

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

16 Victoria – Chapter 137

An Act to incorporate *The Bytown and Pembroke Railway Company*. Assented to 23rd May, 1853.

Whereas the construction of a Railway on the south shore of the Ottawa, uniting the Town of Bytown with the Township of Pembroke, must conduce greatly to the welfare of the inhabitants residing on the line of such Railway and in the surrounding Country, and largely contribute to increase the trade and revenue of the Province; And whereas Nicholas Sparkes, Thomas McKay, Richard W. Scott, William Stewart, Edmund Heath, James D. Slater, J. Robert Farley, Edward Griffin, Edward McGillivray, John Egan, Roderick Ross, Alexander Workman, Daniel O'Meara, John [illegible] Meara, William Morris, Joseph Aumond, John Porter, William F. Powell, John Supple, Alexander Macdonnell, Edward Msse, H. J. Friel, James Leamy, James Doyle, R. Cassels, Thomas H. Cumming and B. W. Shepherd, have prayed it be incorporated with the powers requisite for making and maintaining such Railway: 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 Low Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, That the said Nicholas Sparkes, Thomas McKay, Richard W. Scott, William Stewart, Edmund Heath, James D. Slater, J. Robert Farley, Edward Griffin, Edward McGillivray, John Egan, Roderick Ross, Alexander Workman, Daniel O'Meara, John O'Meara, William Morris, Joseph Aumond, John Porter, William F. Powell, John [illegible]upple, Alexander Macdonnell, Edward Mâsse, H. J. Friel, James Leamy, James Doyle, R. Cassels, Thomas H. Cumming and B. W. Shepherd, together with such person or persons, Corporations and Municipalities as shall, under the provisions of this Act, become Shareholders it such 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 Bytown and Pembroke Railway Company*.

II. And be it enacted, That the several Clauses of "The Railway Claus's Consolidation Act," with respect to the first, second, third aid fourth Clauses thereof, and also the several Clauses of the said Act with respect to "Interpretation," "Incorporation," "Powers," "Plans and Surveys," "Lands, and their Valuaion," "Highways and Bridges," "Fences," "Tolls," "General Meetings," "Directors, their Election and duties," "Share and their transfer," "Municipalities," "Shareholders," "Actions for Indemnity, and fines and penalties and their prosecutio," "Working of the Railway," 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 and shall be included by the expression, "this Act," whenever used herein; subject always to the following modification of the ninth sub-section of the clause of the said "Railway Clauses Consolidation Act," headed "Plans and surveys," that is to say, that lands to the extent of twenty acres, may be taken by the said Company without the consent

of the owner thereof, but subject to the provisions of the said Act in tat behalf, for Stations, Depôts, or other works in any City or Town.

III. And be it enacted, That the said Company, and their servants or agents, shall have full power under this Act, to lay out, construct, make and finish a double or single iron Railway or Road at their own cost and charges, on and over any part of the country lying between the Town of Bytown and a point at or near Arnprior to or near the mouth of the Madawaska River: Provided always that if the Brockville and Ottawa Railway Company, incorporated by an Act passed during the present Session, shall not within five years from the passing of this Act, construct that section of their Railway lying between Arnprior aforesaid and the Village of Pembroke, in the Township of Pembroke or if at any time the said Company shall, at a General Meeting of the Stockholders thereof, determine not to make the said Section of their Railway, then the Company incorporated by this Act may extend their Railway from the said point at or near Amprior to the said Village of Pembroke, and may also construct a Branch Railway from Amprior to such point on the Georgian Bay of Lake Huron as they shall think most advantageous for them, and from thence to Sault Sainte Mar.

IV. And be it enacted, That Deeds and Conveyances under this Act, for lands to be conveyed to the said Company for the purposes of this Act, shall and may, at the option of the Company and 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 to this Act marked A; and all Registrars are hereby required to enter in their Registry Books such Deeds and all other Deeds under this Act for such lands, on the production thereof and proof of execution, without any Memorial, and to minute every such entry on the 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.

