

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

16 Victoria – Chapter 107

An Act to incorporate “The Stanstead, Shefford and Chambly Railroad Company.” Assented to 22nd April, 1853.

Whereas Ichabod Smith, Alexander Kilborn, Stephen Sewell Foster, John Gilman, Moses F. Colby, Esquires, and others have petitioned the Legislature for an Act of Incorporation to construct a Railroad from the Province line in Stanstead by the outlet of Memphramagog Lake to Shefford, and from thence in the general direction of Chambly to the Saint Lawrence River, opposite the City of Montreal; And whereas it is expedient to grant the prayer of the said petition: Be it therefore enacted by the Queen’s Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed, in the Parliament of the United Kingdom of Great Britain and Ireland, and intituled, *An Act to re-unite the Provinces of Upper and Lower Canada, and for the government of Canada*, and it is hereby enacted by the authority of the same, That Ichabod Smith, John Gilman, John Yule, Alexander Kilborn, Wilder Pierce, Edmund Longley, Alonzo Wood, Horace Stewart, Lewis E. Rose, Wright Chamberlin, Francis Judd, Robert Nicol, Patrick Hacket and Horace Lyman, Esquires, together with such other persons or Corporations as shall become Subscribers and Shareholders in such Joint Stock Company as is hereinafter mentioned, their heirs, successors, administrators and assigns, being such Shareholders shall be and are hereby ordained, constituted and declared to be a Corporation, Body Corporate and Politic, in fact by and under the name and style of “ he Stanstead, Shefford and Chambly Railroad 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 Railway” and “General Provisions” shall be incorporated with this Act, and the expression “this Act,” when used herein, shall be held and understood to include the clauses incorporated with this Act, save and except in so far as they are varied by any of the provisions of this Act; and subject always to the following modification of sub-section nine of the tenth Section of “The Railway Clauses Consolidation Act,” that is to say, that the lands to the extent of twenty acres for Stations, Depots, and other works wheresoever they may be necessary, may be taken by the said Company, subject, however, to the provisions of the said Act in that behalf.

III. And be it enacted, That , the said Company and their, agents and servants shall have full power and authority under this Act to lay out, construct, make and finish a double or single iron Railway, at their own cost and charges, of such width or guage as the said Company, see fit, from

such point on the Saint Lawrence River, opposite the City of Montreal, as the Directors of the said Company for the time being may think most advantageous, and as will best enable the said Company to avail themselves of the. benefits and advantages to be derived from the Bridge which may be hereafter constructed over the: said River Saint Lawrence, at or near the City of Montreal, thence in the general direction of Chambly and Shefford to the outlet of Memphramagog Lake, and from thence to the Province line in Stanstead, at such point as shall best ensure a speedy connection with "The Passumpsic and Connecticut Rivers Railroad," to be constructed in the State of Vermont to the Province line at Stanstead, or with such other Vermont Railroad as may be constructed to the Province line at Stanstead; and the said Company shall have power and authority to construct the different sections of the said Railway in such order as they see fit, keeping in view the general direction as hereinbefore provided; Provided, however, that the termini shall be the Province line at Stanstead and the Saint Lawrence River opposite the City of Montreal.

IV. 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, to be divided into thirty thousand shares of Twenty-five Pounds each, which amount shall be raised by the persons hereinbefore named and such other persons and Corporations as may become Shareholders in such Stock, and the money so raised shall be applied in the first place towards the payment of all fees, expenses and disbursements for procuring the passage of this Act, and for making the surveys, plans and estimates connected with the Railway, and all the rest and remainder of such money shall be applied towards making, completing and maintaining the said Railway and other purposes of this Act; Provided always, that until the said preliminary expenses shall lie paid out of the Capital Stock, it shall be lawful for the Municipality of any County, City, Town or Township interested in the Railway or otherwise, to pay out of the General Funds of such Municipality, such preliminary expenses, which sums shall be refunded to such Municipality from the Stock of the said Company, or be allowed to them in payment of Stock.

V. And be it enacted, That John Yule, John Gilman, Horace Stewart, Horace Lyman, Alexander Kilborn, Ichabod Smith, Edmund Longley, Stephen Foster, the younger, Albert Knight, Eusebe H. Frechette, L. S. Huntingdon, Francis Dudd, and Joseph Allard, shall be and are hereby constituted a Board of Directors of the said Company, and shall hold office as such until other Directors shall be elected under the provisions of this Act by the Shareholders, and shall have power and authority immediately after the passing of this Act to open Stock Books, and procure subscriptions for the undertaking, to make calls upon subscribers, to cause surveys and plans to be made and executed, and as hereinafter provided to call a General Meeting of Shareholders for the election of Directors.

