

Laws of Her Majesty's Province of United Canada, passed in the year 1854. Quebec: Stewart Derbyshire and George Desbarts, 1854.

18 Victoria – Chapter 196

An Act to incorporate the Quebec, Chaudière, Maine and Portland Railway Company. Assented to 30th May, 1855.

Whereas James Gibb, Jean Thomas Taschereau, Dunbar Ross, Barthélemy Fouliot, F. Lemieux, Olivier Perrault, Elzéar Duchesnay, Jean Pierre Proulx, Siméon Larochelle, Jean Baptiste Carrier, Thomas Jacques Taschereau, A. Lemoine, E. Boyd Lindsay, F. S. A. Bélanger, J. O. C. Arcand, L. Carrier and others, have petitioned the Legislature to incorporate a Company to construct a Railway from some point on the south shore of the River St. Lawrence, as nearly as possible, opposite Quebec, passing through the Seigniorship of Lauzon, and part of The valleys of the rivers Etchemim and Chaudière to the State of Maine, by the route which may be deemed most eligible, 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, as follows:

I. James Gibb, Jean Thomas Taschereau, Dunbar Ross, Barthélemy Pouliot, F. Lemieux, Elzéar Duchesnay, Jean Pierre Proulx, Siméon Larochelle, Jean Baptiste Carrier, Thomas Jacques Tasehereau, Olivier Perrault, A. Lemoine, E. B. Lindsay, F. S. A. Belanger, J. O. C. Arcand, Louis Carrier, and others, with all such other persons and corporations as shall be-come Shareholders in such Joint Stock 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 "Quebec, Chaudière, Maine and Portland Railway Company."

II. 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 (his Act, save in so far as they are expressly varied by any clause or provision hereinafter contained, 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 that behalf, for stations, depots or other works in any city or town.

III. The said Company and their agents and 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 costs and charges, on and over any part of the country, lying between the said starting place on the south shore of the river St. Lawrence, opposite Quebec, and the boundary line between Canada and the State of Maine in the United States of America.

IV. The said Company shall have the power to erect and construct such bridges as they may inquire, for the purposes of their said Railway, over any part of the said rivers Etchemin and Chaudière, and over all such rivers as they may meet with, on the route of the said Railway, as they may deem necessary, with the right, if they think proper, to adapt the said bridges to the passage of horses, vehicles and passengers, subject to the clauses, conditions and stipulations of the "Railway Clauses Consolidation Act:" And in case such bridges be used by the public as toll bridges, the rates and tolls shall be fixed by the Governor in Council: Provided always, that the said Company shall not commence the construction of any bridge until they shall have submitted the plans thereof, and of till works thereunto minting, to the Governor in Council, nor until such plans, shall have, been approved by him: Provided also, that no such bridge shall be constructed for the passage of ordinary vehicles, animals and passengers, within the exclusive limits attached to any toll bridge over any river, except with the consent of the proprietor of such bridge, nor for Railway purposes only, except with his consent, or after paying or tendering to him such compensation as may be awarded to him, in case of disagreement between him and the said Company.

V. 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, so much of the wild lands of the Crown, not heretofore granted and sold, lying on the route of the said Railway, as may be necessary for the said road; as also, so much of the lands 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 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 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, 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 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.

VI. 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 titles to the said lands or the circumstances of the party making such conveyance will admit, be made in the form given in the Schedule to 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 procure books 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 books to enter and register the said deeds upon production thereof, and proof of execution, without any memorial, and to 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 Acts for the enregistration of deeds now in force in this Province, to the contrary notwithstanding.

