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No. 16.

3rd Session, 1st Parliament, 33 Victoria, 1870

BILL.

**An Act to incorporate the Detroit River
Transit Company.**

PRIVATE BILL.

The Hon. MR. CARLINS.

OTTAWA :

Printed by I. B. TAYLOR, 29, 31 and 33 Rideau Street.

1870.

An Act to incorporate the Detroit River Transit Company.

WHEREAS certain persons hereinafter named have petitioned Preamble.
for power to construct a Tunnel under the Detroit River,
at such point near Windsor and Detroit, as may be found eligible,
with the object of connecting by means of Railways passing
5 through such Tunnel, the Great Western Railway and the Michi-
gan Central Railroad, and all such other Railways or Railroads
which now or may hereafter terminate either at Windsor or
Detroit;

And whereas the said Petitioners have also prayed that they
10 may be empowered to work local Traffic, between Windsor and
Detroit by means of such Tunnel; and have further prayed that
an election may be granted to them to construct a Bridge in lieu
of a Tunnel, for all the purposes aforesaid, and to secure the said
objects have prayed for an Act of Incorporation;

15 And whereas the Great Western Railway Company claiming
rights under their Acts of Incorporation, to construct the said
work or works, have also petitioned, praying that the aforesaid
Petitioners should be entrusted with the enterprise, and an Act
of Incorporation passed in their aid, and it is expedient to grant
20 the prayer of the said Petitions; therefore, Her Majesty, by and
with the advice and consent of the Senate and House of Commons
of Canada, enacts as follows:

1. The Honorable William McMaster, Senator; James F. Joy, Incorporation
of the City of Detroit, in the State of Michigan, Esquire; Henry
25 P. Baldwin, of the same place, Esquire, and present Governor of
the said State of Michigan; Christian H. Buhl, of the said City of
Detroit, Esquire, President of the second National Bank, City of
Detroit; Donald McInnes, of the City of Hamilton, in the
Province of Ontario, Esquire; Nathaniel Thayer, of the City of
30 Boston, in the State of Massachusetts, Esquire; the Honorable
John Carling, of the City of London, Ontario; Joseph Price, of the
aforesaid City of Hamilton, Esquire; Hugh Allan, of the City of
Montreal, in the Province of Quebec, Esquire; George Stephen, of
the same place, Esquire; Frank Smith, of the City of Toronto, in
35 the Province of Ontario, Esquire; Lewis Moffatt, of the same
place, Esquire; together with such persons and corporations as
shall under the provisions of this Act, become shareholders in the
said Company hereby incorporated, are hereby constituted and
declared to be a body corporate and politic by the name of "The
40 Detroit River Transit Company."

2. The Railway Act, 1868, is hereby incorporated with this Railway Act
Act, and shall form part hereof, and be construed therewith as of 1868, incor-
forming one Act. porated with
this Act.

3. The company hereby incorporated shall have full power un- Special
45 der this Act to construct maintain work and manage a Tunnel un- powers.

der the Detroit River for Railway purposes, from some point at or near the town of Windsor in the county of Essex, to or near the city of Detroit in the State of Michigan.

Conditions.

(a) The said Tunnel may be made double, either in the whole or in part, with a third Tunnel for drainage purposes, if necessary.

(b) When the said Tunnel is completed and put in operation, all trains of all Railways or Rail Roads terminating at Windsor aforesaid or at Detroit aforesaid, now constructed or hereafter to be constructed, shall have the right to pass through the said Tunnel, at corresponding tariff rates for the persons and property transported, so that no discrimination in tariff rates for such transportation, shall be made in favor of, or against any Railway or Rail Road, whose trains or business pass through the said Tunnel.

(c) The company shall have power to use any of the Public Highways for the construction and maintenance of the Tunnel or the works authorised by this Act, with the consent of the municipal council having jurisdiction over such highway.

Power to arrange for local business.

4. The company are hereby authorised to work trains by steam or horse power for local passengers and freight traffic between Detroit and Windsor, through the Tunnel hereby authorised to be constructed and to connect the said trains with other Railways, and by rails or otherwise work the said trains into the town of Windsor and within its corporate limits.

Powers of Provisional Directors.

5. The persons named in the first section are constituted the Board of Provisional Directors of the said company, and shall hold office as such until the first election of Directors under this Act, and shall have power and authority immediately after the passing of this Act, to open Stock Books, and procure subscriptions of stock for the undertaking, giving at least four weeks previous notice by advertisement in the "Canada Gazette," of the time and place of their meeting, to receive subscriptions of stock; and the said Provisional Directors may cause surveys and plans to be made and executed, and may acquire any plans and surveys now existing, and it shall be their duty, as hereinafter provided, to call a general meeting of Shareholders for the election of Directors.

No subscription valid unless ten per cent paid thereon.