VI. And be it enacted, That the said Directors are hereby empowered to take all necessary steps for opening the Stock Books for the subscriptions of parties desirous of becoming Shareholders in the said Company, and all persons subscribing to the Capital Stock of the said Company shall, be considered proprietors and partners in the same.

VII. And be it enacted, That when and, so soon as one-sixth part of the said Capital Stock shall have been subscribed, as aforesaid, it shall and may be lawful for the said Directors or a majority of

them to call a meeting of Shareholders at such time and place, as they shall think proper, giving at least two weeks' notice in one or more Newspapers published in the City of Montreal, and in the Counties: through which the said Railroad shall pass, at which said General Meeting, and at the Annual General Meetings in the following Sections mentioned, the Shareholders present either in person or by proxy shall elect nine Directors in the manner and qualified as hereinafter provided, which said nine Directors shall constitute a Board, of Directors, and shall hold office until the first Monday in March in the year following their election.

VIII. And be it enacted, That on the said first Monday in March, and on the first Monday in March in each year thereafter, at the principal Office of the said Company, there shall be holden a General Meeting of Shareholders of the said Company, at which meeting the said Shareholders shall elect nine Directors for the then ensuing year in manner and qualified hereinafter provided; and public notice of such Annual General Meeting and Election shall be published one month before the day of election in one or more Newspapers published in the Towns or Counties along the line of Railroad, and the elections for Directors shall be by Ballot, and the persons so elected together with the *ex officio* Directors under "The Railway Clauses Consolidation Act," shall form the Board of Directors.

IX. And be it enacted, That five Directors shall form a *quorum* for the transaction of business, and the said Board of Directors may employ one or more of their number as paid Director or Directors; Provided, however, that no person shall be elected a Director unless he shall be the holder and owner of at least ten shares, of the Stock of the said Company, and shall have paid up all calls on the said Stock.

X. And be it enacted, That in the elections of Directors under this Act, and in the transaction of all business at General Shareholders' Meetings, each Shareholder shall be entitled to as many votes as he holds Shares upon which the calls have been paid up.

XI. And be it enacted, That it shall and may be lawful for the Directors at anytime to call upon the Shareholders for such instalments upon each Share which they or any of them may hold in the Capital Stock of the said Company, in such proportion as they may see fit, no such instalment exceeding ten per cent., and giving one month's notice thereof, in such manner as the Directors may appoint.

XII. And be it enacted, That all deeds and conveyances of lands to the said Company for the purposes of this Act, in so far as circumstances will admit, may be in the form given in Schedule A, to this Act subjoined, or in any other form to the like effect, and for the purposes of due enregistration of the same, all Registrars in their respective Counties, are required to be furnished by and at the expense of the said Company with a Book with a copy of the form given in the said Schedule A, one to be printed on each page, leaving the necessary blanks to suit the circumstances of each separate conveyance, and shall, upon the production and proof of due execution of any such conveyance, enter the same without any memorial, and shall minute the enregistration or entry on the Deed, and the Registrar shall charge and receive from the said Company for all fees

on every such enregistration, Two Shillings and Six Pence and no more, and such enregistration shall be deemed to be valid in law; any Statute or provision of law to the contrary notwithstanding.

XIII. And be it enacted, That the said Company shall have power and authority 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 or 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 of the said Company, and under the authority of a majority, of a *quorum* of the Directors, shall be binding, on the said Company, and every such Promissory Note or Bill of Exchange so made, shall be presumed to have been made with proper authority until the contrary be shewn, and in no case shall it be necessary to have the seal of the said Company affixed to such Promissory Note or Bill of Exchange, nor shall the said President or Vice President, or the Secretary and Treasurer be individually responsible for the same, unless the said Promissory Notes or Bills of Exchange have issued without the sanction and authority of the Board of Directors as herein provided and enacted; Provided, however, that nothing in this Section shall be construed to authorize the said Company to issue any Notes or Bills of Exchange payable to bearer or intended to be circulated as money or as the Notes or Bills of a Bank.

XIV. And be it enacted, That the Directors of the said Company shall have the power, upon being duly authorized thereto by a vote of the majority of the Stockholders in the said Company, present at any Annual Meeting in the month of March, for the purpose of electing Directors, to issue their Bonds, made and signed by the President or Vice President of the said Company, and countersigned by the Secretary and Treasurer, and under the Seal of the said Company, for the purpose of raising money for prosecuting the undertaking, and such Bonds shall be and be considered to be privileged claims upon the property of the said Company, and shall bear *hypothèque* upon the said Railway without registration; Provided, however, that no such Bonds bearing such *hypothèque* shall be issued until after twenty-five per cent, of the whole Capital Stock of the said Company as provided by this Act, shall have been expended in and upon the said Railway and provided also, that the whole amount raised by such Bonds shall not exceed Five Hundred Thousand Pounds.

