

*Laws of Her Majesty's Province of United Canada*, passed in the year 1851. York: Stewart Derbyshire and George Desbarts, 1851.

14 & 15 Victoria – Chapter 146

**An Act to incorporate “The Kingston and Toronto Rail-way Company.” 30th August, 1851.**

Whereas it is desirable, in carrying out the design of a main trunk line of Rail-way through the Province of Canada, that a Company should be incorporated for the purpose of constructing so much of the said Rail-way as may extend from the City of Kingston to the City of Toronto; And whereas Francis Manning Hill, Mayor of the City of Kingston, David Roblin, Warden of the United Counties of Frontenac, Lennox and Addington, George Benjamin, Warden of the County of Hastings, William Hamilton Ponton, Mayor of the Town of Belleville, Asa Allworth Burnham, Warden of the United Counties of Northumberland and Durham, William Weller, Mayor of the Town of Cobourg, James Smith, Mayor of the Town of Port Hope, and John George Bowes, Mayor of the City of Toronto, have petitioned for the passing of a law incorporating a Joint Stock Company for the purpose of constructing a single or double track iron Rail-road or way, to extend from Kingston to Toronto aforesaid: 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 Francis Manning Hill, David Roblin, George Benjamin, William Hamilton Ponton, Asa Allworth Burnham, William Weller, James Smith, and John George Bowes, with all such other persons or Corporations as shall become Shareholders in such Joint Stock Company as is hereinafter mentioned, shall be and are hereby ordained, constituted and declared to be, a Body Corporate and Politic in fact, by and under the name and style of “The Kingston and Toronto Rail-way Company.”

II. And be it enacted, That the several clauses of “the Rail-way Clauses Consolidation Act,” to be passed during the present Session 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 with this Act.

III. And be it enacted, That the said Company and their Agents or Servants shall have full power under this Act, to lay out, construct, make and finish a double or single iron Rail-road or way, at their own costs and charges, on and over any part of the country, lying between the said City of Kingston and the said City of Toronto.

IV. And be it enacted, That the Governor shall, with all convenient speed, cause to be ascertained by actual survey, the shortest and most direct line between Kingston and Toronto, having due regard to the best grades and the interests of the Province, and that the said Company shall construct the said Rail-way on the line selected by the Governor after such survey.

V. And be it enacted, That all Deeds and Conveyances for lands to be conveyed to the said Company for the purposes of this Act, shall and may, as far as the title to the said lands or the circumstances of the party making such conveyances will admit, be made in the form given in the Schedule of this Act marked A, and all Registrars are hereby required to enter in their Registry Book such Deeds on the production thereof, and proof of execution, without any Memorial, and to minute such entry on the said Deed, and the said Company are to pay to the said Registrar, for so doing, the sum of Two Shillings and Six Pence, and no more.

VI. And be it enacted, That the Capital Stock of the said Company shall not exceed in the whole the sum of Seven Hundred and Fifty Thousand Pounds currency, to be divided in Thirty Thousand Shares of Twenty-five Pounds each, which amount shall be raised by the persons above named, or some of them, together with such other persons and corporations as may become subscribers towards such Stock; and the said money so raised shall be applied, in the first place, towards the payment and discharge of all fees, expenses and disbursements for procuring the passage of this Act, and for making the surveys, plans and estimates connected with the Rail-way, and all the rest and remainder of such money shall be applied towards making, completing and maintaining the said Rail-way and other purposes of this Act, and to no other purpose whatever: Provided always, that until the said preliminary expenses connected with the said Rail-way shall be paid out of the Capital Stock thereof, it shall be lawful for the Municipality of any County, City or Town on the line of the said road, to pay, out of the General Funds of such Municipality, their fair proportion of such preliminary expenses; which sum shall be refunded to such Municipality from the Stock of the said Company, or be allowed to them in payment of Stock.

