

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

18 Victoria – Chapter 222

An Act to incorporate the General Drainage and Land Improvement Company of Upper Canada. Assented to 30th May, 1855.

Whereas land is capable of being greatly increased in productiveness and value by works of Drainage and other permanent improvements; And whereas the sanitary condition of Cities, Towns and Villages is greatly advanced by sewerage, water supply and other operations; And whereas the more general extension of such works tends to prevent and remove epidemic and other diseases, and to improve the public health, and it is therefore expedient to encourage and facilitate such operations by all fitting means, and particularly by the application of Joint Stock Capital and collective enterprize; And whereas the provisions of the Act passed in the Session held in the thirteenth and fourteenth years of Her Majesty's Reign, intituled, *An Act to provide for the formation of incorporated Joint Stock Companies, for Manufacturing, Mining, Mechanical and Chemical, purposes*, and also of the Act passed in the sixteenth year of Her Majesty's Reign, to amend the same, are of limited application and insufficient for the several operations herein contemplated: 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, 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. From and after the passing of this Act, the following parties: Sir Allan N. MacNab, M. P. P., of Dundum, The Honorable William Cayley, M. P. P., of Toronto, S. B. Freeman, Esquire, M. P. P., of Hamilton, Sir Edward Pore, Baronet, of Cobourg, E. Cartwright Thomas, Esquire, of Hamilton, Charles P. Treadwell, Esquire, of L'Orignal, President of the Provincial Agricultural Society, George Buckland, Esquire, of Toronto, Secretary of the Board of Agriculture, E. W. Thomson, Esquire, President of the Board of Agriculture, R. L. Denison, Esquire, of Toronto, J. B. Marks, Esquire, of Kingston, Thomas C. Street, Esquire, of Niagara, Hugh C. Baker, Esquire, of Hamilton, J. T. Gilkinson, Esquire, of Hamilton, William Matthie, Esquire, of Kingston, the Honorable Adam Fergusson, of Woodhill, George B. Alexander, Esquire, of Woodstock, William Balk-well, Esquire, of London, Hugh Barwick, Esquire, of London, William Niles, Esquire, M. P. P., of London, E. M. Simons, Esquire, of Hamilton, J. S. Wetenhall, Esquire, of Hamilton, Secretary of the County Agricultural Association, J. B. Asken, Esquire, President of the Agricultural Society of Middlesex, John Harland, Esquire, of Guelph, S. C. Ruttan, Esquire, of Cobourg, David Christie, Esquire, of Brantford, W. L. Distin, Esquire, of Hamilton, and such other persons as shall become Shareholders in the undertaking hereinafter mentioned, and their successors in perpetuity, shall be and are hereby constituted and incorporated a Joint Stock Company under the style and title of *The General Drainage and Land Improvement Company of Upper Canada*, for the purpose of undertaking and executing within the limits of Upper or Western Canada, all such works of drainage, irrigation,

dealing, fencing, building, road-making, and other permanent improvement of land as well as all works of sewerage, water supply, sewage application and other sanitary operations, as they shall be called upon to undertake by the owners of land or the Municipal authorities of Counties, Townships, Cities, Towns or Villages, or other persons or bodies corporate.

II. The capital of the said incorporated Company shall be one hundred thousand pounds, divided into ten thousand shares of ten pounds each, with power from time to time, at the

discretion of the Directors, and with the concurrence of the majority in value of the Shareholders, to increase the said capital to two hundred and fifty thousand pounds, by an issue of fifteen thousand additional shares of ten pounds each, either at par value or at such premium as the Directors shall think proper.

III. The affairs of the said Company shall be managed by a Board of eleven Directors, any six of whom shall be a quorum, and the following shall be a first Board, namely: Sir Allan N. MacNab, The Honorable Adam Fergusson, Samuel Black Freeman, George Buckland, Hugh Copart Baker, Jasper J. Gilkison, James S. Wetenhall, Edward Cartwright Thomas, George J. Denison, John B. Marks, and William L. Distin, who shall hold their office until others shall under the provisions of this Act be elected by the Shareholders, with power to open Stock Books and call a meeting of Stockholders as hereinafter provided.

IV. The said Directors are hereby empowered to take all necessary measures for opening the Stock Books for the subscription of parties desirous to become Shareholders in the said Company.

V. When and so soon as two thousand five hundred shares of the said Capital Stock shall have been subscribed and ten per cent, shall have been paid in thereupon, it shall be lawful for the said Directors or a majority of them, to call a meeting of the holders of such shares at such place and time as they shall think proper, giving at least fifteen days' public notice of the same, in one or more newspapers published in the City of Hamilton, and the *Canada Gazette*, at which meeting and at the Annual General Meeting in the following section mentioned, the Shareholders present, either in person or by proxy, shall proceed to elect eleven Directors in manner hereinafter mentioned, which said eleven Directors shall hold office until the first Monday of June following.

VI. On the said first Monday in June, and on the first Monday in June in each year thereafter, or on such other day or place as shall be appointed by any By-law, there shall be chosen by the Shareholders eleven Directors, and public notice thereof shall be published one month before the day of election in the *Canada Gazette*, and one or more such newspapers as aforesaid; and all elections for such Directors shall be by ballot, and the persons who shall have the greatest number of votes at any such election shall be the 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: Provided always, that no one holding less than thirty shares shall be qualified to be a Director.