6. No subscription of stock in the capital of the said company shall be legal or valid, unless ten per centum shall have been actually and *bonâ fide* paid thereon, within five days after subscription, into one or more of the chartered Banks of Canada, to be designated by the said Directors, and such ten per centum shall not be withdrawn from such bank, or otherwise applied, except for the purposes of such Tunnel, or upon the dissolution of the company, from any cause whatever: and the said directors or a majority of them may, in their discretion, exclude any persons from subscribing, who, in their judgment, would hinder, delay, or prevent the said company from proceeding with and completing their undertaking under the provisions of this Act; and if more than the whole stock shall have been subscribed, the said provisional Directors shall allocate and apportion it amongst the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking; and in such allocation the said Directors may, in their discretion, exclude any one or more of the said subscribers, if, in their judgment, this will best secure the building of the said Tunnel.

Rights of aliens or non-

7. 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, and to vote in the same and to be eligible to office in the said Company. resident shareholders.

8. The capital Stock of the said Company shall be three millions of dollars divided into thirty thousand shares of one hundred dollars each. Capital.

9. So soon as one million dollars of the said capital Stock shall have been subscribed as aforesaid, and ten per cent *bond fide* paid thereon, and deposited in one or more of the chartered Banks of Canada, for the purposes of the Company, the hereinbefore mentioned Directors, or a majority of them, shall call a meeting of the shareholders of the said Company at such time and place as they may think proper, giving at least two weeks notice in the "Canada Gazette" at which meeting the Shareholders shall elect seven Directors from the Shareholders possessing the qualifications hereinafter mentioned, which Directors shall hold office until the next annual meeting of the Shareholders as hereinafter provided. General meeting for election of Directors, when to be called.

10. The annual general meeting of the Shareholders for the election of Directors, and other general purposes, shall be held at Windsor or elsewhere, as may be appointed by By-law, on the first Wednesday in the month of _____ in each year, and two weeks previous notice thereof, shall be given by publication, as provided in the last preceding clause. Annual meeting.

11. No person shall be elected a Director of the said Company unless he shall be the holder and owner of a least Forty shares in the Stock of the said Company, and shall have paid up all calls made thereon. Qualification of Directors.

12. No call to be made at any time upon the said capital Stock shall exceed ten per centum on the subscribed capital. Calls.

13. The Directors of the said Company, after the sanction of the Shareholders shall have been first obtained, at any special general meeting to be called from time to time for such purpose, but limited to the terms of this Act, shall have power to issue Bonds, made and signed by the President or Vice-President of the said company, and countersigned by the Secretary and Treasurer, and under the Seal of the said Company, for the purpose of raising money for prosecuting the said undertaking; and such Bonds shall, without registration or formal conveyance, be taken and considered to be the first and preferential claims and charges upon the undertaking, and the property of the Company, real and personal, and then existing, and at any time thereafter acquired; and each holder of the said Bonds shall be deemed to be a mortgagee and incumbrancer *pro-rata* with all the other holders thereof, upon the undertaking and the property of the Company as aforesaid: Directors may issue Bonds. Provided, however, that the whole amount of such issue of Bonds shall not exceed in all the sum of three million dollars, nor shall the amount of such Bonds issued at any one time be in excess of the amount of the paid up instalments on its share capital, and of the amount which has been actually expended in surveys and in works of construction; and provided also, further that in the event at any time of the interest upon the said Bonds remaining unpaid and owing, then at the next ensuing general annual meeting of the said Company, all holders of Bonds shall have and possess the same rights and privileges and qualifications for Directors and for voting as are attached to Shareholders, provided that the Bonds and any Provide: Amount limited. Provide: If interest be not paid.

transfers thereof shall have been first registered in the same manner as is provided for the registration of Shares.

14. The Company shall have power to become parties to Promissory Notes and Bills of Exchange for sums not less than Company may become party to Notes and Bills, &c.

5 one hundred dollars, and any such Promissory Note made or endorsed, and such Bill of Exchange drawn accepted or endorsed by the President or 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 on the

10 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

15 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 Secretary and Treasurer, of the Company so making, drawing, accepting, or endorsing any such Promissory Note or Bill of Ex-

20 change, 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. Proviso: Not to issue Bank notes.

25 15. It shall be further lawful for the Corporation of any Municipality through any part of which the Tunnel of the said Company passes, or is situate, by By-law, specially passed for that purpose, to exempt the said Company and its property within such municipality, either in whole or in part from municipal assess-

30 ment or taxation, or to agree to a certain sum per annum or otherwise in gross or by way of commutation or composition for payment, or in lieu of all or any municipal rates or assessments, to be imposed by such municipal Corporation, and for such term of years as such municipal Corporation may deem expedient. Municipalities may exempt property of Company from taxation, or make composition, &c.

