

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

16 Victoria – Chapter 78

**An Act to authorize the Company of Proprietors of The Champlain and St. Lawrence Railroad, to consolidate their debt, and for other purposes. Assented to 17th March, 1853.**

Whereas the Company of Proprietors of the Champlain and St. Lawrence Rail-Road have, by their petition, represented that the power conferred on them by various Acts of the Legislature of the late Province of Lower Canada and of this Province, is inadequate to enable them, in a brief and simple form, to secure by way of mortgage the sums of money to be from time to time borrowed by them, and it is desirable, in consequence of the extensive and valuable improvements and works now being erected and made by the said Corporation at the several termini of the said Railroad, that the power to borrow the sum of Seventy-five Thousand Pounds, currency, which they are authorized to do by the fourth section of the Act passed by the Legislature of this Province, in the Session held in the fourteenth and fifteenth years of Her Majesty's Reign, intituled, *An Act to empower the Company of Proprietors of the Champlain and St. Lawrence Railroad to make a Branch Road, and for other purposes*, should not be limited to the purposes in the said section set forth, but that power should be given to the said Company to borrow not only the said sum of Seventy-five Thousand Pounds, currency, but such further sum as shall with the said sum be equal in all to the sum of One Hundred and Seventy-five Thousand Pounds, sterling, for the purposes of consolidating their debt and completing their works: 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 it shall be lawful for the said Corporation from time to time to borrow either in this Province, in Great Britain, or elsewhere, all such sum or sums of money not exceeding in all the stuns of One Hundred and Seventy-five Thousand Pounds, sterling, including therein all other stuns, which they were authorized to borrow by any Act passed prior to the passing of this Act, as they may find expedient, at a rate of interest not exceeding eight per cent., and to make the Bonds, Debentures, or other Securities they shall grant for the sums so to be borrowed, payable either in currency or in sterling, with interest, either in currency or in sterling, at such place or places within or without this Province, in Great Britain, or elsewhere, as they may deem advisable, and such Bonds, Debentures, or other Securities, may be made payable to bearer or transferable by simple endorsement, or otherwise; and the said Company may in such Bonds, Debentures, or other securities, hypothecate, mortgage, or pledge, the lands, revenues and other property of the said Corporation for the due payment of the said stuns and interest thereon.

II. Whereas the said Company have heretofore under the authority of an Act passed prior to the Act mentioned in the preamble to this Act, borrowed money by the Issue of Bonds bearing various rates of interest, and payable at various times to the extent of Seventy-four Thousand Eight

Hundred and Fifty Pounds currency, which do not bear mortgage, and it is just that the holders of such Bonds should if they see fit, have the power to exercise the rights hereinafter mentioned: Be it enacted, That out of the sum of One Hundred and Seventy-five Thousand Pounds sterling, by this Act authorized to be borrowed, the said Company shall appropriate and apply the sum of Seventy-four Thousand Eight Hundred and Fifty Pounds currency, or so much thereof as shall be necessary, specially to the payment of the said Bonds issued under the authority of the said prior Act, and to no other purpose whatever; and such purpose being accomplished as hereinafter provided, or having lapsed, and become effete, the power to borrow any part of the said sum of Seventy-four Thousand Eight Hundred and Fifty Pounds currency, which may not have been so applied, shall cease and become extinct, and the Bonds proposed to be issued for that purpose shall be cancelled and be not again issued.

