

*Laws of Her Majesty's Province of United Canada*, passed in the year 1851. Quebec: Stewart Derbishire and George Desbarts, 1852.

16 Victoria – Chapter 104

**An Act to incorporate The Megantic Junction-Railway and Navigation Company. Assented to 22nd April, 1853.**

Whereas it is expedient, to incorporate a Company to construct a Railway, from some point on the Line of the Quebec and Richmond Railroad in the vicinity of the River Bécancour, to Leeds, Inverness, Halifax and New Ireland, in the County of Megantic, and to improve the Lake and River Navigation of the said County, by a Canal or Canals, Locks, Dams, Basins, or otherwise: 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 reunite 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 William Price, of Quebec, Dunbar Ross, of Quebec, John Smith, of Inverness, J. R. Lambly, of Leeds, J. Moir Ferres, of Montreal, George B. Hall, of Quebec, Edmund P. Mackie, of Quebec, Peter Rutherford, of Montreal, William Hume, of Leeds, John Carry, of Leeds, André Bezeau, of Halifax, F. Baby, of St. Pierre les Becquets, J. G. Clapbam, M. P.P., of Quebec, J. W. Leaycraft, of Quebec, J. T. Brousseau, of Quebec, Pierre Gauvreau, of Quebec, or any of them, together with all such persons as may now be or may hereafter become Shareholders of any Share or Shares in the undertaking hereinafter mentioned and authorized to be carried on, shall be, and are hereby ordained, constituted and declared to be a body corporate and politic in fact, and by the name of *The Megantic Junction Railway and Navigation Company*, and by that name they and their successors shall and may have continued succession, and by such name shall be capable of contracting and being contracted with, of suing and being sued, pleading and being impleaded, answering and being answered unto, in all Courts and places whatsoever, and 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, by the name aforesaid, shall be in law capable of purchasing, having and holding to them and their successors, any estate, real, 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 and expedient.

II. And be it enacted, That the several Clauses of the "Railway Clauses Consolidation Act," passed in the fourteenth and fifteenth years of Her Majesty's Reign, chapter fifty- one, and intituled, *An Act to consolidate and regulate the General Clauses relating to Railways*, 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," "Shareholders," "Shares and their transfer," "Municipalities," "Actions for Indemnity, and Fines and Penalties, and their prosecution," "Working of the Railway," shall be incorporated with

this Act in so far as they are not inconsistent with the terms of this Act, and shall apply as well to the Canal and navigation improvements and works to be made and performed by the said Company as to their Railway.

III. And be it enacted, That the said Company and their agents, servants and workmen, are hereby authorized and empowered to enter into and upon the lands and grounds of and belonging to Her Majesty the Queen, Her Heirs and Successors, or to any other person or persons, bodies politic, or corporate, and to survey and take, levels of the same, or any part thereof, and to set out and ascertain such parts thereof as they shall deem necessary and proper for making the said Railway and works, or any of them, and forthwith and immediately upon, such surveys being made and, levels taken, and such parts ascertained as shall be necessary for making the said Railway or constructing the said Canal or Canals, Locks, Dams, Basins or other works, to take and appropriate, have and hold to and for the use of the said Company and their successors, lands sufficient for the construction of the said Railway and works, or any of them, for the improvement of the lakes and rivers in the said County of Megantic, with all necessary locks, tow-paths, basins, stations, warehouses and other erections as may be required by the said Company for the purposes aforesaid; and to purchase the same to and for the use of the said Company, and with full power under this Act to lay out and construct, make and finish a double or single iron or wooden Railway, to be worked by locomotive or stationary steam or other Engines, from some point on the line of the Quebec and Richmond Railroad in the vicinity of the River Bécancour to the Townships of Leeds, Halifax, Inverness and New Ireland, in the County of Megantie, and also to make and construct a Canal, of such dimensions as they may think proper, within the said County of Megantic, for the purpose of improving the Navigation of the Lakes and Waters therein, and otherwise to improve, deepen and render more easily navigable the said Lakes and Waters, and with full power to intersect or cross any road or highway lying in the route of the said Railway or Canal, and to construct their Railway or Canal across, upon or along the same; Provided that the Company shall restore the said road or highway so as not to impair its usefulness; Provided always, that the said Company shall be authorized to purchase or build Steam Vessel, Boats, Barges of other Vessels to ply on the waters of the Rivers and Lakes in the said County of Megantic.

