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No. 43.

2nd Session, 1st Parliament, 32 Vic., 1869.

BILL.

An Act respecting the International Bridge
Company.

PRIVATE BILL.

Mr. WALSH.

OTTAWA :

PRINTED BY HUNTER, ROSE & COMPANY,

An Act respecting the International Bridge Company.

WHEREAS an Act was passed by the Legislature of the late Province of Canada, in the twentieth year of Her Majesty's reign, intituled; *An Act to incorporate the International Bridge Company*; and whereas certain other Acts have been from time to time passed in amendment of the same; and whereas the International Bridge Company have by their petition in effect represented that they have heretofore caused surveys to be made for the location of their Bridge and entered into contracts for the construction thereof, but owing to the failure of the contractor have to make other arrangements for such construction; and further that they find that it may be necessary to vary the location, and to make other changes; and further that for the purpose of enabling the company and a company heretofore incorporated under the laws of the State of New York, one of the United States of America to obtain the money to construct this great work, it is desirable that the petitioners, and such other corporation shall have power to amalgamate and by the consolidation of their stock and franchises to become one company, and the petitioners have therefore prayed that an Act may be passed extending the time for the commencement and completion of the Bridge and works, and to enable the company to change any location made, and to enable them to amalgamate or consolidate with such other company as aforesaid, with power to the united company to mortgage to aid in the building and completion of the bridge; and whereas it is expedient to comply with the prayer of the said petition: Therefore Her Majesty by and with the advice and consent of the Senate and House of Commons Canada, enacts as follows:

1. The time for commencing and completing the International Bridge is hereby extended to the first day of October one thousand eight hundred and seventy two, and the first day of October one thousand eight hundred and seventy six, respectively.

Extension of time for commencement and completion of Bridge.

2. It shall be lawful for the International Bridge Company to make any and such new surveys as they may think proper for the site of their Bridge, and from time to time to change or alter the location thereof, if they find it in their judgment necessary to do so, but in any and every case before they commence work on any such new site the notices required by the Statutes relating to the company, to be given before the work shall be commenced, shall be given of said new location, and the giving of any notice or notices, and doing the Acts required by the said statutes shall not in case the company consider it expedient to change such location or locations be taken or held to be in any case an exhaustion of the company's powers in that behalf.

Company may make new surveys and alter the location, giving proper notice.

3. It shall be lawful for the said company to unite with any other company incorporated, or which may be incorporated by the laws of the State of New York, 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.

Company may unite with any other for a similar purpose.

Company may amalgamate and consolidate its property with any corporation of the State of New York with similar objects.

4. It shall be lawful for the company to amalgamate and to consolidate its stock, property and franchises with the stock, property and franchises of any corporation now existing under the laws of the State of New York aforesaid or hereafter to be incorporated under said laws for the purpose of erecting and maintaining a Bridge across the Niagara River, at or near the village of Fort Erie, in the County of Welland to a point in or near the city of Buffalo, in said State of New York, and which said company shall be by the laws of the State of New York authorized to enter into such amalgamation or consolidation under the conditions and provisions and with the affects hereinafter provided.

Directors of said companies may enter into a joint agreement for amalgamation and consolidation:

5. The directors of the International Bridge Company 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.

Such agreement to be submitted to the stockholders of each at meetings, due notice being given.

6. 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 corporation shall stand on the books of such corporations, and delivered to such persons respectively, or addressed to them by mail of their post office, address shall be known to the secretaries of such corporations; and also by a general notice to be published in a daily newspaper published in the city of Toronto and in the city of Buffalo 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 three fourths 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 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 New York; and said agreement shall from thence be taken and deemed to be the agreement and Act of consolidation and amalgamation of the International Bridge 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.

If agreement adopted, duplicate to be filed in office of Secretary of State for Canada and of New York.

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

7. 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.

5 **8.** Upon the consummation of such Act of consolidation as aforesaid all and singular the property, real, personal, and mixed and all rights Vesting of property in such new corporation but rights of creditors to be unimpaired, and no action to be affected by such consolidation:

10 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 said new corporation and be enforced against it to the same extent as if said debts, liabilities and 15 duties had been incurred or contracted by it. And provided also that no action or proceeding, legal or equitable by or against 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 said new corporation may be substituted in such action or proceeding in the place thereof.

20 **9.** The capital stock of such new corporation shall be personal property and no stockholders shall be liable for the payment of any debt or obligation due by said corporation except as provided in the following section, Capital stock shall be personal property.

25 **10.** All the Stockholders in the said new corporation shall be severally and individually liable to an amount equal to the amount of the capital stock held by them respectively to the creditors of such corporation, until the whole amount of its capital stock shall have been paid in; all payments on the capital stock of the companies so consolidated, shall for the purposes of this section be deemed payments on the capital stock of said new corporation; if the Directors of such new corporation shall contract debts for said corporation, 30 which, with the debts assumed by it by such act of consolidation at any one time, shall exceed the amount of its capital stock they shall be primarily personally liable for such excess, and the stockholders shall be secondarily personally liable for such excess in the ratio of their respective shares of stock. Liability of stockholders in such new corporation.

40 **11.** 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 its Bridge, 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; 45 but the principal of the mortgage debt of such corporation shall not at any time exceed the sum of one million dollars. Power to the new corporation to borrow money, &c..

50 **12.** At all meetings of the stockholders of the International Bridge Company or of the stockholders of such new corporation, 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 voting.

55 **13.** All the powers and rights of any kind now held or heretofore given, or given by this Act to the corporation mentioned in the title of this Act, shall on such consolidation and amalgamation be Powers vested in International Bridge Company on

consolidation vested in, held, exercised and enjoyed by the said new corporation,
to be held by and all the statutes relating to the International Bridge Com-
the new cor- pany, shall apply to the said new corporation, to all and every
poration. extent except in so far as the same shall be varied by, or shall
be inconsistent with this Act or any thing contained therein. 5