III. And to carry out the provisions of the last foregoing Section — Be it enacted, That to entitle the holders of any of the said Bonds in the preceding Section mentioned, to the benefit thereof, they shall respectively be bound within thirty days after notice to that effect, in the *Canada Gazette*, to signify in writing at the Office of the said Company in the City of Montreal, their intention either firstly to take in exchange therefor another Bond or Bonds of like amount, having equal privilege and mortgage, with Bonds by this Act authorized to be issued, redeemable twenty years after the date thereof, at the Office of the Company, in the City of Montreal, with interest at the rate of six per centum per annum, payable half yearly; or secondly, to receive out of the first moneys to be borrowed under this Act, the amount in cash of such Bond or Bonds, with interest to the day of payment; and in the latter case, the holders of any Bond notwithstanding that the same by the terms thereof may not have matured and become payable, shall be entitled to proceed for the recovery thereof against the said Company as if the said Bonds had really matured, and the same shall become immediately payable, and recoverable unless the said Company shew that they have not borrowed under this Act a sufficient sum of money, to repay all the Bonds that may be so demanded, and that they have applied none of the moneys so borrowed to any other purpose than the redemption of such Bonds. And to provide the necessary funds for the redemption of so many of the said Bonds already issued as may require to be paid, it shall be lawful for the said Company to issue and dispose of a corresponding amount to that required to be paid of the Bonds by this Act authorized to be issued, and specially set apart for the purposes contemplated in this Section; and no new or other Bond in lieu of that surrendered shall be issued, save as by this Act, and for the purposes hereby contemplated is authorized; nor shall the proceeds of the Bonds set apart to liquidate those already issued be applied to any other purpose whatever, than the redemption thereof, it being the true intent and meaning of this Act to limit the entire indebtedness of the said Company to the sum of One Hundred and Seventy-five Thousand Pounds sterling; And it is hereby further enacted and declared, That each holder of a Bond already issued by the said Company as aforesaid who shall so signify in writing as aforesaid, his intention either to take in exchange therefor another Bond as aforesaid or to receive the amount thereof in cash as aforesaid, shall be bound by such signification; and that from and after the publication in the *Canada Gazette*, subsequent to the expiration of the thirty days above mentioned, of a notice by the said Company to the effect that it is prepared to redeem the Bonds for which money has been demanded and to issue new Bonds in exchange for those for which new Bonds have been demanded, the interest stipulated in such Bonds shall continue to accrue in

respect thereof during sixty days only, or such shorter time as may elapse before the redemption or exchange thereof respectively as aforesaid, after which it shall wholly cease.

IV. And be it enacted, That all Debentures bearing mortgage, by this Act authorized to be issued, shall notwithstanding the issue and registration thereof at different periods, all rank concurrently and by equal privilege on the Real Estate of the said Company, as much to all intents and purposes whatsoever, as if all such Bonds and Mortgages were issued and registered at the same time, the registration thereof being only requisite in so far as the rights of the holders thereof against the true intent and meaning of this Act, that each and every holder of a Bond to be issued under its authority, shall rank and have equal precedence the one with the other on the Real Estate of the said Company, irrespective of the time' when any such Bond or Bonds may have been issued or registered.

V. And to enable the said Company to carry into effect the provisions of this Act, it shall be competent for the Directors thereof, to pass such resolutions, not inconsistent with this Act, either with respect to depositing Debentures for the purpose of being disposed of to redeem the other Debentures in this Act mentioned already issued, or of being exchanged therefor, and with regard to cancelling the whole or any part thereof, and in order to render the notices to be given by any parties conclusive on them and in respect of the Bonds for which such notice may be given, and touching all other matters and things whereby the true intent and meaning of this Act may be the better carried into effect.

VI. And in Amendment to so much of the twenty-third section of the Act passed in the session of the Legislature of that part of this Province called Lower Canada, held in the second year of the Reign of His late Majesty King William the Fourth, intituled, *An Act for making a Railroad from Lake Champlain to the River St. Lawrence*, as fixes a scale of voting and limits the number of votes which any Shareholder may give, and provides that no person shall act as proxy at any meeting for any absent proprietor for more than one hundred and fifty shares — Be it enacted, That hereafter each and every share of stock in the said Company whereon all calls made and payable shall have been paid, shall be entitled to a vote, no matter how few or many shares any proprietor may hold, and each and every share may be represented by any proxy, no matter how many shares any one proxy may represent, as much as if the owner of such share or shares were personally present, and so much of the said section hereby amended as is inconsistent with the present enactment is hereby repealed.

VII. And be it enacted, That in the borrowing of moneys, by way of loan, and in creating mortgages or hypothèques for securing the same, the Debentures of the said Company shall and may be in the form contained in the Schedule A, annexed to this Act, or in any other convenient form, similar thereto, and need not be before notaries, and the registration at full length of a Debenture, (without the interest *coupons* thereto attached) in the said form in the Registry Office for the County in which the land or real estate thereby specially mortgaged and hypothecated shall lie, shall perfect the mortgage and hypothèque created by such Debenture as regards all parties whomsoever, and the Debenture and Mortgage and Hypothèque thereby created shall be to all intents and purposes binding upon the said Company in favor of the holder of the

Debenture, and have the effect of mortgaging and charging all the lands and property of the said Company without any other more formal or particular description; but the description in the said Schedule A shall be held to comprehend all the lands and tenements of the said Company, all wharves and buildings of every nature thereon, and in short all the immoveable estate belonging to the said Company, including the rails and iron thereto affixed, any law or usage to the contrary notwithstanding: Provided always, that no Debenture of the said Company shall be for a less sum than One Hundred Pounds currency.

