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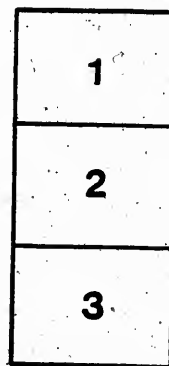
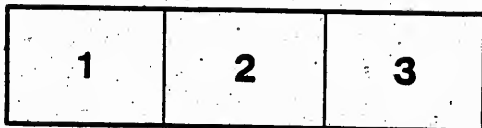
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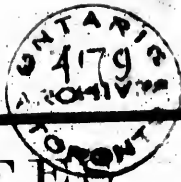
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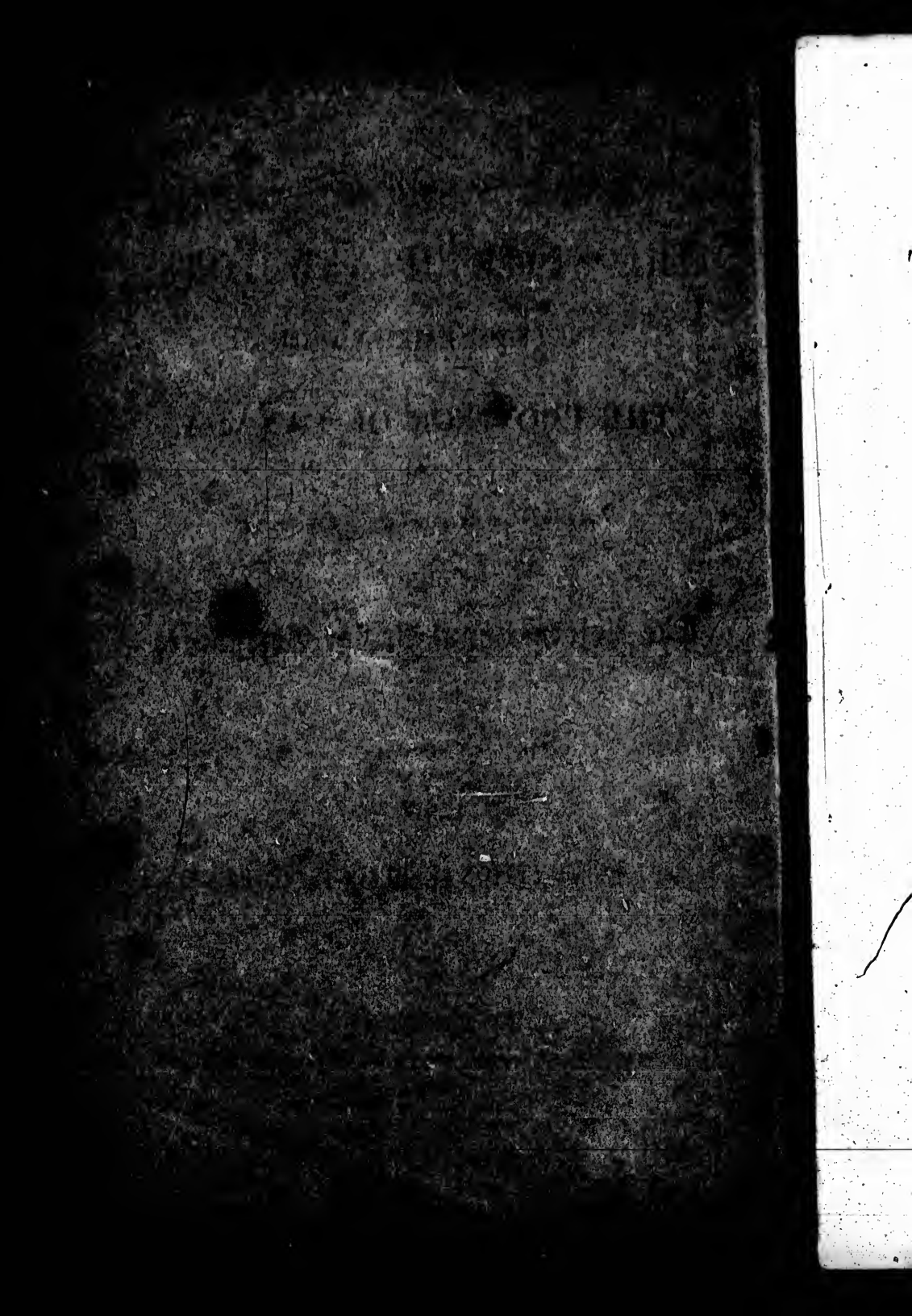
1870



STATUTES
OF
THE STATE OF NEW YORK,
THE UNITED STATES OF AMERICA,
THE PROVINCE OF CANADA,
AND
THE DOMINION OF CANADA,
RELATING TO
The International Bridge Companies
ALSO,
THE AGREEMENT FOR THE CONSOLIDATION OF SAID COMPANIES
INTO ONE COMPANY, UNDER
THE NAME OF
THE INTERNATIONAL BRIDGE COMPANY.

TORONTO:

PRINTED AT THE LEADER OFFICE, 63 KING STREET EAST.
1870.



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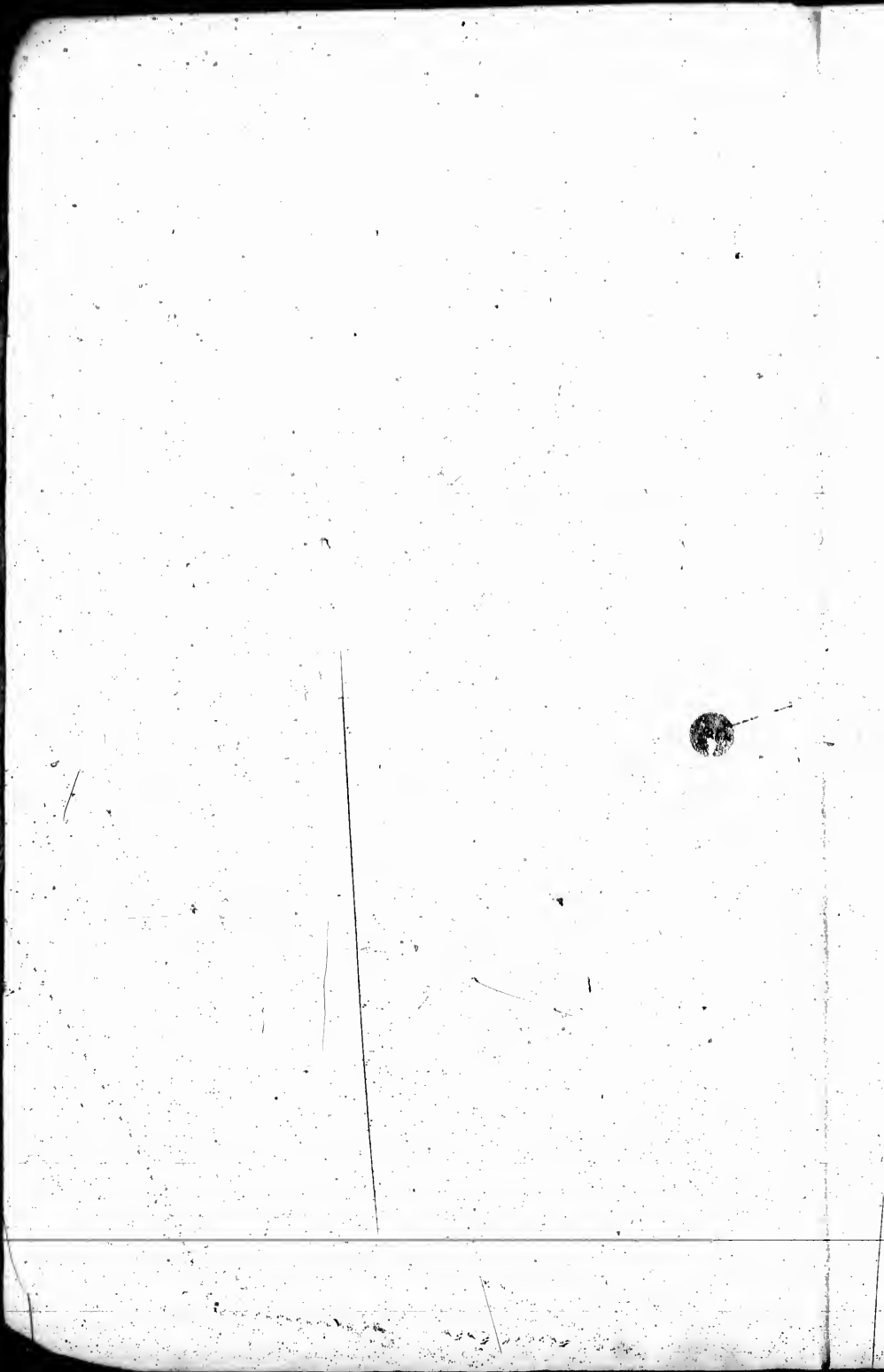
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TORONTO:

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1870.



