

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

18 Victoria – Chapter 35

An Act to incorporate *The Quebec and Saguenay Railway Company*. Assented to 18th December, 1854.

Whereas the Honorable P. J. O. Chauveau, Stewart Derbyshire, J. A. Sewell, M. D., Joseph Morrin, M. D., A. C. Buchanan, C. Tétu, L. Bilodeau, Charles Alleyn, F. R. Angers, T. E. De Blois, E. Chinic, H. Benjamin, H. Noad, and F. N. Boxer, all of the City of Quebec, Esquires, have prayed by their Petition to the Legislature, to be incorporated as a Company for the purpose of constructing a Railway from any point in the said City of Quebec to any point at or beyond Lake St. John, in the County of Chicoutimi, for the purpose of facilitating the settlement of a large tract of the waste and uncultivated lands of this Province, of supplying the said City of Quebec with cheap fire wood, and providing at more reasonable rates than at present exist, the numerous lumber and ship-yards of the said City and neighbourhood with timber for building and other purposes; and in view of the great advantages which will result to the Province, its lia.de, and the inhabitants of the said City, by die construction of the said Railway, 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 lite 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. The above named persons, or any of them, together with all such other persons as shall become shareholders of any share or shares in the undertaking hereinafter authorized to be carried on, shall be, and are hereby ordained, constituted and declared to be a Body Corporate and Politic in fact and in name, by the title of *The Quebec and Saguenay 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," "Shareholders," "Shares and then-transfer," "Municipalities," "Actions for indemnity," "Fines and Penalties, and their prosecution," "Working of the Railway," and "General Provisions," as amended or modified by the Act passed in the last Session of the Provincial Parliament, and intituled, *An Act in addition to the General Railway Clauses Consolidation Act*, shall be incorporated with this Act, save in so far as they the expressly varied by any clause or provision hereinafter contained; subject always to the following modification of the ninth sub-section of the said 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, Depôts, or

other works, in any City or Town; and subject further to the following modification of the twelfth sub-section of the clause of the said last mentioned Act, headed "Lands and their valuation," that is to say, that in any case where three arbitrators shall have been appointed, the costs of the arbitration shall be borne by the party whose offer shall be furthest from the amount awarded as a compensation for the taking of lands by the Company.

III. The said Company and their agents, servants and workmen, are hereby authorized and empowered to lay out, construct, make and finish, a double or single iron or tram Railway, from the City of Quebec, following the valley of the St. Charles as far as Commissioners' Bridge, thence in a north-westerly direction, to the river St. Anne.

IV. The said Company shall have the power to erect and construct such bridges as they may require for the purposes of the said Railway, over any part of any river, 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, stipulations and conditions of the *Railway Clauses Consolidation Act*, and of the Act above mentioned, intituled, *An Act in addition to the General Railway Clauses Consolidation Act*: Provided always, that in case such bridges be used by the public as toll-bridges, the rates and toils shall be fixed by the Governor in Council.

V. 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 lands of the Crown not heretofore granted or sold, lying on the route of the same; as also so much of the land covered with the waters of any river, lake, stream or canal, or of their respective beds, as may be found necessary for the making and completing and more conveniently using the said Railway, and thereon to erect such wharves, quays, inclined planes, cranes and other works as to the said Company shall seem meet.

VI. All deeds and conveyances of lands to be conveyed to the said Company for the purposes of this Act, shall and may, as far as the title 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 need not be made before a Notary, and for the purpose of a due enregistration of the same, the Registrars of the several Counties through which the said Railway or any of the said branches may run, are hereby required respectively to be furnished, by and at the expense of the said Company, with a book, 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 book, 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 to the Registrar for the said registration and certificate thereof, the sum of one shilling and three pence, and no more; which said registration shall be held and deemed to be valid in law; the provisions of any Act or Ordinance for the registration 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 nine hundred thousand pounds currency, to be divided into ten thousand shares of ten pounds 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 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, and to no other purpose whatever: Provided always, that the said Capital Stock may be increased as provided by the second sub-section of the nineteenth section of the *Railway Clauses Consolidation Act*.

VIII. The said Plonorable P. J. O. Chauveau, Stewart Derbishire, J. A. Sewell, Joseph Morrin, A. C. Buchanan, C. Tétu, L. Bilodeau, Charles Alleyn, F. R. Angers, J. E. De Blois, E. Chinic, H. Benjamin and H. Noad, Esquires, shall be and are hereby constituted the first Directors of the said Company, and the said P. J. O. Chauveau, the president thereof, 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, with power to open Stock Books, and make a call on the shares subscribed in such Books, and call a meeting of the 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.