VIII. And be it enacted, That it shall be competent for the Directors of the said Corporation, previous to the issuing of the said Bonds and Debentures, by this Act authorized to be issued, to resolve that the holders of the same, or any of them, shall have the option and privilege, within seven years from the issuing thereof, to exchange the same or any of them for an equal amount of stock in the said Corporation, and thereupon, on the surrender of any Bond or Bonds, the owner thereof shall be entitled to claim and receive at the par value thereof of Fifty Pounds, currency, each, so many shares in the Capital stock of the said Corporation, as may be equivalent to the amount of Bonds or Debentures so surrendered, but the said Company shall not be bound to give any fractional part of a share, nor shall the party surrendering the Bonds be entitled to any of the profits of the Company, except from the yearly balancing day next following the day of surrender, but he shall be entitled to interest on the surrendered Bonds, up to the time when such right to share in the profits shall begin.

IX. And whereas it is necessary to the carrying out of the provisions in the last preceding section contained, that the Directors should be empowered to increase the Capital Stock of the said Company; and it is also expedient, irrespective of such necessity or purpose, to confer on them absolutely the like power of increasing the said Capital Stock, if they should deem it advisable for the interests of the said Company so to do — Be it enacted, That it shall be lawful for the Directors of the said Company, at any time after the passing of this Act, by a resolution to that effect, to increase the Capital Stock of the said Company by the sum of Two Hundred and Twenty-five Thousand Pounds, currency, to be divided into Four Thousand Five Hundred Shares of Fifty Pounds each, or by such less sum in shares of the like amount as they may judge expedient. Provided always, that no such resolution shall have force or effect until after its adoption at a special meeting of the Shareholders specially convened for that purpose.

X. And be it enacted, That if after the registration in a County Registry Office of a Debenture of the said Company creating a mortgage or hypothèque, such Debenture shall be presented at the Registry Office "wherein it was registered, with the word "*cancelled*," and the signature of the President, or other duly authorized Director of the said Company, or of the Secretary and Treasurer of the said Company, written across its face, the Registrar or his Deputy, on receiving the usual fee on that behalf, and on proof of the cancellation by the oath of one credible witness, (which oath the Registrar or his Deputy is hereby authorized to administer) shall forthwith make an entry in the margin of the Register against the Registry of such Debenture, to the effect that the same has been cancelled, adding to such entry the date thereof and his signature, and thereupon the cancelled Debenture shall be filed and remain of record in the said Registry Office: Provided always, that if any such cancelled Debenture shall have been registered in more than one Registry

Office, it shall remain of record in the Registry Office of the County within which any part of the property mortgaged and hypothecated thereby shall lie, the other Registrar or his Deputy having first endorsed thereon his Certificate of the entry by him made of the cancellation thereof.

XI. And to facilitate the registration of the Debentures of the said Company creating mortgages or hypothèques and the cancellation thereof — Be it enacted, That the said Company may, if they see fit, at their own expense, deposit in any Registry Office, wherein such their Debentures may require to be registered, any number of their printed or engraved Blank Debentures in the form of the said Schedule annexed to this Act, without its being necessary to add the *coupons* thereto, bound together in a book, and having the pages thereof numbered and signed by the Secretary of the Company, and thereupon the Registrar or his Deputy shall be bound to receive and retain the same as one of the Registry Books of his Office, and to register therein the said Debentures of the Company, instead of registering them in the ordinary Registry Books of the Office; any ordinance or law to the contrary notwithstanding.

XII. And be it enacted, That the said Company shall have and shall continue to have power to become parties to Promissory Notes and Bills of Exchange; and any Promissory Note made or endorsed and any Bill of Exchange drawn, accepted or endorsed by the President of the Company with the countersignature of the Secretary of the Company or any two of the Directors for the Company, and under the authority of a majority of a quorum of the Directors, is and shall be binding upon the Company; and every Promissory Note or Bill of Exchange made, drawn, accepted or endorsed by the President of the said Company or any two of the Directors as such, with the counter-signature of the Secretary shall be presumed to have been properly made, drawn, accepted or endorsed, as the case may be, for the Company, until the contrary be shown; and in no case is it or 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 Directors or Secretary of the Company so making, drawing, accepting or endorsing or assisting to make, draw or indorse 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, nor shall any Note issued or to be issued by the said Company be assignable or transferable otherwise than by endorsement in full.