PART I.

Statutes of the State of New York and the United States of America, in the order in which they were passed..... PAGE 5

PART II.

Statutes of the Province of Canada and the Dominion of Canada, in the order in which they were passed..... PAGE 27

PART III.

The Amalgamation Agreement uniting the two Companies, and forming "The International Bridge Company."..... PAGE 53

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PART I.

AN ACT to Incorporate the International Bridge Company.

PASSED APRIL 17TH, 1857.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

SEC. I. All persons who shall become stockholders pursuant to this Act shall be and they are hereby incorporated a body corporate, by the name of The International Bridge Company, with power to associate with any other persons, company, association or corporation in Canada, for the construction, maintaining a Bridge across the Niagara River, from the City of Buffalo to some point near Fort Erie, in Canada, so as not materially to impede the navigation of said river; said bridge to be constructed in two draws, one across Black Rock harbor, and the other across the main channel of the river.

Company Incorporated.

SEC. II. of the Act passed April 17th, 1857, was amended April 10, 1858, so as to read as follows:

“The draws of said bridge shall be of ample width to give free and unobstructed passage to all steamboats and other vessels navigating said river or Lake Erie; they shall be at all times tended and moved, at the expense of said Company, so as not to hinder or delay the passage of any steamboat or vessel. From sundown to sunrise, during the season of lake navigation, suitable lights shall be maintained upon said bridge, to guide all such vessels or steamboats approaching or passing said draws, and shall, at all times, keep in readiness one or more steamboats or steam

Bridge to be so built as not to obstruct navigation.

Steam tugs, &c., to tow vessels through the draws, tugs suitable for towing such vessels through such draws, and shall tow all said vessels through said draw, whenever requested to do so by the officers of said vessels, on their regular passage up and down the river or harbor, without charge. And said Company shall be liable to pay owners of any steamboat or vessel, or the cargoes thereof, all damages which they may sustain by reason of any neglect of the provisions of this section.

Company liable for damage to vessels-

Capital & Shares

Notice required before erecting piers, &c.

SEC. III. The capital stock of said company shall be one million of dollars, with the privilege of increasing the same to two millions, to be divided into shares of one hundred dollars each, and shall be deemed personal property. At least three months before any steps shall be taken in erecting the piers for the said bridge, the Directors herein provided for shall cause to be published in at least two public newspapers in each of the counties of Erie and Niagara, two of which shall be printed in Buffalo, one at the village of Tonawanda, and one at the village of Niagara Falls, a notice in which shall be stated the particular location of the bridge, with reference to known land marks, the number of its piers, the length and breadth of its piers, and the distances between them, the width in the clear of the draw openings respectively, the entire length of the structure from land to land, and its height above the water at ordinary stages. Two copies of this notice, the facts of which to be verified by the oath of the Engineer, signed by the President and Secretary of the Company, and acknowledged by them before an officer empowered to take the proof of deeds, shall be made out and severally filed in the Clerk's office of the Counties of Erie and Niagara.

Board of Directors.

SEC. IV. The stock, property, affairs and concerns of said company or corporation, shall be managed by a Board of nine Directors, who shall be each stockholders of said corporation, and shall be annually chosen, after the first election, on the first Monday in July of each year; said

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election to be held at such place in the city of Buffalo, as a majority of the Directors shall appoint, of which due notice shall be given as shall be hereafter directed. The Annual Meeting. Directors shall, at their first meeting after such election, appoint from their number a President, Vice President, Secretary and Treasurer, who may be required to give security according to the by-laws of said corporation.

SEC. V. The Directors may require from stockholders, payment of all sums of money by them subscribed, at such Calls to be made. times and in such proportions as may be deemed proper, under the penalty of forfeiture of their respective shares, and all payments thereon, first giving thirty days previous notice of such call, in one or more newspapers printed in said city of Buffalo.

SEC. VI. George Palmer, George R. Babcock, Theodore D. Barton, Henry Martin, Elbridge G. Spaulding, John Ganson, Frederick P. Stevens, Fayette Rumsey, James G. Hoyt, Charles A. Milliken, of the city of Buffalo; James S. Wadsworth, of Geneseo; Alrick Hubbell, of Utica; Rufus H. King, of Albany, Sheppard Knapp and Thomas W. Gale, of New York City, shall be Commissioners. Commissioners, who shall co-operate with Commissioners who are or may be appointed under a charter for the like purposes, by the Canadian Parliament. Said Commissioners shall, on the first Tuesday in May next, or as soon thereafter as a majority of said Commissioners shall appoint, meet at some suitable place in the City of Buffalo, to open the books and receive subscriptions to the capital stock of said corporation; they may adjourn said Commissioners to meet 1st Tuesday in May and open books, &c., &c. meeting to any place in the County of Erie, when they may again open the books, after having kept them open through the business hours of the day, on the first meeting, but no adjournment shall be for a less time than one week. Public notice shall be given of the first meeting, ten days, and of each subsequent meeting, six days, in one or more newspapers in the city of Buffalo.

5 per cent. to be paid on subscribing for stock.

The books, when opened by one or more of the Commissioners, shall remain so at least through the business hours of the day, so that all persons may have a full opportunity of becoming subscribers to the capital stock of said company. The sum of five dollars upon each share of stock so subscribed, shall be paid to said Commissioners attending at the time of making such subscription.

Railroad & other Corporations may subscribe and take stock.

SEC. VII. Any railroad corporation whose road now has, or shall hereafter have a terminus at, or shall run its trains to or from said city of Buffalo, or any point near Fort Erie aforesaid, or shall run its trains in connection with any road having such terminus, or upon which trains are or shall be run to or from said city of Buffalo aforesaid, or any point near Fort Erie aforesaid, may with the consent of the persons owning a majority of its stock, loan its credit to the corporation hereby created, or may subscribe to and become the owner of the stock thereof, in like manner and with like rights as individuals.

SECTION VIII of the Act passed April 17th, 1857, was so amended April 10th, 1858, as to read as follows:

Commissioners opening books may adjourn from time to time; may distribute stock.

“The said Commissioners, or a majority of them, shall meet on the first Tuesday of July next, or as soon thereafter as a majority of said Commissioners shall appoint, at their first place of meeting, and if the whole of the capital stock shall not have been subscribed, said Commissioners so attending at such meeting may adjourn from time to time, as they may deem proper, and open the books for further subscription; and if more than the whole stock shall have been subscribed, shall distribute the same and apportion it among the subscribers as they shall deem most advantageous to the corporation, and after closing the books, they shall give ten days' notice in two public newspapers published in the city of Buffalo, of a meeting of the stockholders to choose Directors. The said Commissioners, or

Notice for election of Directors.

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such of them as shall attend, shall preside at the first election, and such election shall be made at the time and place appointed by the Commissioners in their notices, by such of the stockholders as shall be present in person or by proxy. At the first and all subsequent elections each of the stockholders shall be entitled to one vote on each share of stock which they shall respectively hold, and which shall have stood in their names at least thirty days prior to the date of any such election, and the said Commissioners so presiding, shall under their hands certify the names of the Directors so elected, and deliver over the subscription money, books and papers to the said Directors. The time and place of the first meeting of the Board of Directors, shall be fixed by the Commissioners. The Board of Directors, or a majority of them, shall, after having published a notice for fifteen days in two daily papers in the city of Buffalo, of their intention to locate said Bridge, select, and by their certificate shall designate the site of said bridge and the approaches thereto, and shall make two certificates thereof, one of which shall be filed in the Clerk's office in the County of Erie, and the other to be filed with the Secretary of the said corporation, which approaches and site shall be considered the approaches to and site of said bridge, on which the said company may construct said bridge, and improve and perfect such approaches, as are hereafter mentioned. And the said Directors shall have power to cause such examination, and surveys to be made, as may be necessary, in their judgment, for the selection as aforesaid of the most advantageous site of said bridge, and the avenues and approaches leading to and from the same. And for such purpose the Directors of the corporation hereby created shall have power to appoint an Engineer, Agents or Officers, who are authorized to enter upon the lands or waters of any persons for such purpose, but subject to proper responsibility for all damages which they may do thereto."

