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No. 29.

5th Session, 1st Parliament, 35 Victoria, 1872.

BILL.

An Act to Incorporate the Detroit River
Railway Bridge Company.

PRIVATE BILL.

Mr. MORRISON (Niagara).

OTTAWA :

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

1872.

An Act to incorporate the Detroit River Railway Bridge Company.

WHEREAS the Canada Southern Railway Company, and the Preamble.
 persons hereinafter named, Directors of the said Company,
 have petitioned for power to build a Railway Bridge across the
 Detroit River, at some point near the town of Amherstburgh in
 5 the County of Essex and for the incorporation of a Company for
 that purpose and it is expedient to grant the prayer of the said
 petition: Therefore Her Majesty by and with the advice and
 consent of the Senate and House of Commons of Canada, enacts
 as follows:—

10 **1.** Milton Courtright, of the City of Erie, in the State of Certain persons incor-
 Pennsylvania, John F. Tracy, of the City of Chicago, State of porated.
 Illinois: Sidney Dillon of the City of New York, William A.
 Thomson, of Queenston in the Province of Ontario; Oliver S.
 Chapman, of the City of Canton, in the State of Massachusetts;
 15 Daniel Drew, of the City of New York; William L. Scott, of the
 City of Erie; John Ross, of the City of New York, and Benjamin
 F. Ham, of the said City of New York, together with such persons
 and Corporations as shall under the provisions of this Act, become
 20 shareholders in the Company hereby incorporated, are hereby
 constituted and declared to be a body corporate and politic by the Corporate name and gen-
 name of "The Detroit River Railway Bridge Company," and the eral powers.
 said Company shall have full power and authority to purchase,
 acquire, take, and hold such lands, lands covered with water,
 beaches and other property as may be necessary for the purpose
 25 of constructing the said Bridge, or for the convenient using of the
 same, and also for the construction of such branch Railway, not
 exceeding three miles in length as may be necessary to approach
 the said Bridge.

30 **2.** The Railway Act, 1869, is hereby incorporated with this Act, Railway Act,
 and shall form part thereof, and be construed therewith as forming to form part of
 one Act. this Act.

35 **3.** The Company hereby incorporated shall have full power Power to con-
 under this Act to construct, maintain, work and manage a Railway struct Bridge.
 Bridge across the Detroit River for Railway purposes, from some
 point at or near the town of Amherstburgh in the county of Essex,
 towards the Island of Grosse Isle in the State of Michigan, in the
 United States of America.

40 **4.** The Company are hereby authorised to work trains by steam Power to work
 or horse power for local passengers and freight traffic between the trains over
 State of Michigan and the County of Essex, over the Bridge here- Bridge.
 by authorised to be constructed, and to connect the said trains
 with other Railways, and, by rails or otherwise, to work the said

trains into the town of Amherstburgh and within its corporate limits.

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.

Their powers.

Subscriptions
of Stock.

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 Railway Bridge, 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, their so doing will best secure the building of the said Railway Bridge.

Directors may
exclude sub-
scribers.

And allocate
surplus Stock.

All sharehold-
ers to have
equal rights.

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.

Capital.

8. The capital Stock of the said Company shall be Five hundred thousand dollars divided into Five thousand shares of one hundred dollars each, with power to increase the same to one million of dollars.

First meeting
of Share-
holders.

9. So soon as two hundred thousand dollars of the said capital Stock shall have been subscribed as aforesaid, and ten per cent *bonâ 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 and Ontario Gazettes, at which meeting the Shareholders shall elect nine 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.

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

Annual general meeting.

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

Qualifications 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, and no stockholder shall be liable for the debts or obligations of the Company beyond the unpaid amount on any stock held by him.

Calls on shares

Liability limited.

13. It shall be lawful for 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, to borrow money to an amount not exceeding six hundred thousand Dollars upon the Corporate Bonds of the said Company secured by a Mortgage or Mortgages upon all or any part of the property of the Company real and personal and then existing or at any time thereafter acquired, and upon all the rights, revenues and franchises of the Company, and such Bonds may be for any term of years not exceeding thirty, and may bear interest at the rate of seven per centum per annum, and may be sold or disposed of by the Directors at their marketable value.

Power to issue Bonds.

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

Company may become parties to Notes.

Proviso.

15. The said Company shall not commence the said Bridge or any work thereunto appertaining until the Company shall have submitted to the Governor in Council plans of such Bridge, and of all the intended works thereunto appertaining, nor until such plans and the site of such Bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought

Plans, &c., to be submitted to Governor in Council for approval.

fit for the public good to impose touching the said Bridge and works shall have been complied with, nor shall any such plan be altered, nor any deviation therefrom allowed except by the permission of the Governor in Council, and upon such conditions as he shall impose; Provided always that the said Bridge shall be constructed so as not materially to obstruct the navigation of the Detroit River, and the said Bridge shall have two draws in the main channel of the river, which said draws shall each be of the width of one hundred and sixty feet, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river, and the said draws shall at all times during the season of navigation be kept open, except when actually required to be closed for the passage of railway trains, and shall otherwise be tended and moved at the expense of the said Company, so as not to hinder unnecessarily the passage of any vessel. From sundown until sunrise, during the season of navigation, suitable lights shall be maintained upon the said Bridge to guide vessels approaching the said draws, and for assisting the passage of any vessel through the said draws. The said Company shall at all times keep in readiness a steam-tug suitable for towing the said vessels through the said draws, and shall tow all the said vessels through the said draws respectively whenever requested so to do by the officers of such vessels without charge; and the said Company shall be liable to pay the owners of any vessel or of the cargoes or freight thereof, all damages they may respectively sustain by reason of any neglect of any of the foregoing provisions.