VII. The Capital Stock of the said Company shall not exceed in the whole the sum of five hundred thousand pounds currency, to be divided into fifty thousand shares of ten pounds currency each, which amount shall be raised by the persons and Corporations, who may become Shareholders in 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 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 whatever; 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 County or Town on the line of the said Railway, to payout of the general funds of such Municipality their fair proportion of such 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: Provided always, that seven of the persons named in this Act, or a majority of them, shall cause books of subscription to be opened in the City of Quebec, and afterwards in such other places as they may from time to time appoint, until the meeting of Shareholders hereinafter provided for. for receiving subscriptions of persons willing to become subscribers to the said undertaking; and for that purpose it shall be their duty, and they are hereby required to give public notice, in one or more newspapers published in the said City, as they or a majority of them may think proper, of the time and places at which such books will be opened and ready for receiving subscriptions as aforesaid, and the persons authorized by them to receive such subscriptions, and a chartered Bank into which the ten per cent. thereon is to be paid, and the time hereinafter limited for such payment, and every person whose name shall be written in such books as a subscriber to the said undertaking, and shall have paid, within ten days after the closing of the said books, into the Bank aforesaid, or any of its branches or agencies, ten per centum on the amount of stock so subscribed for, to the credit of the said Company, shall thereby become a member of the said company, and shall have the same rights and privileges as such, as are hereby conferred on the several persons who are herein mentioned by name as members of the said Company; Provided also, and it is hereby enacted, that such ten per cent. shall not be withdrawn from the said Bank or otherwise applied except for the purposes of the said Railway Company, or upon the dissolution of the said Company from any cause whatsoever; and provided further, that if the total amount of subscriptions, within the thirty days limited as aforesaid, shall exceed the Capital Stock limited by this Act, then in such case the shares of each subscriber or subscribers above ten shares shall, as nearly as may be, be proportionally reduced by the said persons or a majority of them, until the total number of shares be brought down to fifty thousand shares; Provided further, that so soon as Five hundred thousand pounds of the Capital Stock of the said Company shall have been subscribed and the ten per cent, paid thereon as aforesaid, a

General Meeting of the Shareholders shall be held at the City of Quebec for the purpose of putting this Act into effect, which Meeting shall be called by the seven persons mentioned in the last section, or a majority of them, thirty days' public notice then of being given by advertisement in one newspaper published in the said City, at which said General Meeting the Shareholders present having paid ten percent, on their stock subscribed as aforesaid, shall, either in person or by proxy, choose nine Directors in the manner anti qualified as hereinafter mentioned, who, together with the *ex officio* Directors, as provided for by the Railway Clauses Consolidation Act, shall hold office until the first Annual Meeting for the election of Directors, and until others are elected in their stead.

VIII. In case the said sum of five hundred thousand pounds hereinbefore authorized to be raised, shall be found insufficient for the purposes of this Act, then and in such case it shall be lawful for the said Company to raise and contribute among themselves, by subscriptions in books to be opened by the Directors for that purpose, and in such shares and proportions as to them shall seem meet, or by the admission of new subscribers, a further sum of money for completing the said intended Railway, and its Branches and other works connected therewith, not exceeding the sum of four hundred thousand pounds, and every subscriber towards raising such further or other sum of money, shall be a Shareholder in the said undertaking, and shall have the same right of voting by himself, or herself, or his or her proxy, in respect of every share in the said additional sum so to be raised, and shall also be liable to the same obligations, and stand interested in all the profits and powers of the said undertaking in proportion to the sum he, she, or they shall or may subscribe thereto, as generally and to the same extent as if such other or further sum had been originally raised as part of the said first sum of five hundred thousand pounds; any thing herein contained to the contrary notwithstanding.

IX. The said Directors shall cause an entry to be made in the records of their proceedings and in the Shareholders' Books, of the Stock so allotted and assigned to parties subscribing as aforesaid, and the Secretary of the said Company shall notify the respective parties, in writing, of such allocation and assignment.

X. Upon such entries being made, the rights and liabilities of such Shareholder or Shareholders shall accrue in respect of his, her or their particular interest in the said Company.

XI. On the second Tuesday in June in each year, at the City of Quebec, at the office of the said Company, there shall be chosen by the Shareholders, nine Directors in the manner hereinafter provided; and notice of such annual elections shall be published one month before the day of election in one or more newspapers published in the City of Quebec; and all elections for Directors shall be by ballot, and the persons who shall have the greatest number of votes at any elections 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 take place among the Directors by death, resignation or removal from the Province, such vacancy shall be filled for the remainder of the year, by a vote of the majority of the Directors; and the said nine Directors, with the said *ex officio* Directors, shall form a Board of Directors.