Stock to be held
thirty days to
give legal vote.

Directors give
notice of location
of bridge.

Company to hold
real estate that
may be neces-
sary.

Sec. IX. The said corporation is hereby empowered to purchase, receive and hold such real estate on either side of the said Niagara river, as may be necessary and convenient in accomplishing the object for which this charter is granted, and may, by their surveyors and engineers, enter upon such sites and locations, and take possession of the same. All such sites and locations as shall be entered upon as aforesaid, shall, except donations, be purchased of the owner, or owners, at a price to be mutually agreed upon. In cases of disagreement of the price to be paid for any such land on the east side of said river, or any other cause which shall prevent acquisition by mutual agreement, the said Directors may present their petition to one of the Justices of the Supreme Court of the Eighth Judicial District, setting forth the necessity of such lands for the site of said bridge, toll-houses, gates, or for the accommodation of the officers or agents of said company, in the execution and discharge of their duties, and of the attempt and failure to purchase the same, and the residence of the owner or occupant, or agent representing the same, and the reasons why the purchase cannot be made, and the said Justice shall direct such notice to the owner or representative of such land as he shall deem reasonable, of the time and place of hearing the parties, and upon proof of the due service of such notice, and upon the hearing, the said Justice shall appoint three competent freeholders of the said County of Erie, to appraise said lands. The said appraisers, after giving notice to the owner, occupant or agent, or in case of his, her or their absence, leaving a written notice at the usual place of residence of such owner, agent or occupant, with some person of suitable age and discretion, shall appraise said lands, and award to the owner or owners thereof what they shall deem to be the full value of the same, and shall make their appraisal without delay, under their own hands and seals, and report the same to the said Justice, with an accurate

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and full description of the lands designated. The said appraisers shall be authorized to make personal examination, to administer oaths and to take testimony. The said Justice shall examine the report, may hear the parties, if desired, and may increase or diminish the damages, if he shall be satisfied that injustice has been done. Upon proof to such Justice, within twenty days after such determination of the payment to the owner or owners, or of having deposited to his credit, in such bank as said Justice shall have directed, the amount of the value of such lands, and the payment of the expenses of the application and appraisal, the said Justice shall make an order particularly describing the lands and the payment of the money and expenses, and the facts necessary to the compliance with this section, and when the order shall be recorded in the office of the Clerk of the County of Erie, the said corporation shall be possessed of the lands thus ordered, and may enter upon and take possession of the same, and may use and improve the same as may be deemed most useful to said corporation.

SEC. X. In case any married woman, infant, idiot, or insane person, non-resident, or person whose residence is unknown, shall be interested in such lands, the said Justice shall appoint some competent and disinterested person to appear before said appraisers, and act for and in their behalf.

SEC. XI. The Directors of the corporation shall have power to make all reasonable by-laws and rules consistent with general laws for the government of the Company and its officers and agents.

SEC. XII. All the stockholders under this Act shall be severally and individually liable to an amount equal to the amount of capital stock held by them respectively, to the creditors of such Company, for all the debts contracted by the Board of Directors or agents of such Company, for its use, until the whole amount of the capital stock of said

Directors to
make by-laws.

Stockholders to
be liable for
amount of their
Stock.

Company is paid in, and a certificate thereof filed in the office of the Clerk of the County of Erie. Of the whole capital stock subscribed, one-half shall be paid in within two years, and the one-half within three years from the time of the incorporation of said Company. If the Directors of said corporation shall contract debts for the Company exceeding in the aggregate the amount of the capital stock, they shall primarily be personally liable for such excess, and the stockholders shall be secondarily liable for such excess, in the ratio of their respective shares of stock.

Company to possess general powers of the 18th chapter Revised Statutes

amended see page 21. next

SEC. XIII. The said corporation shall possess the general powers and be subject to the general liabilities prescribed by such parts of the eighteenth chapter of the first part of the Revised Statutes as are not repealed.

Persons not to obstruct works.

SEC. XIV. If any person shall wilfully do, or cause to be done, any act or acts whatever, whereby said bridge, its lights, stations, works, machinery, fixtures or other appurtenances thereto or any part thereof, or any work or approach appertaining thereto, shall be obstructed, impaired, weakened, destroyed or injured, the person so offending shall forfeit to said corporation treble damages sustained by means of such offence or injury, to be recovered in the name of the corporation, with costs of suit, by action of debt, and shall, moreover, be guilty of a misdemeanor, and be punished by fine or imprisonment, or both, by any court having cognizance of the offence.

Bridge for the passage of persons, carriages and railways.

SEC. XV. Said bridge may be constructed as well for the passage of persons on foot and in carriages and otherwise as for the passage of railroad trains; but all such railroad Companies as are mentioned or referred to in the seventh section of this act, shall have and be entitled to the same and equal rights and privileges in the passage of said bridge, and in the use of the machinery and fixtures thereof, and of all the approaches thereto.

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SEC. XVI. Whenever the said bridge shall be completed for the passage of ordinary teams and carriages, the said Tolls. Company may erect toll-gates, fix rates of toll, and make such erection as the Directors may deem expedient to guard the entrance on said bridge; but no greater tolls than the following shall be charged, viz: For every foot passenger entering upon or passing over said bridge, twenty-five cents; for every horse and rider, fifty cents; for every horse and single carriage, sixty cents, and an addition of eighteen and three-fourth cents for every passenger actually traveling in such carriage; all other passengers, the sum of twenty-five cents each; for each double carriage and two horses, one dollar, and the same rates for passengers, and twenty-five cents for each additional horse attached to such carriage; for sheep passing, one and a half cents per head; for swine two cents each; for neat cattle, six cents per head; for each horse in droves or in cars, twelve and a half cents.

SEC. XVII. Whenever said bridge is so completed as to admit of the free passage of railroad trains, the said Company may erect such gates and fixtures to guard the entrance of such trains upon the bridge as the said Directors may deem proper, and may make such by-laws, rules and regulations, not inconsistent with the provisions of this act, in relation to the use of said bridge, its machinery, appurtenances and approaches, by railroad companies, their trains and carriages, and the compensation to be paid therefor, as said Directors may think proper; but no discrimination shall be made by the said Directors, in favour of or against any one or more railroad companies, in relation to the approaches or the passage of said bridge, or the use of its machinery, or the compensation therefor.

Gates and By-laws relating to use of Bridge.

SEC. XVIII. If any person shall force or attempt to force any gate or guard of said bridge, or the approaches thereto, without having paid the established toll or compensation

Attempting to force, &c.

for passing the same, such person shall forfeit and pay to said Company five times the amount of such toll or compensation, to be recovered in the manner aforesaid.

Power to erect
Coffer Dams, &c.

SEC. XIX. The said Company shall have power to erect coffer dams and such other works in Black Rock harbor and the Niagara river as may be necessary for the construction of such bridge, provided the navigation of said harbor and river shall not be unnecessarily obstructed or materially impeded by such works, and it shall be the duty of said company to put up and maintain, in the night time, during the season of lake navigation, a good and sufficient light at each end of any coffer dam which may be erected by said company; said light to be placed at least five feet above said dam; and also such buoy, during both day and night, as may be necessary for the guide of persons navigating said river and harbor.

Power to use
Streets, &c.

SEC. XX. The corporation hereby created shall have power to use any of the streets, squares, lanes or alleys of the city of Buffalo, or lands in said city, owned by the people of the State of New York, for the erection of such bridge and the works or approaches thereto appertaining, provided the consent of the Common Council of the said city of Buffalo shall first be obtained.

Limitation.

SEC. XXI. If the said bridge be not commenced within five years, and completed within ten years, said corporation shall from thenceforth cease.

SEC. XXII. This act shall take effect immediately.

AN ACT to authorize the City of Buffalo to guarantee the payment of interest on moneys expended in the construction of a Bridge over the Niagara river, and to raise the funds necessary for the payment thereof.