IV. And be it enacted, That if any person or persons shall wilfully, maliciously or to the prejudice of the said Company, break down, damage or destroy any bank, lock, gate, sluice or any works, machine or device to be erected or made by virtue of this Act, or do any other wilful act, hurt or mischief to disturb or prevent the carrying into execution, or completing, supporting of maintaining the said works hereinbefore referred to, every such person or persons offending shall forfeit and pay to the said Company the value of the damages proved by the oath of one or more credible witness or witnesses, such damages, together with the costs of suit in that behalf incurred, to be recovered by action in any Court of Law in this Province, having jurisdiction competent to the same, and in case of default of payment such offender or offenders may be committed to the Common Gaol for any time not exceeding three months, at the discretion of the Court before which such offenders shall be convicted.

V. And be it enacted, That no person or persons shall in any manner obstruct the passage of any boat, vessel or raft passing on or through the said Canal, Locks, Basins or other Works; and if any

person shall obstruct the same and shall not immediately, upon due notice given to such person or persons so obstructing the passage aforesaid, remove the same, such person or persons shall, on conviction thereof before a Justice of the Peace, be punished by imprisonment, not exceeding two months, in the Common Gaol of the District in which the offence shall have been committed; and it shall and may be lawful for the agents or servants of the Company to cause any boat, vessel or raft to be unloaded or removed in such manner as shall be proper for preventing such obstruction in the Navigation, and to detain and seize such boat, vessel or raft, and the loading thereof, until the charges occasioned by such obstruction, unloading or removal are paid.

VI. And be it enacted, That it shall and may be lawful for the President and Directors of the said Company, subject to the provisions of the Railway Clauses Consolidation Act incorporated with this Act, to regulate from time to time, and establish the Rates of Toll, payable for the transportation of goods, wares, merchandize and passengers on the said Railway and Navigation, and the said Company shall annually, exhibit an account to either branch of the Legislature, of the Tolls collected and the sums expended in keeping, the said works in repair, and also of the goods, wares and merchandize transported on and along the same.

VII. And be it enacted, That the said Directors of the said Company shall at their first General Meeting held after the Railway or Lake and River improvements or Canal shall be finished, ascertain and fix the rates and dues to be taken by virtue of this Act, and it shall and may be lawful for the Directors of the said Company to alter the said rates, at any subsequent meeting, after giving three months' public notice of the same, and that a Schedule of rates shall be affixed upon the most public place at such Railway and Canal, subject to the approval of the Governor in Council.

VIII. And be it enacted, That the several dues, tolls and rates, so appointed to be taken as aforesaid, shall be paid to such person or persons and at such place or places, in such manner and under such regulations as the said Directors shall direct or appoint, and in case of denial or neglect of payment of any such rates, dues or any part thereof, on demand, to the said person or persons appointed to receive the same as aforesaid, the said Company may sue for and recover the same in any Court having jurisdiction thereof, 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 boat, vessel, barge or raft for or in respect whereof such rates or dues ought to be paid, and detain the same until payment thereof.

IX. And be it enacted, That the whole amount of the stock, estate and property which the said Company shall be authorized to Hold, including the Capital or Shares hereinafter mentioned, shall not exceed in value One Hundred Thousand Pounds, sterling.

X. And be it enacted, That each share shall be Twelve Pounds Ten Shillings, currency, or Ten Pounds Five Shillings and Six Pence, sterling, each, and the number of shares shall not exceed ten thousand, and books of subscription shall be opened by such person or persons, and under such regulations as the majority of the Directors hereinafter named, for the time being, assembled at a meeting to be called by any of them, shall direct: Provided, that any person who or whose

attorney (specially qualified to this effect) shall sign his or her name in the said books, shall become a Member of the said Corporation.