VII. And be it enacted, That until one third of the Capital Stock of the said Company shall have been subscribed, the affairs of the said Company shall be managed by the Heads of the Municipalities of the Counties of Frontenac, Lennox and Addington, Hastings, Northumberland and Durham, and York, the Cities of Kingston and Toronto, and the Towns of Belleville, Cobourg and Port Hope, or by such persons in lieu thereof as may be appointed under the Seal of the said Municipalities, who, or a majority of them, are hereby authorized to take all necessary measures for opening the Stock Books and commencing the operations of the Company.

VIII. And be it enacted, That so soon as one third of the said Capital Stock shall have been subscribed, a General Meeting of the Shareholders shall be held at the City of Kingston for the purpose of putting this Act into effect, which meeting may be called by the Heads of any five Municipalities of Cities or Counties on the line of road, fifteen days' public notice thereof being given, and to be published once in one newspaper in each City or County on the line of road, at which said General Meeting, the Shareholders present, either in person or by proxy, shall choose nine Directors in manner and qualified as hereinafter mentioned, who, together with the *ex officio*

Directors as provided by the Rail-way Clauses Consolidation Act, shall hold office until the first Monday in April following: Provided, that the Heads of Municipalities subscribing for Stock may represent such Stock at the said first meeting, or in their absence such persons as may be duly authorized under the Seal of the Municipality for the purpose, and such Heads of Municipalities or persons so voting shall vote according to the Scale of Votes hereinafter mentioned, and in the same manner as individual Shareholders.

IX. And be it enacted, That on the first Monday in April in each year, at such time and place as shall be appointed by the Directors of the previous year, there shall be chosen by the Shareholders, nine Directors, in the manner hereinafter mentioned; and public notice of such annual election shall be published one month before the day of election in the Canada Gazette, and also once fifteen days before the election in one newspaper in each City or County on the line of road; and all elections for such Directors shall be by ballot, and the persons who shall have the greatest number of votes at any election shall be Directors, and if it shall happen that two or more shall have an equal number of votes, the Shareholders shall determine the election by another or other votes until a choice is made; and if any vacancy shall at any time happen among the Directors by death, resignation or removal from the Province, such vacancy shall be filled for the remainder of the year by a majority of the Directors, and that the said nine Directors, together with the said *ex officio* Directors, shall form the Hoard of Directors.

X. And be it enacted, That six Directors shall form a quorum for the transaction of business: Provided, That the said Directors may employ one or more of their said number, as paid Director or Directors.

XI. And be it enacted, That the persons qualified to be elected Directors of said Company under this Act, shall be any Shareholder, holding Stock to the amount of Five Hundred Pounds, who shall have paid up all Calls on the said Stock.

XII. And be it enacted, That it shall and may be lawful for the Directors at any time to call upon the Shareholders for a first Instalment of Five per cent, upon each Share which they or any of them may respectively subscribe for; and that the residue of the amount of Shares of the Shareholders shall be payable by Instalments at such times and in such proportions as the Directors of the said Company may see fit, so as no such Instalment shall exceed Ten per cent: Provided always, that the said Directors shall not commence the construction of the said Rail-way or way until the said first Instalment shall be called in.

XIII. And be it enacted, That each Shareholder, whether in his own right, or representing any Municipality holding less than two hundred Shares, shall be entitled to the number of Votes proportioned to the number of Shares which he or they shall have had in his or their name at least two weeks prior to the time of voting: Provided that no one Shareholder as aforesaid, shall have more than three hundred votes.

XIV. And be it enacted, That the said Company shall have power to become parties to Promissory Notes and Bills of Exchange for sums not less than Twenty-Five Pounds, and any such Promissory

Note made or endorsed, and any such Bill of Exchange drawn, accepted or endorsed by the President of the Company or Vice-President, and countersigned by the Secretary and Treasurer, and under the authority of a majority of a quorum of the Directors, is and shall be binding upon the said Company, and every such Promissory Note or Bill of Exchange so made, drawn, accepted or endorsed by the President or Vice-President of the said Company, and countersigned by the Secretary and Treasurer as such, either before or after the passing of this Act, shall be presumed to have been properly made, drawn and accepted or endorsed, as the case may be, for the Company, until the contrary be shewn; and in no case shall it be necessary to have the Seal of the Company affixed to any such Bill of Exchange or Promissory Note, nor shall the President, Vice-President or the Secretary and 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 Bearer, or any Promissory Note intended to be circulated as money, or as the Notes of a Bank.