V. And be it enacted, That the Capital Stock of the Company shall be Four Hundred Thousand Pounds currency, to be divided into forty thousand Shares of Ten Pounds each, which amount shall be raised by the persons or parties 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 passing of this Act, and for making the surveys, plans and estimates connected with the said 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, 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 Capital Stock thereof, it shall be lawful for the Municipality of any Town or Township on or near the line of the said Road, to pay out of the general funds of such Municipality their fair proportion of such Railway 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.

VI. And be it enacted, That the said Nicholas Sparkes, Thomas McKay, Richard W. Scott, William Stewart, John Egan, John O'Meara, William Morris, John Porter, John Supple, Alexander Macdonell, Daniel O'Meara, Robert Farley, Edward Griffin, Edward McGillivray and Joseph

Aumond, with Alexander Moffat, John L. McDougall, Jason Gould, John MacKinnon, Hamnette Pinhey, Daniel McLachlin, Hamnette Hill, Edward Malloch, John Bower Lewis, the Mayor of Bytown, for the time being, and the Warden of the County of Carleton, for time being, 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, and they or a majority of them shall have power to open Stock Books and make a call on the shares subscribed in such books, and call a meeting of subscribers for the election of Directors in the manner hereinafter provided, and to lay out the Railway, with all such other powers as by the said Railway Clauses Consolidation Act are conferred upon the Directors elected under the said Act, or named by this Act.

VII. And be it enacted, That when and so soon as one sixth of the said Capital Stock shall have been subscribed, the said Directors, or a majority of them, shall 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 City of Montreal, in the Town of Bytown and the Town of Perth, at which said General Meeting, and at the Annual General Meeting in the following section mentioned, the private Shareholders present, having paid ten per cent, on their Stock subscribed shall, either in person or by proxy, elect eight Directors, in manner and qualified as hereinafter mentioned.

VIII. And be it enacted, That on the said first Monday in March, and on the first Monday in March in each year thereafter, or on such other day and at such place as shall be appointed by any By-law, there shall be chosen by the Shareholders eight Directors, in 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 at least, fifteen days before the election, in one newspaper in each City or Town or County on the line of Railway, and all elections for such Directors shall be by ballot, and the persons who have the greatest number of votes at any election, shall be the Directors; and if it shall happen that any 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 said eight Directors by death, resignation or otherwise, such vacancy shall be filled for the remainder of the year by a majority of the Directors, and that the said eight Directors, with the said *ex officio* Directors, shall form the Board of Directors.

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

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

XI. And be it enacted, That the Directors of the said Company shall have power, from time to time, to make such calls of money from the Proprietors of Shares in the Capital Stock of the said Company, who shall not already have paid the full amount due or payable in respect of their respective Shares as they shall deem necessary, so that no such call shall at any time exceed the sum of One Pound and Five Shillings upon each Share which any person or Corporation shall be possessed of or entitled unto in the said undertaking, nor made payable at a less interval than two months from the previous call, and thirty days' notice at least shall be given of every such call in such manner as the Directors shall appoint.

XII. And be it enacted, That the number of votes to which each Shareholder shall be entitled on every occasion when votes of the Shareholders are to be given, shall be in proportion to the number of Shares held by him; and no party or parties shall be entitled to vote at the Meetings of Shareholders who shall not have paid up all the calls due upon his, her or their Stock, or the Stock upon which such party claims to vote, at least eighteen hours before the hour appointed for any such Meeting; and any Municipal Corporation whose Warden, Mayor or Town Reeve shall be *ex officio* a Director of the said Company, shall not vote or be entitled to vote in or for the election of other Directors of the Company to be elected by the Shareholders, or to vote at any General Meeting of the Share-holders.

XIII. 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, or 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, 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, 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 said Company so making-, drawing, accepting or endorsing any such Bill of Exchange or Promissory Note 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 or Bill payable to bearer, or any Promissory Note or Bill of Exchange intended to be circulated as money or as the Notes or Bills of a Bank.

