persons for any act, matter or thing done under the authority of this Act, unless such suit or action shall be commenced within six months next after the offence shall have been committed, or cause of action accrued, and the defendant or defendants in such suit or action may plead the general issue, and give this Act and the special matter in evidence under the said plea, and that the same was done in pursuance and by authority of this Act.

LV. And be it enacted, That if any person or persons shall wilfully and maliciously, and to the prejudice of the undertaking, break, injure or destroy any of the works to be made by virtue of this Act, every such person or persons shall be judged guilty of felony; and every person so offending, and being thereof lawfully convicted, shall be liable to the punishment prescribed for felony by the Laws of this Province.

LVI. And be it enacted, That if any other Rail-way Company, incorporated by law, shall build and construct any other Rail-way from any other place or places in this Province, it shall be lawful for the said Rail-way Company so building and constructing the said other Rail-way, to form a junction with the Rail-road which may be built and constructed by the said Quebec and Saint Andrew's Rail-road Company, at such point or points, place or places as may be desired or considered most advantageous by such Rail-way Company; and the said Quebec and Saint Andrew's Rail-road Company shall convey and transport all passengers, goods, chattels and merchandize of every kind so arriving at the said junction, onwards and backwards, at all convenient and usual times, on the said Rail-road constructed by them, without any unnecessary delay or hinderance, to their respective destination, subject to the payment of such rates, tolls or dues per mile, as may be paid in similar cases to the said Quebec and Saint Andrew's Rail-road Company.

LVII. And be it enacted, That nothing herein contained shall be deemed or construed to exempt the Rail-road by this Act authorized to be made, from the provisions of any general Act, relating to this Act, or of any general Act relating to Rail-ways in this Province, which may hereafter pass during the present or any future Session of the Legislature, or from any future alteration or repeal of this Act, under the authority of the Legislature.

LVIII. And be it enacted, That the said Company, to entitle themselves to the privileges, benefits and advantages to them granted by this Act, shall, and they are hereby required to make and complete the said Rail-road within fifteen years from the passing of this Act, and to deposit the Map or Plan and Book of Reference above mentioned within two years from the passing of this Act; and if the said road shall not be so made and completed, so as to be used for the conveyance and carriage of passengers, goods, chattels, wares and merchandize thereon, and the said Map or Plan and Book of Reference shall not be deposited within the respective periods above mentioned, then this Act, and every matter and thing therein contained, shall cease and be utterly null and void.

LIX. And be it enacted, That this Act shall be, and is hereby declared to be a Public Act.

Schedule A.  
Form of Certificate of Share.

The Quebec and St. Andrew's Rail-road Company, Number \_\_\_\_\_

This is to certify that A. B. of \_\_\_\_\_ is the Proprietor of the share (or shares) number \_\_\_\_\_ of the Quebec and St. Andrew's Rail-road Company, subject to the regulations of the said Company.

Given under the Common Seal of the said Company, the \_\_\_\_\_ day of in \_\_\_\_\_ the  
year of our Lord, one thousand eight hundred and \_\_\_\_\_

Schedule B.  
Form of Proxy.

I, A. B., do hereby nominate, constitute and appoint C. D. of \_\_\_\_\_ to be my proxy, in my  
name and in my absence to vote or give my assent to or dissent from any business, matter or  
thing, relative to "The Quebec and St. Andrew's Rail-road Company." In witness whereof, I, the  
said A. B., have hereunto set my hand (or if a Corporation, say, the Common Seal of the  
Corporation) the \_\_\_\_\_ day of \_\_\_\_\_ A. D. one thousand eight hundred and

\_\_\_\_\_  
A. B.