

Laws of Her Majesty's Province of United Canada, passed in the year 1856. Quebec: Stewart Derbishire and George Desbarts, 1856.

20 Victoria – Chapter 117

An Act to incorporate the Kingston and Newburgh Railway Company. Assented to 1st July, 1856.

Whereas Overton Smith Gildersleeve, John Watkins, William Wilson, David Shaw, John R. Dickson, John R. Forsyth, James Harty, Archibald J. McDonell, Alexander Campbell, Thomas Kirkpatrick, George Davidson, and Horatio Yates, of the City of Kingston, Esquires, and others, have petitioned the Legislature to incorporate a Company to construct a Railway from the City of Kingston through Clark's Mills to Newburgh, and it is expedient to grant the prayer of the said petitioners: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly, of Canada, enacts as follows:

- I. The above named persons, together with such persons, corporations, municipalities and companies, as well foreign, as provincial, as shall under the provisions of this Act become Shareholders in the Company 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 "Kingston and Newburgh 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 this Act, and shall be included by the expression "this Act," whenever used therein.
- III. 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 City of Kingston and Newburgh, through Clark's Mills.
- IV. Deeds and conveyances under this Act, for 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 parties 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, 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. The Capital Stock of the said Company shall not exceed iii the whole the sum of three hundred thousand pounds currency, to be divided into twenty thousand shares of twenty-five 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 of the said Railway and connected therewith.

VI. Within three months after this Act shall be passed, a General Meeting of the Shareholders shall be held at the City of Kingston, for the purpose of putting this Act into effect, which Meeting shall be called by any five of the persons named in this Act, ten days' public notice thereof being given by being published in anyone of the newspapers of the City of Kingston; at which said General Meeting, the Shareholders present having paid five per cent, on their Stock subscribed, shall, either in person or by proxy, choose nine Directors in the manner and qualified as hereinafter mentioned, who, together with the ex officio Directors, as provided by the Railway Clauses Consolidation Act, shall hold office until the first Annual General Meeting for the election of Directors, and until others are elected in their stead: Provided always, that such Meeting shall not be called until at least ten per cent. upon the entire capital of the Company shall have been paid in to some one of the Chartered Banks of this Province; And provided also, that such ten per cent, shall not be withdrawn from such Bank, or otherwise applied, except for the purposes of such Railway, or upon the dissolution of the Company from any cause whatsoever.

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

VIII. The number of Directors who shall form a quorum for the transaction of business may be regulated by the By-laws of the Company, and until such By-laws shall be passed, a majority of the Directors shall form such quorum; Provided that the Directors may employ one of their number as a paid Director.

IX. The persons qualified to be elected Directors of the said Company, under this Act, shall be every Shareholder holding stock to the amount of two hundred and fifty pounds, who shall have paid up all calls on such Stock.

X. No call of money from the Shareholders shall exceed ten per cent, on their shares.

XI. Each Shareholder in his own right shall be entitled to a number of votes equal to the number of shares which he shall have in his name two weeks prior to the time of voting.

XII. 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 or the Vice-President of the Company, 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 Company; and every such promissory note or bill of exchange 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 shown; 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 therefore 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.

XIII. The gauge of the said Railway shall not be' broader or narrower than five feet six inches.

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

XV. This Act shall be deemed 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 by the Kingston and Newburgh Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell, convey and confirm unto the said Kingston and Newburgh 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 purposes of their Railway, to have and to hold the said land and premises, together with the hereditaments and appurtenances thereto to the said Kingston and Newburgh 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 presence of _____

