

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

16 Victoria – Chapter 105

An Act to incorporate *The Port Whitby and Lake Huron Railway Company*. Assented to 22nd April, 1853.

Whereas Joseph Gould, Peter Taylor, Henry Daniels, James Rowe, William Laing, Ezra Annis, James Wallace, John Sheir, and Robert John Gunn and others, have petitioned the Legislature to incorporate a Company to construct a Railroad from Port Whitby to such place on Lake Huron as may be decided upon by such Company, and it is expedient to grant the prayer of the said Petitioners: 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 Joseph Gould, Peter Taylor, Henry Daniels, James Rowe, William Laing, Ezra Annis, James Wallace, John Sheir, and Robert John Gunn, together with such person or persons or Corporations, Municipalities and Companies as well Foreign as Provincial, as shall under the provisions of this Act become Shareholders in such Company as 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 Port Whitby and Lake Huron Railway Company*.

II. And be it enacted, That the several Clauses of the "Railway Clauses Consolidation Act" with respect to the first, second, third and fourth Clauses thereof, and also' the several Clauses of the said Act, with respect to "Interpretation," "Incorporation," "Powers," "Plans and Surveys," "Lands and their valuation," "Highways and Bridges," "Fences," "Tolls," "General Meetings," "Directors, their Election and Duties," "Shares, and their transfer," "Municipalities," "Shareholders," "Actions for Indemnity, and Fines and Penalties, and their Prosecution," "Working of the Rail-way," and "General Provisions," shall be incorporated with this Act, save in so far as they are expressly varied by any clause or provision hereinafter contained.

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 Railroad or way at their own cost and charges, on and over any part of the Country lying between Port Whitby and such place on Lake Huron as may be decided upon by the said Company.

IV. 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 land or the circumstances of the party making such conveyance will admit, be made in the form given in Schedule of this Act marked A, and for the purpose of a due enregistration of the same, all Registrars in their respective Counties are hereby required to be furnished by and at the expense of the said Company with a book with copies of the form given in the said Schedule A, one to be

printed on each page, leaving the necessary blanks to suit the separate cases of conveyance, and in such book shall enter and register such deeds upon production thereof and proof of execution, without any memorial, and shall minute such entry on the deed; and the said Company shall pay the said Registrars for so doing the sum of Two Shillings and Six Pence, and no more, which said enregistration shall be held and deemed to be valid in law, the provisions of any Act for enregistration of deeds now in force in this Province to the contrary notwithstanding.

V. And be it enacted, That the Capital Stock of the said Company shall not exceed in the whole the sum of Two Hundred and Fifty Thousand Pounds currency, to be divided into twenty-five thousand shares of Ten Pounds each, which amount shall be raised by the persons above named or some of them, together with such other persons or 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 and disbursements for procuring the passing of this Act, and for making the surveys, plans and estimates of the said Railway and connected therewith, and all the rest and remainder of such money shall be applied towards completing and maintaining the said Railway and other purposes of this Act and to no other purpose whatsoever; Provided always, that until the said preliminary expenses connected With the said Railway shall be paid out of the common stock thereof, it shall be lawful for the Municipality of any County, Town or Township on or near the line thereof, to pay out of the general funds of such Municipality any proportion of such Railway preliminary expenses, which Sum shall be refunded to such Municipality from the Stock of the said Company, or he allowed to them in payment of Stock.

VI. And be it enacted, That Joseph Gould, Peter Taylor, Henry Daniels, James Rowe, William Laing, Ezra Annis, James Wallace, John Sheir and Robert John Gunn, shall be and are hereby constituted and appointed the first Directors of the said Company, and shall hold their office until others shall under the provisions of this Act be elected by the Shareholders, and shall until that time constitute the Board of Directors of the said Company, for carrying out the object and purposes of this Act.

VII. And be it enacted, That the said Directors are hereby empowered to take all necessary means for opening the Stock Books for the subscription of parties desirous to become Share-holders in the said Company.

VIII. And be it enacted, That when and so soon as Fifty Thousand Pounds of the said Capital Stock shall have been subscribed, it shall be lawful for the said Directors or a majority of them to call a meeting of the holders of such shares at such place and time as they shall think proper, giving at least fifteen days public notice of the same in one or more newspapers published in the County of Ontario, at which said General Meeting the Shareholders, having paid ten per cent on their Stock subscribed for, shall either in person or by proxy choose nine Directors in the manner and qualified as hereinafter mentioned, to be, together with the *ex officio* Directors as provided by the said "Railway Clauses Consolidation Act," Directors of the said Company, and to hold office until the first Monday in June following.