IX. Any person, corporation, or party who, before the passing of this Act, has or shall have subscribed, or authorized any person to subscribe his, or her name, or the corporate name of any such corporation, for any amount of Stock in any Stock Book of the then intended Company to construct a Railway from any point in the City of Quebec, to any point at or beyond Lake St. John, in the Saguenay Territory, to be called "The Quebec Northern Railroad," binding themselves in the said Stock Book, or on any single sheet of paper issued for the purpose of subscribing Stock thereon to the said Quebec Northern Railroad, to pay for the amount of Shares for which any such person or Corporation has subscribed or authorized any person to subscribe, shall be deemed to have subscribed for a like amount of Stock of the Company hereby incorporated, notwithstanding that the name of the said undertaking is by this Act altered to that of *The Quebec and Saguenay Railway*, and shall have all the rights, and be subject to all the liabilities which they would have, or be liable to, if they had subscribed for a like amount of Stock under the provisions of this Act.

X. When and so soon as five per cent of the said Capital Stock shall have been subscribed and paid in, 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 a newspaper published in the French language, and in one published in the English language in the City of Quebec, at which said general meeting, and at the annual general meeting hereinafter mentioned, the private shareholders present, either in person or by proxy, shall elect seven Directors in the manner hereinafter mentioned, and one Director shall be chosen by each Municipal Corporation being Shareholders to the amount of five thousand pounds currency, which said Director shall be the Mayor of such Municipality, or such other person as each such Municipality may by By-law specially appoint for that purpose; the fourth sub-section of the eighteenth Section of the said *Railway Clauses Consolidation Act* in this respect

being hereby superseded; and which said Directors shall hold office until the first Monday in March following.

XI. 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 private Shareholders seven 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 all Elections for such Directors shall be by ballot, and the seven 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 private Shareholders shall determine the Election by another or other ballots, until a choice is made; and if any vacancy shall at any time happen among the said seven directors by death, resignation or otherwise, such vacancy shall be filled for the remainder of the year by a majority of the Directors; and the said seven Directors, together with the Representatives of the Municipal Corporations subscribing as aforesaid, shall form the Board of Directors.

XII. Three of the said Directors shall form a *Quorum* for the transaction of business; and the persons qualified to be elected Directors of the said Company under this Act, shall be Shareholders holding each at least six Shares in the Stock of the said Company, who shall have paid up all calls on such Shares.

XIII. 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 may hold in the Capital Stock of the said Company, in such proportions as they may see fit, so as no such instalment shall exceed ten per cent on the amount of each Share, giving at least one month's notice for each call, in such manner as they shall appoint: Provided always, that unless the said Company shall have commenced the undertaking within five years from the passing of this Act, and completed the same to the River St. Anne, - within ten years therefrom, this Act shall be null and void.

XIV. 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 *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 the Vice-President of the said Company, and countersigned by the Secretary and Treasurer as such, after the passing of this Act, 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.

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

XVI. It shall be lawful for the said Company and the North Shore Railway Company to enter into any agreement or agreements for the use by the said *Quebec and Saguenay Railway Company* of that part of the line of the said North Shore Railway from its terminus in the City of Quebec, to any point on the said North Shore Railway, and to cross over such Railway upon a level which may be agreed upon between both Companies, or to enter into any other arrangement or arrangements with regard to the performance of any service by the one Company for the other.

XVII. If any Writ of *Saisie-Arrêt* or Attachment shall be served upon the said Company, it shall be lawful for any duly authorized Officer of the Company 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 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 the power by a Vote or Resolution entered among the minutes of the proceedings of any Meeting, to authorize any Officer of the Company to appear in any cause to answer such interrogatories, and the answers of such Officer so authorized, shall be held and taken to be the answers of the Company, to all intents and purposes, as if all the formalities by 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.

XVIII. The Gauge of the said Railway shall not be broader or narrower than five feet six inches.

XIX. This Act shall be a Public Act.

Schedule A.

Form of Conveyance.

Know all men by these presents, that I, A. B. of _____ (name also the wife, if any,) do hereby in consideration of _____ (here the sum) paid to me by *The Quebec and Saguenay Railway Company*, the receipt whereof is hereby acknowledged, grant, bargain, sell, convey and confirm unto *The Quebec and Saguenay 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 and Saguenay Railway Company*, their successors and assigns for ever, (here the release of dower, if any.)

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

A. B. (L. S.)

Signed, sealed and delivered, in presence of _____