XIV. And be it enacted, That it shall and may be lawful for the said Company, with the consent of the Governor in Council, to take and appropriate for the use of the said Railway, but not to alienate so much of the wild land of the Crown not theretofore granted or sold, lying on 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 river, 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 thereon to erect such wharves, quays, inclined planes, bridges, cranes or 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 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, if any such bridge be necessary, 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, if any such be constructed, 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.

XV. And be it enacted, That it shall and may be lawful for the President and Directors of the said Company, from time to time to fix, regulate and receive the tolls and charges to be received for the transmission of property or persons on the said Road, subject always to the approval of the Governor in Council, as is provided by the "Railway Clauses Consolidation Act": Provided always, that in no case shall the amount charged for toll and charges exceed, for First Class Passengers, Two Pence currency per mile, and for Second Class Passengers, One Penny Half Penny currency, per mile, and for Third Class Passengers, One Penny currency, per mile.

XVI. 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 meantime such goods shall be at the risk of the owner, as provided in the said "Railway Clauses Consolidation Act," 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 be not of a perishable nature and shall remain unclaimed for a period of twelve months it shall be lawful for such Company, after giving one month's notice in two newspapers published at or nearest the locality where such goods may be, to dispose of the same by public auction, and to hand over to the owner the produce of such sale if he shall claim the same, after deduction of the said tolls and freight and of the expenses incident to any such sale.

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

XVIII. And be it 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 shall then have, and of all the rights and privileges and advantages vested in the said Company; all of which shall, after such assumption, be vested in Her Majesty, on the Government giving to the Company four months' notice of the intention to assume the same.

XIX. And be it enacted, That in case of such assumption as aforesaid, the Government shall, within four months after the Company shall render an account in writing of 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 in Upper Canada on application of the Government.

XX. 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 Railroad or any part thereof, or the use thereof, at any time or times to such other Company, or for leasing or hiring out to such other Company any locomotives, cars, carriages, tenders or other moveable property of the said Company, either altogether or for any time or times, occasion or occasions, or for leasing or hiring from such other Company any Railroad or part thereof, or the use thereof at any time or times, or for leasing or hiring from such other Company any locomotives, cars, carriages, tenders, or other moveable property, or for using either the whole or any part of the said Railroad or of the moveable property of the said Company, or of the Railroad and moveable property of such other Company in common by the two Companies, or 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 all Courts of Justice in this Province according to the terms and tenor thereof; and any locomotive, car, carriage or tender of any Foreign Railroad 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 Railroad 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.

XXI. And whereas it may conduce to the interests of the said *Bytown and Pembroke Railway Company* hereafter to unite and form a junction with any other Railway Company — Be it enacted, That it shall be lawful for the said *Bytown and Pembroke Railway Company* at any time hereafter to form such union and junction upon such terms and conditions as may be agreed upon at a General Meeting of the Stockholders of the said Company specially convoked for that

purpose, by a majority of such Stockholders, and thereafter the Companies so united shall form one and the same Company.

XXII. And be it enacted, That the Interpretation Act shall apply to this Act, and that this Act shall be a Public Act.

Schedule A.

Know all men by these presents, That I, _____ of _____ (insert the name of the wife also, if she is to release her Dower, or for any other reason to join in the conveyance,) do hereby, in consideration of _____ paid to me (or as the case may be) by *The Bytown and Pembroke Railway Company*, the receipt whereof is hereby acknowledged, grant, bargain, sell, convey and confirm unto the said Bytown and Pembroke Railway Company, their successors and assigns for ever, all that certain parcel or tract of land situate (describe the land) the same having been selected and laid out by the said Company for the purpose of their Railway, to have and hold the said land and premises, together with the hereditaments and appurtenances thereto to the said Bytown and Pembroke Railway Company, their successors and assigns for ever; (if there be Dower to be released, add) and I (name of wife) "hereby release my Dower on the premises."

Witness my (or our) hand (or hands) and seal (or seals,) this _____ day of _____ one thousand eight hundred and _____

Signed, sealed and delivered _____ in the presence of _____

A. B. [L. S.]

(And if the wife join)

C. B. [L. S.]