35 16. Whenever it shall become necessary, for the purpose of procuring sufficient lands for Stations or gravel pits, or other purposes, for constructing maintaining and using the said Tunnel, and it shall be necessary to purchase more land than is required for such Stations or gravel pits, or other purposes, the said Com-

40 pany may purchase, hold, use or enjoy such lands and also the right of way thereto, if the same be separated from their Tunnel, in such manner, and for such purposes connected with the constructing maintenance or use of the said Tunnel as they may deem expedient, and to sell and convey the same, or parts thereof.

45 from time to time, as they may deem expedient. Company may purchase lands and for what purposes

17. It shall be lawful for the said Company to enter into any Agreement with any Railway or Railroad Company or Companies in the Dominion of Canada, or in the United States of America, for leasing the said Tunnel, or the use thereof, at any time or times, May enter into Agreement with other Companies for use of Tunnel &c.

50 or for any period, to such Railway or Railroad Company or Companies, or for leasing or hiring from such Company or Companies any Railway or Railroad or part thereof, or the use thereof, or for the leasing or hiring any locomotives, tenders, or moveable property, and generally to make any agreement or agreements

55 with any such Company or such Companies touching the use by one or the other, or others, of the Tunnel or Railway, or

Railways, or Railroad, or Railroads, or moveable property of either, or of any of them, or any part thereof, or touching any service to be rendered by the one Company to the other or others, and the compensation therefor, or such Railway or Railroad Company or And for borrowing money
 5 Companies may agree for the loan of its credit to, or may subscribe to and become the owner of the Stock of the Company hereby Subscribing to shares &c.
 created, in like manner and with like rights as individuals, and any such Agreement shall be valid and binding, and shall be enforced by Courts of Law according to the terms and tenor thereof: and any
 10 Company or individual accepting and executing such Lease shall be and is empowered to exercise all the rights and privileges in the Charter conferred.

18. The Company shall have power to build maintain and use Power to construct bridge.
 a Bridge over the Detroit River between Windsor and Detroit, or
 15 as near as may be eligible, as well for the passage of persons on foot, and in carriages, as for the passage of Railway or Railroad
 Trains, and all the rights and powers hereby conferred in respect of the construction maintenance and operation of the Tunnel upon
 the Company, and all the powers rights and advantages conferred
 20 upon the Railway or Railroad Companies mentioned herein in relation to the said Tunnel shall enure and be observed in relation to the said Bridge.

19. The Company shall elect within two years from the pas- Election and commencement of the work.
 sing of this Act to construct either the Tunnel or the Bridge, and
 25 shall file in the office of the Secretary of State of the Dominion of Canada, and publish in the "Canada Gazette" a declaration under the hand of the President and the corporate seal of the Company of such election, and that the Company has assumed the name of the Detroit River Tunnel Company, or the Detroit River Bridge
 30 Company, as the case may be, and shall in all respects be the same corporation as though there had been no change of name, and upon such election and declaration thereof, the privileges conferred to construct the Bridge or Tunnel (as the case may be), and of which the Company shall not have availed itself shall be
 35 forfeited, and the works shall be commenced within three years from the time aforesaid and completed within six years, in default whereof this Charter of incorporation shall become null and void.

20. The said Bridge shall be constructed so as not materially Note of constructing the Bridge.
 to obstruct the Detroit River; the said Bridge shall have one or
 40 more draws of ample width to give free and unobstructed passage to all Steamboats and other vessels navigating the said River; the said draws shall be at all times tended and moved at the expense of the said Company, so as not to hinder unnecessarily the passage of any Steamboats or vessels: from sundown until sunrise during
 45 the season of navigation suitable lights shall be maintained upon the said Bridge to guide vessels and Steamboats approaching the draws, or it may construct said Bridge without a draw provided the height thereof above the River shall not be less than one hundred and ten feet, and the piers upon which the same shall
 50 rest shall not be nearer to each other than three hundred feet.

21. The said Company shall have power to erect coffer-dams Power to make coffer-dams, &c., under certain conditions.
 and such other works in the Detroit River as may be necessary for the construction of such Bridge, provided the navigation of such River shall not be unnecessarily obstructed by such works;
 55 and it shall be the duty of the said Company to put up and maintain in the night time during the season of the navigation a

good and sufficient light at each end of any coffer-dam, which may be erected by the said Company, the said light to be placed at least five feet above the said dam; and also such buoys, during both day and night, as may be necessary for the guidance of persons navigating the said River. 5

22. It shall be lawful for the said Company to unite, amalgamate, and consolidate its stock, property, and franchises with the stock property and franchises of any other Company incorporated, or which may be incorporated by the Laws of the State of Michigan, one of the United States of America, for a similar purpose with this Company, and to enter into all contracts and agreements therewith necessary to such union and amalgamation, and which said Company shall be by the Laws of the State of Michigan authorized to enter into such amalgamation or consolidation. 15