XIII. And be it enacted, That for and notwithstanding any thing in any Act or Law to the contrary, it shall be lawful for the said Company in pursuance of any resolution to that effect adopted at a Special General Meeting of the Shareholders duly convened for that purpose, to subscribe for, purchase and hold shares in the stock of any other Railroad or Steamboat Company, either in this Province or in the United States, or in any Company for building a Bridge across the River Saint Lawrence, or other River or Lake, and to pay for the same, and to pay all Calls or Instalments on the same, out of any money belonging to the said Company.

XIV. And be it enacted, That it shall and may be lawful for the said Company by their servants or workmen, to enter into and upon any land through which the said Railroad, or any part of the same, may pass, and to fell or remove any trees standing in any woods, lands or forests to the

distance of six rods from either side of the said Railroad, doing as little damage as may be, and making satisfaction to the owner or proprietor of, or person interested in such land for all that he may suffer by reason of such entry, or felling, or removal as aforesaid, in the manner provided by the Act cited in the Preamble to this Act.

XV. And be it enacted, That it may and shall be lawful for the said Company to cross, intersect, join and unite the said Railroad with any other Railroad or Railway, at any point on its route, and upon the lands of such other Railway or Railroad, with the necessary conveniences for the purpose of such connection, and the owners of both Railways may unite in forming such intersection and in granting the facilities therefor; and in case of disagreement upon the amount of compensation to be made therefor, or upon the point or manner of such crossings and connection, the same shall be determined by Arbitrators to be appointed by a Judge of the Superior Court in Lower Canada.

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 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.

XVII. And be it enacted, That the tolls shall be those from time to time fixed by the By-laws of the Company, approved or revised in the manner provided by the Act cited in the Preamble to this Act, in reference to the said tolls, and shall and may be demanded and received for all passengers and goods transported upon the Railroad or in the steam vessels to the Company belonging, and shall be paid to such persons and at such places near to the Railroad, in such manner and under such regulations as the said By-laws shall direct: and in case of denial or neglect of payment of any such tolls or any part thereof on demand, to such persons, the same may be sued for and recovered in any competent Court, or the agents or servants of the Company may and they are hereby empowered to seize the goods for or in respect whereof such tolls ought to be paid, and detain the same until payment thereof: and in the mean time the said goods shall be at the risk of

the owner thereof, and if the said tolls shall not be paid within six weeks, the Company shall thereafter have power to sell the whole or any part of such goods, and out of the money arising from such sales to retain the tolls payable as aforesaid, and all charges and expenses of such detention and sale, rendering the surplus, if any, of the money realised from such sale or such of the goods as may remain unsold, to the person entitled thereto; and out of the proceeds thereof to pay such tolls and all reasonable charges for storing, advertising and selling such goods, and any balance of such proceeds shall be kept by the Company for a further period of three months, to be paid over to any party entitled thereto; and in default of such balance being claimed before the expiration of the period last aforesaid, the same shall be paid over to the Receiver General to be applied to the general purposes of the Province, until such time as the same shall be claimed by the party entitled thereto: and all or any of the said tolls may by any By-law be lowered and reduced, and again raised as often as it shall be deemed necessary for the interests of the undertaking, subject to such approval as aforesaid; and further, in all cases whenever any package or packages may contain goods or articles of a perishable nature and the owner thereof cannot be found or shall refuse or neglect forthwith to pay the tolls and charges thereon, it shall be lawful for the Company to cause the said goods and articles to be sold by public auction, within a reasonable time at the discretion of the Company, to secure the payment of the said tolls and charges and to prevent the total loss of the said goods and articles; the proceeds of such sale shall be kept and paid in the manner herein provided for goods remaining unclaimed.