IX. And be it enacted, That on the first Monday in June following, and on the first Monday in June in each year thereafter, at the office of the Company, there shall be chosen by the Shareholders, nine Directors in the manner hereinafter directed, and public notice of such Annual Election shall be published one month before the day of the Election in the *Canada Gazette*, and also once fifteen days before the Election in one newspaper in each Town or County upon the line of the Railway; and all Elections for Directors shall be by ballot, and the persons who 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 a 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 the said nine Directors, with the said *ex officio* Directors, shall form the Board of Directors.

X. And be it enacted, That a majority of the said Directors shall form a *quorum* for the transaction of business; Provided that the said Directors may employ one or more of the said Directors as paid Director or Directors.

XI. And be it enacted, That the persons qualified to be Directors of the said Company under this Act, shall be Shareholders holding Stock to the amount of One Hundred Pounds each, who shall have paid all calls on such 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 Instalments upon each share which they or any of them may hold in the Capital Stock of the said Company, in such proportion as the Directors may see fit, so as no such Instalment shall exceed ten per cent, giving at least one month's notice for each call in such manner as they shall appoint.

XIII. And be it enacted, That each Shareholder in his own right shall be entitled to a number of votes equal to the number of shares which he shall have in his name two weeks prior to the time of voting.

XIV. And be it enacted, That the said Company may 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 Directors, shall be binding upon the said Company; and every such Promissory Note or Bill of Exchange so made, drawn, accepted or endorsed, shall be presumed to have been properly made, drawn, accepted or endorsed, as the case may be, until the contrary be shown, 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 or Vice President, 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 Section 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 sub-Sections fifteen and sixteen of Section sixteen of the Railway Clauses Consolidation Act, shall not be incorporated with this Act.

XVI. And be it enacted, That if any person or persons shall neglect or refuse to pay a rateable share of the Calls as aforesaid, for the space of two calendar months after the time appointed for the payment thereof, their respective Shares in the undertaking and all the profit and benefit thereof, may be declared forfeited at a General Meeting of the Company assembled at any time after the said two months shall have expired, provided such Calls shall remain unpaid and due at the time of holding such General Meeting: and all shares declared forfeited shall go to the Company for the benefit thereof, and every such forfeiture shall be an indemnification to and for every Shareholder whose Share or Shares shall have been forfeited as aforesaid, against all actions, suits or prosecutions whatsoever, to be commenced or prosecuted for any breach of contract or other agreement between such Shareholder or Shareholders and the other Shareholders, with regard to carrying on the said undertaking.

XVII. And be it enacted, That it shall and may be lawful for the said Company to take and appropriate with the consent of the Governor in Council for the use of the Railway, but not to alienate, so much of the wild land of the Crown not heretofore granted or sold lying in the route of the said Railway, as may be necessary for the said Railway, as also so much of the land covered with the waters of any stream, lake or canal, or of their respective beds, as may be found necessary for the making and completing or more conveniently using the same, and to erect such wharves, quays, inclined planes, bridges 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 stream or canal to or across which their Railway shall be carried, and if the said Railway 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 subjected 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 the guage of the said Railway shall not be broader or narrower than five feet six inches.

XIX. And be it enacted, That any Shareholder in the said Company, whether a British subject or alien, or resident in Canada or elsewhere, shall have an equal right to hold Stock in the said Company, to vote in the same, and shall be eligible to office in the said Company.

XX. And be it enacted, That this. Act shall be deemed to be a Public Act.

Schedule A.

Form of Conveyance.

Know all men by these Presents, that I, A. B. of _____ (here name the. wife, if any,) do hereby, in consideration of _____ (here the sum,) paid to me by the "Port Whitby and Lake Huron Railway Company," the receipt whereof is hereby acknowledged, grant, bargain, sell, convey and confirm unto the said "Port Whitby and Lake Huron Railway Company," their successors and assigns for ever, all that certain parcel or tract of land, situated (here describe the land) the same having been selected and laid out by the said Company for the purposes of their Railway, to have and to hold the said land and premises together with the hereditaments thereto, to the said, "Port Whitby and Lake Huron Railway Company," their successors and assigns for ever. (Here the dower, if any.)

Witness my Hand and Seal this _____ day of _____ one thousand eight hundred and fifty _____.

Signed, sealed and delivered in presence of _____

A. B. [L. S.]