23. The Directors of the company hereby incorporated and of any corporation proposing to so amalgamate or consolidate as aforesaid may enter into a joint agreement in duplicate under the corporate seals of each of said Corporations, for the amalgamation and consolidation of said Corporations prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new corporation, the number and names of the Directors and other officers thereof, and who shall be the first Directors and officers thereof, and their places of residence, the number of shares of the capital stock, the amount or par value of each share, and the manner of converting the capital stock of each of said corporations into that of the new corporation, and how and when and for how long Directors and other Officers of such new corporation shall be elected, and, when elections shall be held, with such other details as they shall deem necessary to perfect such new organization and the consolidation and amalgamation of said corporations, and the after management and working thereof, and such new corporation shall have power to consolidate or unite with either or any of the lines of Railway having powers of consolidation or union, connecting with the said Tunnel or Bridge by the same means and to the same ends as the same may be consolidated by this act. 25 30 35

24. Such Agreement shall be submitted to the Stockholders of each of the said corporations at a meeting thereof, to be held separately for the purpose of taking the same into consideration. Notice of the time and place of such meetings and the object thereof shall be given by written or printed notices addressed to each of the persons in whose names at the time of giving such notice, the capital Stock of such corporations shall stand on the Books of such corporations, and delivered to such persons respectively, or addressed to them by mail if their Post Office address shall be known to the Secretaries of such corporations; and also by a general notice to be published in a newspaper published in the county of Essex and in the City of Detroit once a week for two successive weeks. At such meetings of Stockholders, such Agreement shall be considered, and a vote by ballot taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote, and said ballots to be cast in person or by proxy, and if two thirds of the votes of all the Stockholders of such corporations shall be for the adoption of such agreement then that fact shall be certified upon each of said duplicates by the Secretary of each of such corporations under the corporate seals thereof; and if the said agreement shall be so adopted at the 40 45 50 55

Company may unite with any other for a similar purpose.

Directors of said companies may enter into a joint Agreement for amalgamation and consolidation.

Such Agreement to be submitted to the Stockholders of both at meetings, due notice being given.

respective meetings of the Stockholders of each of said corporations, one of the duplicates of the Agreement so adopted and of the said certificates thereon shall be filed in the office of the Secretary of State for the Dominion of Canada, and the other in the office of the Secretary of State of the State of Michigan; and said Agreement shall from thence be taken and deemed to be the Agreement and Act of consolidation and amalgamation of the company and of such other corporation; and a copy of such Agreement so filed, and of the certificates thereon, properly certified, shall be evidence of the existence of such new corporation.

25. Upon the making and perfecting of said Agreement and Act of consolidation as provided in the preceding Section, and filing said Agreement as in said Section provided, the several corporations, parties thereto, shall be deemed and taken to be consolidated, and to form one corporation by the name in said Agreement provided with a common Seal, and shall possess all the rights, powers, privileges, and franchises, and be subject to all the disabilities and duties of each of such corporations so consolidated and united except as herein provided.

Upon perfecting of consolidation the powers of both shall be consolidated.

26. Upon the consummation of such Act of consolidation as aforesaid all and singular the property, real, personal, and mixed, and all rights and interest appurtenant thereto, all Stock, subscriptions, and other debts due on whatever account, and other things in action belonging to such Corporations, or either of them, shall be taken and deemed to be transferred to, and vested in, such new Corporation, without further act or deed: Provided however that all rights of creditors and all liens upon the property of either of such Corporations shall be unimpaired by such consolidation, and all debts liabilities and duties of either of said Corporations shall thenceforth attach to the new Corporation, and be enforced against it to the same extent as if said debts liabilities and duties had been incurred or contracted by it. And provided also that no Action or proceeding, legal or equitable, by or against the said Corporations so consolidated, or either of them, shall abate or be affected by such consolidation, but for all the purposes of such Action or proceeding such Corporation may be deemed still to exist, or the new Corporation may be substituted in such Action or proceeding in the place thereof.

Vesting of property in such new Corporation, but rights of creditors to be unimpaired, and no action to be affected by such consolidation.

27. The said new Corporation shall have power, from time to time, to borrow such sums of money as may be necessary for constructing and completing the work hereby authorized, and for the acquiring of the necessary real estate for the site thereof, and approaches thereto, and to mortgage its corporate property and franchises to secure the payment thereof; but the principal of the mortgage debt of such Corporation shall not at any time exceed the sum of three million dollars.

Power to the new Corporation to borrow money, &c.

28. At all meetings of the Stockholders of the Company hereby incorporated, each Stockholder shall be entitled to cast one vote for each share of stock held by him, and to vote either in person or by proxy, and the Directors of the said Company may also, at any meeting of the Board, vote by proxy, such proxy to be held by another Director.

Rights of Stockholders as to voting.