PASSED APRIL 17th, 1858.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

SEC. I. The Common Council of the city of Buffalo are hereby authorized, by a vote of two-thirds of the members elected thereto, to guarantee, as hereinafter provided, an annual interest on such an amount of the capital stock of the International Bridge Company, incorporated by an act of the legislature of the State of New York, passed April 17, 1857, and of the International Bridge Company, incorporated by a statute of the Province of Canada, passed in the twentieth year of the reign of Her Majesty, Queen Victoria, and in the third session of the fifth Parliament of said Province, and the royal assent given by Her Majesty, in council, on the twenty-seventh day of August, eighteen hundred and fifty-seven, as shall be necessary and sufficient to construct and complete a bridge across the Niagara river, at the said city of Buffalo, and to defray the expenses of suitable approaches, fixtures and other expenses provided for by the said acts; the aggregate amount of said capital stock so authorized to be guaranteed, shall not exceed the sum of two millions five hundred thousand dollars; the rate of interest during the construction of said bridge, its approaches, fixtures and appurtenance, shall not exceed four per cent. per annum, nor shall such rate of interest be so guaranteed for a longer term than three years, from the commencement of such construction.

Council may
guarantee in-
terest.

SEC. II. The Common Council may, by a contract with the said companies, designate the day when the work shall be commenced, or be deemed to have been commenced,

Day for work to
begin.

and make the guaranty and payment of interest dependent upon the expenditure of fixed sums of money, in fixed times or periods, in the construction of said bridge, and in the construction and the acquisition of suitable approaches and fixtures. The guaranty and payment of interest shall be from the end of each three months, from and after the days so designated, upon the sum actually expended during the prior three months, in such construction and acquisition, up to the date of the actual completion of the said bridge, not exceeding three years from the day so designated as the commencement of the works, and the contract shall provide for some reasonable mode of ascertaining and liquidating, to the satisfaction of the Common Council, the sum of money so expended in each three months. If the said bridge, its approaches, fixtures, and all other works which the said acts authorize and require to be done, shall not be finished and ready for use at the end of three years, from the commencement thereof, the liability of the said city to pay said interest shall cease until the same shall be completed.

Bridge to be
built in 3 years.

In failure the
interest to stop.

Sec. III. Whenever the contract provided for in the preceding section shall be made, the said Common Council shall be authorized and empowered, at the same time, to further agree and contract with the said companies, that when the said bridge, its approaches, fixtures and appurtenances, and other works, shall be completed and ready for use, they will guarantee and pay an annual interest not exceeding six per cent. per annum, in a manner, the form to be agreed upon, on an amount of the capital stock of said companies equal to the actual sum expended by said companies in the construction of the said works, not exceeding the sum of two million five hundred thousand dollars, for a term not exceeding fifteen years, after the completion of such bridge by the said companies, upon such reasonable agreements and conditions, touching the management and control of

May contract to
pay 6 per cent,
interest on
amount agreed
upon.

the bridge, and touching the expenditure of the companies, as may be deemed advisable for the indemnity of the city, and upon the agreement of the companies faithfully and fully to perform and execute the provisions of this section, and upon the guaranty and payment herein mentioned being made, dependent upon the full and faithful execution and performance of all and singular, the conditions and agreements by the said companies, to be performed and kept, and of the faithful execution by them of the provisions of this section. During the period of the aforesaid guaranty, the Board of Directors and the Common Council shall fix the tolls and charges to be paid for the use of said works, according to the charters of said companies, which tolls the said companies shall collect, and shall, on the first Tuesday in each month, pay over, for the sole use of said city, the amount so collected, to the Treasurer of the said city of Buffalo, reserving therefrom only a sum sufficient to defray the current expenses of said bridge, and the ordinary repairs actually and necessarily made, the whole or any part of which may be fixed by contract between the parties aforesaid, such payment to be accompanied by a monthly abstract of receipts and disbursements, verified under oath by the officers of said companies.

Directors and
Common Council
fix tolls and
charges.

Tolls to be paid
into the City.

SEC. IV. If for any cause not produced by the said city, the said bridge, its approaches, draws, machinery, fixtures, or appurtenances, shall, within the term of not exceeding fifteen years, become impassable or dangerous, the said guaranty, of interest shall cease, and be suspended until said bridge, its approaches, draws, machinery, fixtures, or appurtenances shall be put in complete repair, and in a safe condition for use, by the said Companies, and at their own expense and charges; and during said suspension of travel over, or use of said bridge, the said city shall not be liable to pay any interest on the said guaranty.

Interest to cease
if bridge out of
repair.

Company to re-
pair at own
cost.

SEC. V. The sum necessary for the payment of the in-

Interest put in estimate.

Interest guaranteed under the provisions of this Act, shall be included in the annual estimate of the Comptroller, made to meet the expenses of said city for each year, and levied and collected as a part of the general city tax, in the same manner as the expenses for all other general city purposes are levied and collected; but the Common Council, in their discretion, may provide for the payment of the interest guaranteed during the construction of the work, or any part thereof, as it shall fall due, by contracting a temporary loan for a term not exceeding twenty years, and issue the bonds of the said city for the same, bearing an interest not exceeding seven per cent. per annum. No part of said city, as now or hereafter organized, shall be exempt from the payment and discharge of any liabilities incurred under any of the provisions of this Act.

Interest on construction may be paid by the issue of Bonds.

Special election.

Sec. VI. The Common Council, before exercising the powers conferred by the preceding sections, shall order a special election, in the manner prescribed by the charter of said city, for the ordering and holding of special elections, to ascertain whether the electors of said city will approve or disapprove of the exercise of said powers, which election shall be conducted in the same manner as charters are held for the election of city officers; and all the provisions of law respecting such elections, and the persons voting or offering to vote thereat, shall be applied to such special election, or they may submit the same to the electors of said city, for approval or disapproval, at any charter or general election held in said city, under the provisions of existing laws, at any time after the passage of this Act. The Common Council shall provide a box for the inspectors of election, in each election district in said city, in which each elector may deposit a ballot, on which shall be written or printed the words "For aid to the bridge," or, "Against aid to the bridge." The said box shall be kept open for the reception of ballots in each of the elec-

Form of ballot.

ion districts in said city, if at a special election, from nine o'clock in the morning until seven o'clock in the evening, on the day of such election; if at a charter or general election, then during the period the other polls shall be open at the same election. On the close of the polls, the inspectors shall immediately proceed to canvass the ballots deposited in the boxes, in the manner now required by law in the election of city officers, and make a certificate thereof, stating the number of ballots cast "For aid to the bridge," and the number "Against aid to the bridge;" and within two days thereafter, shall file the said certificate in the office of the city clerk. The Mayor and city clerk shall immediately proceed to canvass the ballots thus certified and returned, and make their certificate, stating the whole number of ballots "For aid to the bridge," and "Against aid to the bridge," and sign and file the said certificate in the office of the city clerk, and report the result of said canvass to the Common Council, at the next meeting thereof.

Canvass of vote

SEC. VII. When the Common Council shall order an election in pursuance of the foregoing section, they shall, at the same meeting, order and direct this Act to be published three days in each of the daily papers printed and published in the said city of Buffalo; the last publication to be made two days before the day appointed for the holding of such special election.

Enabling Act to be published.

SEC. VIII. This Act shall take effect immediately.

AN ACT to amend an Act, entitled "An Act to incorporate the International Bridge Company," passed April 17th, 1857, and the Acts amendatory thereof passed March 30th, 1867.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:—

SECTION 1. The twenty-first section of the act, to incorporate the "International Bridge Company," passed April 17, 1857, and the several acts, amendatory thereof, is hereby amended so as to read as follows:—

Commencement
and completion
of Bridge.

§ 21. If the said Bridge shall not be commenced within five years from the first day of April, one thousand eight hundred and sixty-seven, and completed within five years thereafter, said corporation shall from thenceforth cease to exist.

§ 2. This act shall take effect immediately.

CHAPTER 550.

AN ACT to amend an Act, entitled "An Act to incorporate the International Bridge Company," passed April 17th, 1857, and to authorize the consolidation of said Company with any Bridge Company heretofore incorporated by the laws of the Province of Canada, of which shall hereafter be incorporated by the laws of the Dominion of Canada.

Passed May 4th, 1869, three-fifths being present.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Sec. I. It shall and may be lawful for the Corporation

created by the Act entitled "An Act to incorporate the International Bridge Company," passed April 17th, 1857, ^{power to unite.} to unite with any other Bridge Company or Corporation heretofore incorporated by the laws of the Province of Canada, or hereafter to be incorporated by the laws of the Dominion of Canada, for a similar purpose, and to enter into all required contracts and agreements therewith.