VII. It shall be lawful for the Directors 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 Company, in such proportions as they may see fit, so as no such instalment shall exceed ten per cent., giving one month's notice of each call in such manner as they shall appoint.

VIII. The several clauses of the Railway Clauses Consolidation Act, with respect to Directors, their election and duties, Shares and their transfer and Shareholders, shall be incorporated with this Act, and shall apply thereto, and to the undertaking herein mentioned, in such and the same manner as if the same had been herein re-enacted, and shall be included by the expression "this Act," whenever used herein.

IX. The said Directors shall appoint a Chairman and Deputy Chairman from their own body, and also a Secretary, an Engineer in Chief, and such other officers as from time to time may be requisite, and shall make such By-laws as they shall deem proper for the management of the stock and affairs of the Company, for prescribing the duties of their officers, and other mailers connected with the proper management of the business and affairs of the Company, and copies of such By-laws certified by the Secretary of the Company and under its Corporate Seal, shall be *primâ facie* evidence of such By-laws in all courts of law and equity in this Province.

X. In pursuance of the authority herein given, the Company shall have all power, liberty and license to contract for, execute and perform all works of trunk, arterial, surface and subsoil drainage, of sewerage, water supply, the collection and distribution of sewerage and other refuse in Counties, Townships, Cities, Towns and Villages, the clearing, reclaiming, fencing, grading, and irrigating of land, and for such purposes to construct, erect, work and maintain all houses, homesteads, tileries, kilns, steam engines, water wheels, embankments, sluices, reservoirs and roads, and to do and perform all and singular such other works and things not herein enumerated, as may be needful or convenient for properly and effectually carrying out all or any of the operations hereby authorized to be done.

XI. When owners of land or the authorities of Counties, Cities, Towns and Villages shall desire to avail themselves of the powers of the Company for the execution of all or any of the works herein authorized to be done, the Company shall, on application from such owners or authorities, proceed to make an inspection of the lands or other places, and to prepare plans, specifications and estimates of the work to be done, and shall submit the same to such owners or authorities for their approval and concurrence, when a contract shall be entered into for the due performance of the work, which shall be binding on all parties. The Company may require from such owners or authorities security for payment to the Company of such sum for preliminary expenses as shall defray the actual cost thereof if no contract for work is entered into; but if a contract be concluded between the parties those expenses shall be included in the amount of the contract.

XII. In all operations undertaken by the Company, it shall be lawful at the option of the owners or authorities of lauds, Cities, Towns or Villages, for the said Company to extend the payment of the cost of the works aver any period to be agreed upon between the parties, not exceeding twenty years, and to receive the same by such yearly, half yearly or quarterly instalments, to be also

agreed upon, as shall redeem the said total cost and interest within the period prescribed, the said owners or authorities giving to the Company a full and sufficient mortgage, security or rent, charge upon the lands improved or the works executed, for the time over which the payment of the instalments extends.

XIII. The Company shall have power to acquire, hold by mortgage, or otherwise, to improve, sell and convey any land and real estate, and also to hold and sell any personal and moveable property whatsoever, which may be necessary for conducting the several operations of the Company, or as security for the payment of any moneys due to them or which shall comport with the general design of the powers and provisions herein given and made.

XIV. In consideration of the character of the operations to be undertaken and the nature of the security upon which the repayment of their cost is based, it shall be lawful for the Company to issue Debentures in sums not less than twenty-five pounds currency each, either in currency or sterling as the Directors shall find convenient, bearing interest at the rate of six pounds per centum per annum, and payable either in this Province or elsewhere, and at such time respectively as shall correspond with the periods over which the repayment of their contracts shall extend, and so that the total amount, of such Debentures issued or outstanding at any one time, shall not exceed two thirds of the entire amount: of the cost of the works executed by and in progress of repayment to the Company.

XV. The Directors may and are hereby authorized to call at any time or times, as they may think needful, Special Meetings of the Shareholders, at the offices of the Company, or at any other place by adjournment, as may be found more convenient; and at each and all of the yearly General Meetings, the Directors shall submit a report of the state of the affairs of the Company, together with a true and correct balance-sheet and account, shewing the amount of capital paid up, the amount of moneys expended and liabilities, the contracts existing, and other matters requisite to the full understanding of the affairs of the Company, and such meeting shall declare the amount of dividends to be paid to the Shareholders out of the profits of the Company, and shall transact any business which may be needful.

XVI. At such Meetings it shall be lawful for executors, administrators, tutors, curators, guardians, trustees and municipal authorities, to represent and vote on the shares in their hands, but they shall not be eligible for Directors or for any office under the Company.

XVII. Inasmuch as the works herein provided are calculated to be of essential sanitary benefit to the inhabitants of Cities, Towns and Villages, it shall be lawful for Municipalities to take and hold shares in the Capital Stock of the Company, to such extent as they may severally duly determine: Provided, that in no case the amount held shall exceed five shares to every one hundred souls of the population.

XVIII. The Company shall furnish the Bureau of Agriculture with a copy of each yearly report and statement of accounts, and shall at all times afford any further information as to the state of the affairs of the Company which may be required by the Legislature or the Government.

XIX. The interpretation Act shall apply to tills Act, and this Act shall be deemed a Public Act.