XI. And be it enacted, That the before mentioned William Price, John Smith, J. G. Clapham, M. P. P., J. R. Lambly, James Moir Ferres, E. P. Mackie and George Beswick, Esquires, shall be, and they are hereby constituted and appointed the first Directors of the said Company under this Act, which body of Directors shall, after the passing of this Act, elect one of their body to be the President, and appoint the officers, agents and servants necessary to such direction, and make such Rules, Regulations and By-laws as may be considered necessary; and should any one or more of the said Directors resign, or be removed by death, then the majority of the survivors may elect some other person or persons to supply such vacancy so made as aforesaid; Provided, that the said Directors may appoint one of their number a paid managing Director; and five of their number shall be a quorum.

XII. And be it enacted, That so soon as Ten Thousand Pounds shall have been subscribed, and a deposit made thereon, as may be required by the Rules, Regulations and By-laws made and adopted by the Directors as aforesaid, a General Meeting of the Subscribers shall take place, of which due notice of not less than thirty days shall be given in two newspapers in the Cities of Quebec and Montreal, one of which shall be published in the English and the other in the French language, the time and place of such meeting; and it shall and may be lawful for the Subscribers at such meeting, to proceed to the election of seven Directors for the said Company, and such election shall then and there be made by a majority of shares voted upon, in manner hereinafter prescribed.

XIII. And be it enacted, That the affairs and concerns of the said Company shall be managed and conducted by the seven Directors who shall be so elected, and who shall be Shareholders each to the amount of ten shares, one of whom shall be chosen President.

XIV. And be it enacted, That of the seven Directors so to be elected, as prescribed by the second next preceding Section, (or those appointed in their stead in case of a vacancy,) two shall go out of office on the first Monday of the month of May, in the year one thousand eight hundred and fifty-five, and two more in each succeeding year, on the like day of the month of May in each said year, at which periods an Annual General Meeting of the Shareholders of the said Company shall be held to choose two other Directors in the place and stead of the two Directors so going out as aforesaid, and generally to transact the business of the Company; Provided, that the Directors shall retire in rotation, the order of retirement of the said first elected Directors being decided by lot amongst the Directors themselves, at the time of the first election; but the Directors then or at any subsequent period retiring, shall be eligible for re-election; Provided also, that no such retirement shall have effect, unless the Shareholders shall at such Annual Meeting proceed to fill up the vacancies caused in the Board of Directors by the retirement of the said two Director's as aforesaid.

XV. And be it enacted, That no General Annual Meeting of the Shareholders or any Special General Meeting of such Shareholders shall be held unless due notice of such General Annual

Meeting or of any intended Special General Meeting shall be given, in the Cities of Quebec and Montreal in two Newspapers in each City, one of which shall be published in the English language and the other in the French language, for a period of at least fifteen days before such meeting: Provided, however, that no such General Special Meeting shall be held unless it be decided by a majority of the Directors at any of their meetings that such General Special Meeting shall be held, or unless a requisition in writing for such General Special Meeting, shall be made to the Board of Directors, by not less than ten Shareholders who shall among themselves be Subscribers of not less than two hundred shares.

XVI. And be it enacted, That the seven Directors shall be elected at such time of the day and at such place as a majority of the Directors for the time being shall appoint, and public notice shall be given in the usual manner of such time and place of meeting, and the said election shall be held and made by such of the Shareholders of the said Company as shall attend for that purpose, in their own proper person or by proxy, and all Elections of Directors shall be by Ballot, and the seven persons who shall have the greatest number of votes at the said Election shall be Directors, and the majority of Directors shall elect the President; each Shareholder shall be entitled to a number of votes proportioned to the number of shares he or she shall have held in his or her own name, at least one month prior to the time of voting: Provided always, that no one proprietor shall have more than one hundred and fifty votes.

XVII. And be it enacted, That in case it should 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 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 Laws and Ordinances of the said Corporation.