XV. And be it enacted, That it shall be lawful for the Directors, (if authorized by any General Meeting of the Shareholders to be called for the purpose), to enter into and make any arrangement with the Directors of any other Rail-way Company, now or hereafter to be chartered in any part of this Province, more particularly with the Company of any Rail-way extending from Kingston to Montreal, for the union, junction, amalgamation or purchase of any Rail-way or Rail-way Company, by mutual agreement with such Company; and the Capital Stock of any Companies so united shall become the Capital Stock of the Companies so united, and be controlled and managed as such, independently of all other increase of Stock authorized by this Act.

XVI. And be it enacted, That the Guage of the said Rail-way shall not be broader or narrower than five feet six inches.

XVII. And be it enacted, That it shall and may be lawful for the said Company to take and appropriate, for the use of the said Rail-way, so much of the land covered with the waters of any 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 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 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 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, nor until the same shall have been approved by him in Council as aforesaid.

XVIII. And be it enacted, That by any Regulations to be made by the Governor in Council, touching any such draw-bridge or swing-bridge as aforesaid, penalties not exceeding Ten Pounds in any case may be imposed for the contravention thereof, and such penalties shall be recoverable from the said Company or from any of their Officers or Servants by whom the Regulations shall have been contravened.

XIX. And be it enacted, That the Provincial Government may at any time after the commencement of the said Rail-way assume the possession and property thereof, and of all the property which the said Company is empowered to hold and shall then have, and of all the rights, privileges and advantages vested in the said Company; all of which shall, after such assumption, be vested in Her Majesty, on the said Government giving to the Company six months' notice of the intention to assume the same.

XX. And be it enacted, That the said Government shall, within six months after the Company shall render an account in writing to the amount of money expended by the said Company, and all their then ascertained liabilities, up to the time of such assumption, pay to the said Company the whole amount of the money so expended, and of the liabilities so ascertained, together with interest at the rate of six per cent, and ten per cent, additional thereon after deducting the amount of any dividends before then declared, and the said Government shall also from time to time pay and discharge all liabilities of the Company not ascertained at the time of such assumption as the same shall be established against the said Company. Provided always, that in case of a difference between the Government and the Company as to the amount so to be paid by the Government, such difference shall be referred to two Arbitrators, one to be named by the Government, the other by the Company; and in case of disagreement, such difference shall be referred to an Umpire to be chosen by the said Arbitrators before entering into the consideration of the said difference, and that the said award so made by the Arbitrators or the Umpire shall be final; and provided also that in case of refusal by the Company to appoint an Arbitrator on their behalf, the same shall be appointed by any two of the Judges of either of the Superior Courts of Common Law for Upper Canada on application of the Government.

XXI. And be it enacted, That this Act shall be in force so as to enable the said Company to enter upon lands, to make all necessary surveys for the construction of the said Rail-way, from the time that the same shall receive the Royal Assent, but not for any other purpose, until the Governor shall issue a Proclamation declaring it to be in force.

#### Schedule A.

#### Form of Conveyance.

Know all men by these presents, that I, A. B., of \_\_\_\_\_, do hereby, in consideration of {here state the purchase money), paid to me by the Kingston and Toronto Rail-way Company, the receipt whereof is hereby acknowledged, grant, bargain, sell, convey and confirm, unto the said Kingston and Toronto Rail-way Company, their successors and assigns, for ever, all that certain tract or parcel of land situate (here describe the land), the same having been selected and laid out

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by the said Company for the purposes of their Road: To have and to hold the said land and premises, together with the hereditaments and appurtenances thereto, to the said Kingston and Toronto Rail-way Company, their successors and assigns, for ever.

Witness my Hand and Seal, this \_\_\_\_\_ day of \_\_\_\_\_, one thousand eight hundred and \_\_\_\_\_

Signed, sealed and delivered  
in presence of \_\_\_\_\_