SEC. II. Section thirteen of the said act is hereby amended so as to read as follows:

"The said Corporation shall possess the general powers, and be subject to the restrictions and liabilities prescribed in title three, of chapter eighteen, of part first of the revised statutes, so far as the same, are applicable thereto." ^{Amendment of Sec. 13 of said Act.}

SEC. III. It shall, and may be lawful for said Corporation to consolidate its stock, property, and franchises with the stock, property, and franchises of any Corporation now existing under the laws of the late Province of Canada, or hereafter to be incorporated under and by virtue of the laws of the Dominion of Canada, for the purpose of creating and maintaining a bridge across the Niagara river, at or near the village of Fort Erie, in the county of Welland, to the city of Buffalo; and which Corporation shall be authorized by the laws of the said Dominion of Canada to enter into such consolidation, under the conditions and provisions, and with the effect herein provided. ^{Power to amalgamate.}

SEC. IV. The Directors of the several Corporations proposing to consolidate may enter into a joint agreement in duplicate, under the corporate seal of each of said Corporations, prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new Corporation, the numbers and names of the directors and 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 ^{Joint agreement necessary.}

of each of said Corporations into that of the new Corporation, and how, and when, and for how long, directors or other officers of such new Corporation shall be elected, with such other details as they shall deem necessary to perfect such new organization, and the consolidation of said Corporations.

SEC. V. Such agreement shall be submitted to the Stockholders of each of 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 daily newspaper published in the cities of Buffalo and Toronto, once a week, for two successive weeks. At such meetings of stockholders, such agreement shall be considered, and the vote by ballot taken for the adoption or rejection of the same, each share of stock 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 of the State of New York, and the other in the office of the Secretary of State of the Dominion

Agreement to be submitted to Stockholders and how.

Three-fourths vote required.

Agreements to be filed in New York and Canada.

of Canada; and said agreement shall from thence be taken and deemed to be the agreement and act of consolidation of such Corporations, 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. Evidence.

SEC. VI. 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, possessing all the rights, privileges and franchises, and subject to all the disabilities and duties, of each of such Corporations so consolidated, except as herein provided; but nothing in this Act contained shall be construed as in any manner impairing any liability against the Corporation in the title of this Act mentioned; but such liability shall continue against the consolidated Corporation contemplated by this Act. Liabilities of consolidated corporation.

SEC. VII. Upon the consummation of such Act of consolidation as aforesaid, all and singular the property, real, personal and mixed, and all rights and interests appurtenant thereto, all stock, subscriptions and all 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 said Corporations, shall be unimpaired by such consolidations; 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 duties had been incurred or Legal proceedings.

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.

SEC. VIII. Any stockholder of the Corporation, hereby authorized to consolidate with any other, who shall refuse to convert his stock into the stock of the consolidated Corporation, may at any time, within thirty days after the adoption of said agreement of consolidation of the stockholders, as in this Act provided, apply by petition to the Supreme Court in the eighth judicial district, or the County Court of the County of Erie, or to a Judge of either of said Courts in vacation, if no such Court shall sit therein within said period, on reasonable notice to said Corporation, to appoint three disinterested persons to estimate the damages, if any, done to such stockholder by said consolidation, and whose award, or that of a majority of them, when confirmed by the said Court, shall be final and conclusive; and the persons so appointed shall also appraise said stock of such stockholder at the amount paid thereon, with interest from the time of payment, without regard to any depreciation or appreciation in consequence of the said consolidation. And the said Corporation may, at its election, either pay to said stockholders the amount of damages so found and awarded, if any, or the amount which the said stockholder shall have paid on said stock, with interest as aforesaid. And upon the payment of the amount so paid upon such stock, with interest thereon, such stockholder shall thereupon transfer the stock so held by him to said new Corporation, to be disposed of by the directors thereof, or to be retained for the benefit of the remaining stockholders. And in case the said Corporation shall not

Stockholders refusing to have stock converted.

Arbitration.

pay the amount of said damages, or the amount paid by the stockholder upon the said shares of stock to such stockholder, with interest within thirty days after the filing of such award in the office of the Clerk of the County of Erie, the Court, upon the application of such stockholders, shall direct a judgment for the amount of such damages, together with interest thereon from the date of such award, to be entered and docketed against such new Corporation, which shall be collected in the same manner as other judgments of said Courts.

In case of non-payment.

SEC. IX. The capital stock of such new Corporation shall be personal property, and no stockholder shall be liable for the payment of any debt or obligation due by said Corporation, except as provided in the following section :

Stock to be personal property.

SEC. X. All the stockholders in 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 Corporations, until the whole amount of the capital stock shall have been paid in and a certificate thereof filed in the office of the Clerk of the County of Erie; but all payments on the capital stock of the Companies so consolidated shall, for the purpose of this section, be deemed payments on the capital of said new Corporation. If the directors of such new Corporation shall contract debts for said Corporation, 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 and Directors.

SEC. XI. 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

Borrowing powers.

site thereof and approaches thereto; and to mortgage its corporate property and franchises to secure the payment of any debt which shall be contracted by such Corporation for the purposes aforesaid; but the principal of the mortgage debt of such Corporation shall not at any time exceed the sum of one million dollars.

SEC. XII. At all meetings of the Stockholders of the Corporation named in the title of this Act, 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.

SEC. XIII. The provisions of Sections Fourteen and Eighteen of the Act hereby amended, and all other provisions of said Act not inconsistent with the provisions hereof, shall be and remain in force with reference to the said new Corporation and any bridge which shall be erected by it.

SEC. XIV. This Act shall take effect immediately.

Persons damaging Bridge.

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PART II.

20TH VIC., CAP. 227.

AN ACT to Incorporate the International Bridge Company.

WHEREAS, the construction of a Bridge across the Niagara River, at or near the village of Waterloo, in the Township of Bertie, would be of great advantage to the public, and the persons hereinafter named (amongst others) have petitioned for an Act of Incorporation for facilitating that object: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

I. David Christie, John Fraser, John Oldfield; Robert H. Barlow, Thos. Mayne Daly, Joseph D. Clement, Allen Cleghorn, Alexander Douglas, William. A. Thomson, Michael H. Foley, Angus Morrison, John Wilson, George B. Southwick, and all such other person or persons as shall, under the provisions of this Act, become subscribers to or proprietors in the Company hereby intended to be incorporated, shall be and are hereby united into a Company, for constructing, maintaining, working and managing a Bridge across the Niagara River, from some point at or near the village of Waterloo, (known as Fort Erie,) in the said Township of Bertie, to the City of Buffalo, according to the rules, orders and directions of this Act, and shall for that purpose be a body corporate and politic by the name of the "International Bridge Company." And the said Company shall be, and they are hereby authorized and empowered from and after the passing of this Act, by themselves, their agents, officers, workmen and servants, to make and com-

Provisional Directors.

plete the Bridge aforesaid, and to purchase, acquire and hold such real estate as is hereinafter mentioned, and from time to time to sell; alienate and dispose thereof, and to acquire others in lieu thereof, as may be requisite for the object aforesaid.

Capital Stock.

Amended by 22
Vick., Cap. 124,
Sec. 1.

II. The capital of the said Company shall be five hundred thousand dollars divided into five thousand shares of one hundred dollars each, with power from time to time to increase the said capital stock to one million dollars; such shares as aforesaid shall be and the same are hereby vested in the shareholders and their respective heirs, executors, administrators and assigns, to their proper use and behoof, proportionately to the sums subscribed and paid by each of the said shareholders respectively; and according to the same proportion each of the said shareholders respectively shall be entitled to have, receive and take their portions respectively in the net profits and income that may arise or accrue therefrom; and the said shareholders respectively may sell, transfer, give or alienate the shares held by them respectively, whensoever they respectively consider fit, subject, however, to the by-laws of the said Company to be made by the Directors hereinafter mentioned, and as hereinafter provided; and the said shares shall be held personal estate, notwithstanding the conversion of any portion of the said capital stock into land; and no shareholder shall be liable for the payment of any debt or obligation due by the said Corporation beyond the unpaid amount of the shares held by him in the same.

Shareholders
may sell stock.

Shareholders
may vote by
proxy on stock
held 30 days.