XII. Five of the said Directors shall form a quorum for the transaction of business; provided that the said Directors may employ one or more of their said number as paid Director or Directors.

XIII. The persons qualified to be elected Directors of the said Company under this Act shall be Shareholders holding at least ten shares respectively in the stock of the said Company, and who shall have paid up all calls on such shares.

XIV. Every such annual general meeting shall have power to appoint auditors, not exceeding three in number, to audit all accounts in money laid out and disbursed on account of the said undertaking, by the Treasurer, Receiver or Receivers or other officer and officers to be by the said Directors appointed, or by any other person or persons whatsoever, employed by or concerned for or under them, in and about the said undertaking, and for that purpose shall have power to adjourn from time to time, and from place to place, as they may deem expedient.

XV. Each shareholder shall be entitled to a number of votes proportioned to the number of shares which he shall hold in his own name, at least two weeks prior to the time of voting: Provided always, that no party shall be entitled to vote at the meetings of shareholders, who shall not have paid all the calls upon his, or her stock, or the stock upon which such party claims to vote, at least two weeks before the time appointed for any such meeting.

XVI. It shall and may be lawful for the Directors, at any time, 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, so as no such instalment shall exceed ten per cent., giving, at least, one month's notice of each call, in such manner as they shall appoint.

XVII. In all actions or suits at law by or against the Company, instituted in Lower Canada, recourse shall be had to the rules of evidence laid down by the Laws of England, as recognized by the Courts in Lower Canada in commercial cases, and no Shareholder shall be deemed an incompetent witness, either for or against the Company, unless he be incompetent otherwise than as Shareholder, and the service of any summons, paper or document made at the office of the said Company shall be legal and sufficient.

XVIII. 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 Railway, 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.

XIX. 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 are 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 claims the same, after deduction of the said toll, freight and of the expenses incident to any such sale.

XX. 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 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 and 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 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.

XXI. If any writ of *Saisie-Arrêt* or attachment shall be served upon the said Company, it shall be lawful for the Secretary or Treasurer 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 or the declaration of the President, shall be taken and received in all Courts of Justice in Lower Canada, as the declaration of the Company; and in cases where interrogatories *sur faits et articles* or *serment décisoire*, may be served upon the Company, the Directors shall have power, by a vote or resolution entered among the minutes and proceedings of any meeting, to authorize the President or Treasurer to appear in any cause to answer such interrogatories; and the answer of the President or Treasurer so authorized, shall be held and taken to be the answers of the Company to all intents and purposes, as if all the formalities of law required had been complied with; and the production of a copy of such Resolutions, certified by the Secretary, with the said answers, shall be sufficient evidence of such authorization.

XXII. The said Company shall have the right to purchase, hold and subscribe for stock in any other Railway or Steamboat Company, as they may consider conducive to the interests of the said Company, and the Directors of the said Company may authorize one or more persons to vote upon such stock at any meetings of such other Railway or Steamboat Company.

XXIII. Any Shareholder in the said Company, whether a British subject or alien, or a resident in Canada or elsewhere, shall have equal rights to hold stock in the Company, to vote on the same, and be eligible to office in the said Company.

XXIV. The said Railway shall be commenced within two years, and completed within five years after the passing of this Act.

XXV. The guage of the said railroad shall not be broader or narrower than five feet six inches.

XXVI. This Act shall be deemed a Public Act.

Schedule A.

Form of Conveyance.

Know all men by these presents, that I, A. B., &c.. (name also of wife, if she join,) do hereby, in consideration of _____ (here the sum,) paid to me by the Quebec, Chaudière, Maine and Portland Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell, convey and confirm unto the said Quebec, Chaudière, Maine and Portland Railway Company, their successors and assigns, for ever, all that certain tract or parcel of land situate (here describe the lands,) 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 lands and premises, together with the appurtenances thereto, to the said Quebec, Chaudière, Maine and Portland Railway Company, their successors and assigns, for ever, (here the release of dower, if any.)

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

Signed, sealed, and delivered in presence of _____

(L. S.)