XV. And be it enacted, That in case of neglect or refusal to pay the Toll or Freight due to the said Company on any goods, they shall have the power to detain the same until payment of such freight be made, and in the mean time such goods shall be at the risk of the owner, and if such goods be of a perishable nature, the said Company shall have the right to sell the same forthwith on the certificate of two competent persons establishing the fact of their being so perishable; and if such goods are not of a perishable nature and shall remain unclaimed for twelve months, the Company may, after giving one month's notice in two newspapers nearest the place where the goods may be, dispose of the same by public auction, and the proceeds of the sale, after paying the said Freight and the costs of sale, shall be handed over to the owner if he shall claim the same.

XVI. And be it enacted, That it shall be lawful for the said Company to enter into any agreement with any other Railway Company, either in this Province or in any Foreign State, for leasing the said Railway or any part thereof or the use thereof, at any time or times to such other Company, or for

leasing or hiring from such other Company any Railroad or part thereof or the use thereof, or for the leasing or hiring any Locomotives, Tenders or moveable property, and generally to make- any agreement or agreements with any such other Company touching the use by one or the other or by both Companies of the Railroad or moveable property of either or of both or any part thereof, or touching any service to be rendered by the one Company to the other, and the compensation therefor, and any such agreement shall be valid and binding, and shall be enforced by Courts of Law according to the terms and tenor thereof; and any Locomotive, Car, Carriage or Tender of any Foreign Railway Company brought into this Province in pursuance of any such agreement, but remaining the property of such Foreign Company and intended to pass regularly along the said Railway between this Province and a Foreign State, shall for all purposes of the Laws relative to Customs, be considered as carriages of travellers coming into this Province with the intent of immediately leaving it again.

XVII. And be it enacted, That the Directors of the said Company elected by the Shareholders in accordance with the provisions of this Act, shall have power and authority to enter into and conclude any arrangements with any other Chartered Railway Company, for the purpose of making any Branch or Branches to facilitate a connection between this Company and such other Chartered Railway Company, and shall have full power and authority to negotiate with any Company having the chartered right of constructing a Bridge across the St.- Lawrence River at or near the City of Montreal, for the right of using the said Bridge for the purposes of the Railway, and the advantage and benefit of the Company hereby, incorporated.

XVIII. 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 Railway, but not to alienate, any wild lands of the Crown along the line of the said Railway which may be necessary for the said Railway, with the consent of the Governor in Council, and also so much of the land covered with the waters of any river, stream, lake or canal as may be necessary for the works of the said Railway, provided that if the said railway shall cross any navigable river or canal, it shall not be lawful for the said Company to obstruct the navigation of such river or the use of such canal, save and except under and subject to such-rules and regulations as may be made from time to time by the Governor in Council with reference to draw or swing-bridges for the passage of vessels, boats or rafts. And provided further that the said Company may if they think proper to purchase the Bridge built by John Yule the Younger, over the River Richelieu in the vicinity of the Village of Chambly, and if they can agree with him as to the indemnity to be paid therefor (but not without his consent) acquire from him the said Bridge and all the rights and privileges whatsoever thereunto relating or therewith connected and to him belonging and the same if so acquired shall thereafter be vested in the said Company and may be held and exercised by them as fully and effectually to all intents and purposes as they now are or can be by the said John Yule the Younger.

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

XX. And bait enacted, That the Provincial Government may at any time after the commencement of the said Railway assume the possession and property thereof, and of all the property which the said Company is empowered to hold, and of all the rights and advantages vested in the said Company, upon giving four months' notice of the intention to assume the said Railway and works.

XXI. And be it enacted, That in the event of such assumption as aforesaid, the said Company shall make out and submit to the Provincial Government a statement and account in writing of all moneys then expended and all their ascertained liabilities, and the Provincial Government shall within four months from the time of receiving the said account pay to the said Company the amount of money so expended, and the amount of such liabilities, with interest at six percent, and with an addition of ten per cent., and the Government shall also from time to time pay all such liabilities as shall be further ascertained and 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 the¹ 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 a disagreement such difference shall be referred to an umpire to be chosen by such 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 the Superior Court.

XXII. And be it enacted, That this Act shall be a Public Act.

Schedule A.

Form of Deed of Sale.

Know all men by these presents; that I, A. B., of _____ do hereby, in consideration of _____ paid to me by the Stanstead, Shefford and Chambly Railroad Company, the receipt whereof is hereby acknowledged, grant, bargain, sell and convey unto the said Stanstead, Shefford and Chambly Railroad Company, their successors and assigns, all that tract or parcel of land, (describe the land,) the same having been selected and laid out by the said Company for the purposes of their Railroad. To have and to hold the said land and premises unto the said 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 _____

A. B. [L. S.]