Navigation of River not to be obstructed unnecessarily by Bridge.

Draws in Bridge.

Lights.

Steam-tug.

No charge for towage.

Damages for neglect.

Use of highways with consent of Municipal Council authorized.

Cession of Crown property and rights to Company.

Proviso.

Maintenance of lights on coffer dams, &c.

Buoys.

Proviso: Consent of Governor in Council first required.

Sale of land not required by Company.

16. The Company shall have power to use any of the public highways for the construction and maintenance of the Bridge or the works authorized by this Act, with the consent of the Municipal Council having jurisdiction over such highway, and the said Company may enter upon and take beaches of the River Detroit and lands covered with water the property of the Crown, and erect coffer dams 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. And it shall be the duty of the said Company during the construction of such Bridge to put up and maintain in the night time during the season of navigation, a good and sufficient light at each end of any coffer dam or pier which may be erected by the said Company, the said light to be placed at least five feet above the said dam or pier, and also such buoys during both day and night as may be necessary for the guidance of persons navigating the said river; Provided always that before commencing the works of the said Bridge, or taking possession of any part of the beach or land covered with water or other property of the Crown, the Company shall obtain the consent of the Governor in Council, who may impose such terms and conditions as he shall think proper before granting permission to commence the works or take possession of any property of the Crown as aforesaid.

17. 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 Bridge, to purchase more land than is required for such stations or gravel pits, or other purposes, the said Company may purchase, hold, use, or enjoy such lands, and also the right of way thereto, if the same be

separated from their Bridge, in such manner, and for such purposes connected with the constructing, maintenance, or use of the said Bridge, as they may deem expedient, and may sell and convey the same, or parts thereof, from time to time, as they may deem expedient.

18. 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 Bridge, or the use thereof, at any time or times, 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 movable property, and generally to make any agreement or agreements with any such Company or such Companies, touching the use, by one, or the other, or others of the Bridge, or Railway, or Railways, or Railroad, or Railroads, or movable 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; and any such Railway, or Railroad Company, or 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 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 Company accepting and executing such lease, shall be and is empowered to exercise all the rights and privileges in the Charter conferred.

May lease Bridge,

or hire Railway,

or Rolling Stock, or make any Agreement.

Railway Companies may become Stock-holders.

19. When the said Railway Bridge is completed and ready for traffic, all trains of all Railways or Railroads terminating at or near the Town of Amherstburgh aforesaid, or in the State of Michigan, at or near some point opposite the said Town of Amherstburgh, now constructed, or hereafter to be constructed, shall have the right to pass over the said Bridge, including the cars of any other Railway Company which may be brought over such Railways, 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 Railroad, whose trains or business pass over the said Bridge.

Tariff rates to be same for all Railways passing over Bridge.

20. In case of any disagreement, and, as often as the same may arise, as to the rights of any Railroad or Railway whose trains or business shall pass over the said work hereby authorized to be constructed, or the tariff rates to be charged in respect thereof, the same shall be determined by arbitrators, one to be appointed by this Company, and another by the Company with whom the disagreement shall have arisen, and a third, who shall be some person experienced in Railway affairs, by one of the Superior Courts of the Province of Ontario upon application to such Court, due notice thereof having been given to the parties interested; and the award of the said arbitrators, or the majority of them, shall be final; provided that the terms of the said award shall not be binding for a longer term than five years.

Arbitrators in case of disagreement.

Award to be final.

21. 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 The Detroit River Railroad and

Power to unite with Michigan Company.

Bridge Company, or 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. 5

Power granted to Directors to enter into agreement with Michigan Company, and regulate details.

22. 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 the said Corporations, for the amalgamation and consolidation of the 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 the 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 the 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 Bridge, by the same means and to the same ends as the same may be consolidated by this act. 10 15 20 25

New Corporation may unite with any connecting lines of Railway.

Agreement to be submitted to stockholders of each corporation.

23. 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, at their last known post office address or place of residence; 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 the 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 the 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 respective meetings of the Stockholders of each of the 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 the 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 30 35 40 45 50 55

Notice to be given.

Voting on agreement.

If adopted, agreement to be filed with Secretary of State of Canada, and with the Secretary of State of Michigan.

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.

24. Upon the making and perfecting of the said agreement Powers of consolidated corporation.
 5 and Act of consolidation as provided in the preceding section and the filing of the said agreement as in the 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 the said agreement provided, with a common seal, and shall possess all
 10 the rights, powers, privileges, and franchises, and be subject to 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.

25. Upon the consummation of such Act of consolidation as Property and rights of several corporations to be transferred to and vested in new corporation.
 15 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
 20 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 the said Corporations shall thenceforth attach to the new Corporation, and be enforced
 25 against it to the same extent as if the 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
 30 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. Right of creditors protected. And rights of suitors.

26. The said new Corporation shall have power, from time to New corporation may negotiate loans, &c.
 time, to borrow such sums of money as may be necessary for con-
 35 structing 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
 40 sum of One Million Two Hundred Thousand Dollars. Mortgage debt limited.

27. At all meetings of the Stockholders of the Company hereby Mode of voting at all meetings.
 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
 45 any meeting of the Board, vote by proxy, such proxy to be held by another Director; provided that no more than two proxies be held by one Director, of the other Directors, and not less than four Directors shall be present in person at any meeting of the Board of Directors for the transaction of business. Quorum at meeting of directors.

28. One Hundred Thousand Dollars shall be paid in within two Limitation clause.
 50 years, and the works shall be commenced within two years, and completed within six years, from the passing of this Act.