XVIII. And be it enacted, That if any person shall wilfully and maliciously displace or remove any Railway switch or rail of the Railroad of the said Company, or shall break down, rip up, injure or destroy any Railroad track, or Railroad bridge of the said Company, or any portion thereof, or place any obstruction whatsoever on any such rail or Railroad track or bridge, with intent thereby to injure any person or property passing over or along such Railroad, or to endanger human life, every such person so offending, shall be guilty of felony, and shall be punished by imprisonment with hard labour in the Common Gaol of the District in which such offence shall be committed or tried, for any period not exceeding one year from conviction thereof; and if in consequence of such act done with the intent aforesaid, any person so passing over and along such Railroad, shall actually suffer any bodily harm, or any property passing over and along such Railroad shall be injured, such suffering or injury shall be an aggravation of the offence, and shall subject the said offender to such further punishment by imprisonment with hard labour not exceeding two years in the whole imprisonment, as the circumstances of the case may demand.

XIX. And be it enacted, That if any person shall wilfully and maliciously displace or remove any Railway switch, or rail of the Railroad of the said Company, or shall break down, rip up, injure or destroy any Railroad track, or Railroad bridge or fence of the said Company, or any portion thereof, or place any obstruction whatever, on any such rail or Railroad, track or bridge, or shall do or cause to be done any act whatever whereby any engine, machine or structure or any matter or thing appertaining thereto shall be stopped, obstructed, impaired, weakened, injured or destroyed, with intent thereby to injure any person or property passing over or along the said Railroad, and if in consequence thereof any person is killed, or his life is lost, such person so offending shall be deemed guilty of manslaughter, and shall be liable to be indicted and tried for the crime of manslaughter and punished therefor accordingly.

XX. And be it enacted, That if any person shall wilfully and maliciously do or cause do be done any act whatever whereby any building, fence, construction or work of the said Company, or any engine, machine, or structure, or any matter or thing appertaining to the same shall be stopped, obstructed, impaired, weakened, injured or destroyed, such person so offending shall be guilty of a misdemeanor, and punished by imprisonment with hard labour, not exceeding one year, in the common gaol of the District in which such offence shall have been committed or tried.

XXI. And be it enacted, That all provisions of law inconsistent with this Act, are and shall be repealed from the passing thereof.

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

(Referred to in this Act.)

Champlain and Saint Lawrence Railroad Company, First Mortgage Loan.

Number \_\_\_\_\_ £ \_\_\_\_\_ Sterling (or Currency.)

This Debenture witnesseth that the Company of Proprietors of the Champlain and Saint Lawrence Railroad, under the authority of the Provincial Statute passed in the Sixteenth year of Her Majesty's Reign, intituled, *An Act to authorize the Company of Proprietors of the Champlain and St. Lawrence Railroad, to consolidate their debt, and for other purposes*, and the several Acts incorporating and having reference to the said Company, have received from \_\_\_\_\_ of \_\_\_\_\_ the sum of \_\_\_\_\_ currency, (or sterling) as a Loan, to bear interest from the date hereof, at the rate of \_\_\_\_\_ per centum per annum, payable half yearly, on the \_\_\_\_\_ day of \_\_\_\_\_ and on the \_\_\_\_\_ day of \_\_\_\_\_ which sum of currency (or sterling) the said Company bind and oblige themselves to pay on the \_\_\_\_\_ to the said \_\_\_\_\_ or to the bearer thereof; and to pay the interest thereon half yearly as aforesaid on the production of the coupon therefor, which now forms part of this Debenture.

And for the due payment of the said sum of money and interest, the said Company, under the power given to them by the said Statute and Acts, do hereby mortgage and hypothecate the real estate and appurtenances hereinafter described, that is to say: *The whole of the Railroad from Saint Lambert to Laprairie, Saint John's and Rouse's Point, including all the Lands at the four Termini of the said Road, and all the Lands of the Company within those limits, and all buildings thereon erected, and all and every the appurtenances thereto belonging*; and it is further witnessed that the holder of this Debenture shall be entitled, on the surrender thereof to the Company, within \_\_\_\_\_ years from this date, but not afterwards, to receive an equivalent amount of shares in the said Company, at the par value thereof, in accordance with the terms of the Act under which this Debenture is issued.



In testimony whereof \_\_\_\_\_ President of the said Company, hath hereto set and affixed his signature, and the Common Seal of the said Company, at the City of Montreal, this \_\_\_\_\_ day of \_\_\_\_\_ one thousand eight hundred and \_\_\_\_\_.

President.

Counter-signed and entered.

Secretary.

I certify that this Debenture was duly registered in the Registry Office for the County of \_\_\_\_\_ in the District of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ one thousand eight hundred and \_\_\_\_\_ at \_\_\_\_\_ of the clock in the noon, in Register \_\_\_\_\_ page \_\_\_\_\_.

Registrar.