III. At all meetings of the said Corporation, each shareholder may vote by proxy duly appointed in writing, or in person, and shall be entitled to one vote for each share held by him in his own name, or in the names or name of the person or persons of whom he may be the heir at law, or the proper legal executor, administrator or legatee, for at least one calendar month previous to the day of election;

and all questions proposed or submitted for the consideration of the said meetings shall be finally determined by the majority of such votes.

IV. The persons hereinbefore named, or the majority of them, shall cause books of subscription to be opened in the village of Waterloo aforesaid, in the Town of Brantford, and in the City of Toronto, for thirty days, and afterwards in such other places as they may from time to time appoint until the meeting of the shareholders hereinafter provided for, for receiving the subscriptions of persons willing to become subscribers to the said undertaking, and for this purpose it shall be their duty, and they are hereby required to give public notice in one or more newspapers published in the County of Welland, in the Town of Brantford, and in the said City of Toronto, respectively, as they or a majority of them may think proper, of the time and places at which such books will be opened and ready for receiving subscriptions as aforesaid, the persons authorized by them to receive subscriptions, and a chartered bank or banks into which the ten per cent. thereon is to be paid at the time hereinafter limited for such payment; and every person whose name shall be written in such books as a subscriber to the said undertaking, and shall have paid within ten days after the closing of said books into the bank or banks aforesaid, or any of the branches or agencies thereof, ten per centum on the amount of stock so subscribed for, to the credit of the said Company, shall thereby become a shareholder of the said Company, and shall have the same rights and privileges as such as are hereby conferred on the several persons who are herein mentioned by name as members of the said corporation; and such ten per centum shall not be withdrawn from the said bank or banks or otherwise applied, except for the purposes of the said Company or upon the dissolution thereof for any cause whatsoever; Provided further, that if the total amount of subscriptions,

Books to be opened.

Notice to be given.

Ten per cent. in bank.

Stock may be distributed.

within the thirty days limited as aforesaid, shall exceed the said sum of five hundred thousand dollars, then in such case the shares of each subscriber or subscribers shall be, as near as may be, proportionably reduced by the persons hereinbefore named or a majority of them, until the total number of shares shall be brought down to five thousand shares.

May organize as soon as \$250,000 is subscribed.

V. So soon as two hundred and fifty thousand dollars of the capital stock of the said Company shall have been subscribed, and the ten per centum paid as aforesaid, it shall be the duty of the said persons hereinbefore named, or a majority of them, to call a general meeting of the shareholders, for the purpose of putting this Act into effect; which said meeting shall be held at the village of Waterloo aforesaid, and thirty days' previous notice thereof shall be given in the newspapers, as hereinbefore provided in the fourth section of this Act; at which said general meeting, the shareholders shall choose nine Directors, in the manner and qualified as hereinafter mentioned, who shall hold office until the first annual general meeting for the election of Directors, and until others are appointed in their stead.

Directors chosen.

VI. In each year after the said meeting hereinbefore provided for the first election of Directors, the annual general meeting of the said shareholders shall be held on the first Tuesday in July in each year, at the said village of Waterloo, at such hour and place as the said Directors may appoint; and public notice shall be given thereof, by notice inserted twice or oftener, at least eight days previous to each said meeting, in some one newspaper or newspapers published in the said County of Welland, the said Town of Brantford, and the City of Toronto, respectively.

Annual Meeting.

VII. At such first, and at every subsequent annual general meeting of the said shareholders hereinbefore directed, the said shareholders, or a majority of them there present, either by proxy or in person, by vote, according to the said

Votes by proxy.

number of shares, shall choose nine persons then being shareholders in the said Corporation, which persons so chosen shall be the Board of Directors to manage, direct, and carry on the affairs and business of the said Corporation for one year next following such annual meeting, or until another Board of Directors shall be appointed; and particularly such matters and things as are by this Act hereinafter directed and authorized to be done by such Directors, and as shall, from time to time, be ordered by such annual or other general meetings of the said shareholders; and shall have power to name and appoint from the members of the said Board, a President, Vice-President, Treasurer, and Secretary: And at any meeting of the said Directors duly held, any seven members of such Board shall be a quorum, and may exercise the powers of the said Board: Provided always, that such President, or Vice-President in the absence of the President to be chosen as aforesaid, in addition to his own vote, shall have a casting vote in case of an equal division of votes, at the meetings of the aforesaid Directors: Provided always, that such Board shall, from time to time, make reports of their proceedings to, and be subject to examination and control of the said general meetings of the shareholders, and shall pay obedience to all such orders and directions in and about the premises as shall, from time to time, be ordered and directed by the said shareholders at any such general meeting, such orders and directions not being contrary to the provisions of this Act or the laws of this Province: Provided also, that the Directors who are to be chosen at the first meeting of the said shareholders shall be a Board, for the purposes aforesaid, until the said first annual general meeting, and shall have the like powers, and exercise all or any of the powers vested by this Act in the said Board to be chosen at such first or other general annual meeting: Provided also further, that the members of any

Officers of Corporation.

Directors make Reports.

such Board, at any time going out of office, may be re-elected: Provided also further, that security may be taken from any of the office-bearers of the said Company for the due fulfilment of their duties: And provided also further, that any stockholder in the said Company, whether a British subject or alien, or a resident in Canada or elsewhere, shall have an equal right to hold stock in the said Company, and to vote on the same, and to be eligible to office in the said Company.

Aliens may hold Stock.

Failure to hold first annual meeting.

VIII. The failure to hold the first annual general meeting or any other meeting; or to elect such Board of Directors, shall not dissolve the said Corporation; but such failure or omission shall and may be supplied by and at any special meeting to be called as the said Directors may appoint for that purpose: And, until such election of a new Board, those who may be in office for the time being shall be and continue in office, and exercise all the rights and powers thereof until such new election be made as hereinbefore provided.

Powers of the Board.

IX. The said Board shall have and be invested with full power and authority to conduct, manage and oversee, and transact all and singular the concerns, affairs and business of the said Corporation, and all matters and things whatever in any wise relating to or concerning the same, and amongst other things—

Appoints agents.

Firstly—To appoint and employ and remove all such engineers, agent or agents, servant or servants, of the said Corporation, as they may find from time to time expedient or necessary, and to regulate the duties and fix the salaries and wages of such agents and servants, and all the necessary expenditure for the management and working of the said Corporation;

Secondly—To regulate the form of certificates of shares and all matters relating to their transfer;

Thirdly—To choose and acquire for and in the name of the said Corporation, the requisite site for the construction ^{Site of Bridge.} of the said Bridge and its dependencies, and to enter into the necessary arrangements and agreements for the construction of the same, and during, upon, and after its construction to have the entire management and disposition thereof, and further to unite with any other Company to be chartered by the People of the State of New York for a similar purpose, and to enter into all requisite contracts and agreements therewith;

Fourthly—To order the payment of any sum of money they may deem necessary for the purposes of this Act; ^{Pay money.}

Fifthly—To contract a loan or loans for or in the name of the said Corporation, not exceeding in the whole at any one time the sum of two hundred thousand dollars, upon such terms or at such rate of interest less than; equal to, or greater than the legal rate, as may be agreed upon, and to pledge and mortgage the real and personal property of the said Corporation for the payment of any such loan or interest; ^{Contract loans.}

Sixthly—To make such calls of money from the several shareholders for the time being, upon the shares subscribed for by them respectively, as the said Board shall find necessary; and, in the name of the said Corporation, to sue for, recover, and get in all such calls, and to cause and declare such shares to be forfeited to the said Corporation in case of non-payment of any such call, and in such way as they shall see fit to prescribe by any by-law; and an action of debt may be brought to recover any money due on any such call, and it shall not be necessary to set forth the special matter in the declaration, but it shall be sufficient to allege that the defendant is the holder of one share or more, as the case may be, in the capital stock of the said Corporation, and is indebted to the said Corporation in the sum to which the call or calls amount (as the ^{Make calls.} ^{Declare shares forfeited.}

case may be, stating the number and amount of such calls), whereby an action hath accrued to the said Corporation to recover the same from such defendant by virtue of this Act, and it shall be sufficient to maintain such action, to prove, by any one witness, that the defendant at the time of making any such call was a shareholder in the number of shares alleged, and that any call sued for was made, and notice thereof given in conformity with any such by-law prescribing such call, and it shall not be necessary to prove the appointment of the said Directors or any other matter whatsoever;

May make By-laws.