XVIII. And be it enacted, That the Directors for the time being, or the majority of them, shall have power to make such By-laws and Regulations as to them shall appear proper, touching the management of the stock, estate and effects of the said Corporation, and touching the duty and conduct of the officers, clerks and servants employed by the said Company, and all such matters as appertain to the business of the said Company, and shall also 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.

XIX. And be it enacted, That the Mayor of any Municipal Corporation subscribing for and holding shares in the stock of the said Company, to the amount of Five Thousand Pounds or Upwards, shall be *ex officio* one of the Directors of the said Company in addition to the Directors elected by the Shareholders pursuant to this Act, and shall have the same rights, powers and duties as any of the other Directors of the said Company; Provided always, that any such Municipal Corporation whose Mayor shall be *ex officio* such Director as aforesaid, shall not vote or be entitled to vote in or for the Election of the other Directors aforesaid, elected by the Shareholders.

XX. And be it enacted, That if any Writ of *Saisie-Arrêt* or Attachment shall be served upon the said Company, it shall be lawful for any duly authorized officer of the Company in any such case, to

appear in obedience to the said Writ to make the declaration in such case by Law required, according to the exigency of each case, which said declaration shall be taken and received in all Courts of Justice, in Lower Canada, as the declaration of the Company; and in causes where interrogatories *sur Faits et Articles*, or *Serment Décisoire*, may have been or may hereafter be served, upon the Company, the Directors shall have the power, by a Vote or Resolution entered among the Minutes of the proceedings of any meeting, to authorize any officer of the Company, to appear in any cause to answer such interrogatories, and the answers of such officer, so authorized, shall be held and taken to be the answers of the Company to all intents and purposes, as if all the formalities by law, required had been complied with; and the production of a copy of such Resolution certified by the Secretary, with the said answers, shall be sufficient evidence of such authorization.

XXI. And be it enacted, That every Annual General Meeting shall have power to appoint not exceeding two Auditors, to audit all accounts of money laid out and disbursed on account of the said undertaking, by the Treasurer, Receiver and Receivers, and other officer and officers to be by the said Directors appointed, or by any other person or persons whatsoever, employed by or concerned for under them, in and about the said undertaking, and to that purpose shall have power to adjourn themselves over from time to time, and from place to place, as shall be thought convenient by them.

XXII. And be it enacted, That the Gauge of the said Railway shall not be broader or narrower than five feet six inches.

XXIII. 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 or Vice President of the Company, and countersigned by the Secretary and Treasurer, and under the authority of a majority of a quorum of the Directors, shall be binding upon the Company, and every such Promissory Note or Bill of Exchange made, drawn, accepted or endorsed by the President or Vice President of the said Company, and countersigned by the Secretary and Treasurer as such, shall be presumed to have been properly made, drawn, 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.

XXIV. And be it enacted, That it shall be lawful for the said Company and the said Quebec and Richmond Railway Company, to make agreements for the use of the line of the Quebec and Richmond Railway from its point of junction with the line of the said Megantic Junction Railway and Navigation Company, to the terminus of the said Quebec and Richmond Railroad, at, near or

opposite the City of Quebec, on such terms of agreement as shall be mutually decided by the Directors of both Companies.

XXV. And be it enacted, That the said Company may, from time to time, lawfully borrow either in this Province or elsewhere, such sum or sums of money not exceeding, at any one time, the sum of Fifty Thousand Pounds currency, as they may find expedient, and at such rate of interest, not exceeding eight per cent per annum, as they may think proper, and may make the Bonds, Debentures or other Securities they shall grant for the sums so borrowed, payable either in currency or in sterling, and at such place or places within or without this Province as they, may deem advisable, and may hypothecate or pledge the lands, tolls, revenues and other property of the said Company for the due payment of the said sums and the interest thereon.

XXVI. And be it enacted, That any Meeting of the said Directors, at which not less than five Directors shall be present, shall be competent to use and exercise all and any of the powers hereby vested in the said Directors of the said Company.

XXVII. And be it enacted, That this Act shall be taken and deemed to be a Public Act, and the Interpretation Act shall apply to this Act.