Seventhly—To make the necessary by-laws in reference to the powers and duties imposed and conferred upon the said Board by this Act, and generally for the government and management of the said Corporation, subject always to the provisions of this Act and of the laws of this Province; with power to the said Board to vary, alter, repeal or revive, any of the said by-laws; Provided always, nevertheless, that all such by-laws, rules or orders, and any such variation, alteration or repeal thereof, may be reviewed or disallowed at any general meeting of the said shareholders.

May hold special meeting.

X. The said Board shall and may call and convene special and general meetings of the shareholders whenever it shall be necessary, and so often as shall be required, upon the requisition of at least five shareholders, and shall give the public notice hereinbefore mentioned of the holding of any such special general meeting; and shall, at each annual general meeting, or at any special meeting to be called for that purpose, submit to the shareholders a clear and detailed statement of the affairs and accounts of the said Corporation, whereupon at such meeting the same shall be examined and audited; and, if any dividend upon the capital stock is thereupon to be made, the same shall at such meeting thereby be declared.

XI. In the absence of the President and Vice-President,

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at any meeting thereof, it shall be in the power of the Directors present to elect from among themselves a chairman for the time being, who, in addition to his own vote, shall also, in case of an equal division of votes, have a casting vote at such meeting; and, in the event of the death, resignation, continued absence, incapacity or disqualification of any member of the said Board, the shareholders shall, at a meeting to be called for that purpose, as hereinbefore provided, choose a shareholder instead and in place of such member; and such shareholder, so chosen, shall form part of the said Board until the then next annual election.

Chairman pro tem.

XII. The said Corporation is hereby empowered to purchase, receive and hold such real estate, to the extent of ten acres in the whole, as may be necessary and convenient in accomplishing the object for which this charter is granted; and may, by their surveyors and engineers, enter upon such sites and locations, and take possession of the same; all such sites and locations shall be purchased of the owner or owners, at a price to be mutually agreed upon; or, in case of disagreement as respects the acquisition of the said lands, the several clauses of "The Railway Clauses Consolidation Act," with respect to "Lands and their Valuation," in so far as the same may be applicable to the objects of this Act, shall be incorporated herewith and form part of this Act, as if the same had been expressly set forth herein.

Hold real estate.

XIII. The said bridge shall be constructed so as not materially to obstruct the navigation of the Niagara River; the said bridge shall have two draws, one across Black Rock harbor, and the other across the main channel of the river, which said draws shall be 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 com-

Bridge not materially to obstruct navigation.

Suitable draws.

pany, so as not to hinder unnecessarily the passage of any steamboats or vessels; From sundown until sunrise, during the season of navigation, suitable lights shall be maintained upon the said bridge to guide vessels and steamboats approaching the draws; and, for assisting the passage of any vessel through the said draws, the said company shall at all times keep in readiness one or more steamboats, or steam tugs, suitable for towing the said vessels through the said draws, and shall tow all the said vessels through the same, whenever requested so to do by the officers of such vessels on their regular trips, up and down the river or harbor, without charge; and the said company shall be liable to pay the owners of any steamboat or vessel, or of the cargoes thereof, all damages which they may sustain by reason of any neglect of the provisions of this section.

Steam tugs.

Amended as to
tugs by 22 Vict.,
Cap. 124 Sec.
III.

XIV.—The said bridge shall be as well for the passage of persons on foot and in carriages, and otherwise, as for the passage of railway trains; and such railway companies as are hereinafter mentioned or referred to, shall have and be entitled to the same and equal rights and privileges in the passage of the said bridge, and in the use of the machinery and fixtures thereof, and of all the approaches thereto.

Railway Com-
panies to have
equal rights.

XV.—Any railway corporation whose road now has, or shall hereafter have, a terminus at, or shall run its trains to or from any point at or near the said village of Waterloo, or the said City of Buffalo, or shall run its trains in connection with any road having such terminus, or upon which trains are or shall be run to or from the localities aforesaid, may, with the consent of a majority of the shareholders of its stock, loan its credit to the Corporation hereby created, or may subscribe to, or become the owner of the stock thereof, in like manner and with like rights as individuals; and any municipal corporation, either County, Town, Township or Village, beneficially affected by or in-

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interested in the said bridge, may also subscribe to, and become the owner of such stock, in the manner and with the rights aforesaid, subject to the general provisions of the Upper Canada Municipal Corporation Acts.

XVI.—Whenever the said bridge is so completed as to admit of the passage of railway trains, the said company may erect such gates and fixtures to guard the entrance of ^{Toll-gates.} such trains upon the bridge, as the said Directors may deem proper, and may make such by-laws, rules and regulations, not inconsistent with the provisions of this Act, in relation to the use of the said bridge, its machinery, appurtenances, and approaches by railway companies, their trains and carriages, as the Directors may think proper, but no discrimination shall be made by the said Directors in favor of or against any one or more railway companies, in relation to the approaches or the passage of the said bridge, or the use of its machinery.

XVII.—If any person shall force, or attempt to force, ^{Violation of toll regulations.} any gate or guard of the said bridge, or the approaches thereto, or if any person shall wilfully do, or cause to be done, any act or acts whatsoever, whereby the said bridge, its lights, stations, works, machinery, fixtures, or other appurtenances thereto, any part thereof, or any work or approach appertaining thereto, shall be obstructed, impaired, weakened, destroyed or injured, the person so offending shall forfeit to the said Corporation treble the damages sustained by means of such offence or injury, to be recovered in the name of the said company, with costs of suit, by any proper action for that purpose, and shall moreover be guilty of a misdemeanor, and be punished by fine or imprisonment, or both, by any Court or Justice having cognizance of the same.

XVIII.—The said company shall, three months before ^{Company to give notice.} any steps are taken in erecting the piers of the said bridge,

Amended and
made 8 times,
see Sec. IV, 29
Vict. Chap. 124.

cause to be published in one of the public newspapers in each of the Counties of Lincoln, Welland and Brant, a notice, in which shall be stated the particular location of the said bridge with reference to known landmarks, the number of its piers, the length and breadth of its piers, and the distances between them, the width in the clear of the draw openings respectively, the entire length of the bridge from land to land, and its height above the water at ordinary stages; and a copy of this notice, the facts of which shall be verified by the oath of the engineer, signed by the President and Secretary of the Company, and acknowledged by them before a Magistrate or Notary Public, shall be filed in the offices of the respective Clerks of the Peace of the said hereinbefore mentioned Counties.

Coffer dams.

XIX.—The said Company shall have power to erect coffer dams and such other works in the Niagara 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 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; 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 public property, 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 public property as aforesaid; nor shall the works be commenced until the plan thereof in all its details, by which the public convenience and the facility

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of navigation can be affected, shall have been submitted to and approved by the Governor in Council; and the Company shall abide strictly by the plans so approved, and shall not deviate therefrom except by the express consent of the Governor in Council to such deviation.

XX.—The Corporation hereby created shall have power to use any of the streets, squares, lanes or alleys of the village of Waterloo, in the said Township of Bertie, for the erection of the said Bridge and the works and approaches thereto appertaining, provided the consent of the Municipal Council of the said Township of Bertie be first obtained. May use streets.

XXI.—If the said bridge shall not be commenced within three years, and completed within six years from the passing of this Act, the said Corporation shall from thenceforth cease. Time to complete bridge.

XXII.—The Interpretation Act shall apply to this Act, and this Act shall be deemed a Public Act.

22 VIC., CAP. 124.

AN ACT to amend the Act to Incorporate the International Bridge Company.

(Assented to 16th August, 1858.)

WHEREAS, an Act was passed in the 20th year of Her Majesty's reign, intituled "An Act to incorporate the International Bridge Company," which it is desirable to amend, and the Board of Provisional Directors have petitioned for an Act to amend the same; Therefore, Her Majesty, &c., enacts as follows:

Preamble 20 V. C. 227.

Capital of the
Company.

I. The capital of the said Company shall be one million five hundred thousand dollars, divided into fifteen thousand shares of one hundred dollars each.

Amends Sec. II,
20th Vict., cap.
227.

Tolls may be
collected by the
Company, but
not to exceed
certain rates.

II. Whenever the bridge authorized by the said Act shall be completed for the passage of ordinary trains and carriages, the said Company may erect toll-gates, fix and collect rates of toll, and make such erections as the Directors may deem expedient to guard the entrance to the said bridge and prevent persons from entering upon or passing the same without paying such tolls; but no greater tolls than the following shall be charged for entering upon or passing over the said bridge, that is to say:—For each foot passenger, twenty-five cents; for each horse and rider, fifty cents; for each horse and single carriage, sixty cents; and an addition of eighteen cents and three-fourths of a cent for each passenger actually travelling in such carriage; for each other passenger, the sum of twenty-five cents; for each double carriage and two horses, one dollar; and eighteen cents and three-fourths of a cent for each passenger actually travelling therein, and twenty-five cents for each additional horse attached to such carriage; for sheep, one and a-half cents per head; for swine, two cents each; for neat cattle, six cents per head; for each horse in droves or in cars, twelve cents and a-half.

Company need
not keep steam
tugs.

Amends Sec.
XIII, 20 V.,
c. 227.

III. So much of the thirteenth section, or of any other part of the said Act as provides that the International Bridge Company shall keep steam tugs for the purpose of towing vessels through the draws of the bridge, shall be and is hereby repealed.

Sec. XVIII of
the said act
amended.

IV. The eighteenth section of the said Act shall be so amended as to read as follows:

“The said Company shall, before any steps are taken in erecting the piers of the said bridge, cause to be published

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three times in one of the public newspapers in each of the Counties of Lincoln, Welland and Brant, a notice, in which shall be stated the particular location of the said bridge with reference to known landmarks, the number of its piers, the length and breadth of its piers, and the distances between them; the width in the clear of the draw-openings respectively; the entire length of the bridge from land to land, and its height above the water at ordinary stages; and a copy of this notice, the facts of which shall be verified by the oath of the Engineer, signed by the President and Secretary of the Company, and acknowledged by them before a Magistrate or Notary Public, shall be filed in the offices of the respective Clerks of the Peace of the said hereinbefore mentioned Counties.

Notice to be given before the piers of Bridge are erected.

V. It shall be lawful for the said Company to enter into any agreement with the Mayor and Corporation of the City of Buffalo, in the United States of America, for the purpose of obtaining the aid of the Corporation of that city in the erection of the bridge; and for such purpose the said Company may accept any guarantee of interest upon their expenditure, or any loan of money or other pecuniary assistance which may be agreed upon by the said parties, and may give such security to the said Mayor and Corporation as may be agreed upon between them.

Company may enter into agreement with the City of Buffalo.

VI. The Directors of the said Company shall have power to collect and receive all charges subject to which goods or commodities may come into their possession; and, on payment of such back charges, shall have the same lien for the amount thereof, upon such goods or commodities as the persons to whom such charges were originally due, had upon such goods or commodities while in their possession; and shall and may have power to do all things whatever which may be requisite or necessary to carry out the objects of the Corporation.

Company collect back charges on certain goods.

VII. This Act shall be deemed a Public Act, and shall be construed as one Act with the Act amended by it.

Public Act.

23RD VICT., CAP. 113.

*AN ACT to amend the Act for the incorporation of the International Bridge Company.**Assented to 19th May, 1860.*Preamble 30th
Vlot., Cap. 227.

Whereas, by an Act passed in the twentieth year of Her Majesty's reign, chapter two hundred and twenty-seven, "For the incorporation of the International Bridge Company," the time for commencing the Bridge is limited to three years from the time when the said Act came into force; And whereas the Provisional Board of Directors have prayed for an extension of the aforesaid term, and it is expedient to extend the same: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

Amenda Sec.
XXI., 20th Vlot.,
Cap. 227.

I. The time limited in and by the twenty-first section of the said Act, for commencing the International Bridge, shall be extended to three years from the tenth day of October, eighteen hundred and sixty; and the time therein and thereby limited for the completion of the said Bridge shall be extended to the tenth day of October, eighteen hundred and sixty-six.

Public Act.

II. This Act shall be deemed a Public Act.

26TH VICT., CAP. 19.

*AN ACT further to amend the Act incorporating the International Bridge Company.**(Assented to 5th May, 1863.)*

Preamble.

WHEREAS, by an Act passed in the twenty-third year of Her Majesty's reign, chaptered one hundred and thirteen, the times for commencing and completing the International

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Bridge were respectively extended; and whereas the Provisional Board of Directors have petitioned for a further extension of time, and it is expedient to grant their prayer:

Therefore Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

I. The times limited in and by the said Act, passed in the twenty-third year of the reign of Her Majesty, chapter one hundred and thirteen, for commencing and completing respectively the International Bridge, shall be respectively further extended to the tenth day of October, one thousand eight hundred and sixty-eight, and the tenth day of October, one thousand eight hundred and seventy-one.

Amend Sec. 1,
24th Vict., Cap.
113.

29TH VICT., CAP. 85.

AN ACT to amend the Acts relating to the International Bridge Company.

(Assented to, 18th September, 1865.)

WHEREAS the International Bridge Company have petitioned to have the Acts relating to the incorporation of that Company amended, by giving the shareholders power, by resolution, at their next general meeting, to reduce the number of their Directors, to have the quorum of the Directors for the transaction of business reduced, and to authorize the Directors to vote by proxy, and to authorize the holding of the meetings of the shareholders and Directors respectively, at such place and places in this Province and elsewhere as may be found most convenient, and for other purposes; and whereas it is expedient to grant the prayer of the said petition: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

Preamble.

Reducing the
numbers of Di-
rectors.

I. At the next general meeting of the shareholders of the International Bridge Company, it shall be lawful for the shareholders of the said Company, if they think proper to do so, to pass a resolution reducing the Directors of the said Company to any number not less than five; and from and after the passing of the said resolution, the number of Directors named in the said resolution, shall be the number of Directors of the said Company; and such number only shall be elected at the election of Directors held next after the said resolution is passed; provided always, that the said resolution shall, at such meeting, have the assent of those holding at least two-thirds in amount of the subscribed shares in the said Company present in person or by proxy, voting at the meeting at which the said resolution is passed.

Quorum.

II. From and after the passing of this Act, the quorum of the Directors of the said Company shall be a majority of the Board present in person or by proxy; anything to the contrary in any Act notwithstanding.

Board meeting.

III. After the passing of this Act, the Directors of the Company may vote at any meeting of the Board by proxy; but, to constitute a Board meeting, three Directors must be present in person.

Notices of meet-
ing.

IV. Notwithstanding anything in the Acts relating to the incorporation of the said Company, the meetings of the shareholders of the said Company, and also of the Directors, may be held in such place and places in Canada, or elsewhere out of it, as the Directors may think most convenient, and as they may, from time to time, order; and the notice of any meeting of Shareholders, for any purpose, may be given by publication in the *Canada Gazette*, and in one daily paper in Toronto, and one in the City of London, England, for the time at present required by the said Acts for the calling of such meetings.

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32-33 VIC., CAP. 65.

AN ACT respecting the "International Bridge Company."

Assented to, 22nd June, 1869.

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 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 for the purpose of aiding 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 of Canada, enacts as follows:

Amends 26th
Vict., Cap. 19.

I. 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.

Power to make
new surveys.

II. 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 such 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 exhanstion of the Company's powers in that behalf.

Power to unite.

III. 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.

Amalgamation.

IV. 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

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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 effects hereinafter provided.

V. The Directors of the International Bridge Company, ^{Power to make joint agreement.} 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 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.

VI. 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 ^{Agreement to be submitted to shareholders.}



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, 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 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 the 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 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 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 of 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.

VII. Upon the making and perfecting of the said agreement and act of consolidation, as provided in the preceding section, and filing 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

Perfecting the
Agreement, &c.

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Corporation, by the name in the 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.

VIII. 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 the 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.

IX. The capital stock of such new Corporation shall be personal property, and no stockholder shall be liable for the payment of any debt or obligation due by the said Corporation, except as provided in the following section.

X. 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 the said new Corporation; if the Directors of such new Corporation shall contract debts for the said Corporation, 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 s

Borrowing
power.

XI. 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; but the principal of the mortgage debt of such Corporation shall not at any time exceed the sum of one million dollars.

Voting.

XII. 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.

Powers of new
Corporation.

XIII. All the powers and rights of any kind, now held or heretofore given, or given by this Act to the International Bridge Company, shall, on such consolidation and amalgamation, be vested in, held, exercised, and enjoyed by the said new Corporation; and all the Statutes relating to the International Bridge Company shall apply to the said new Corporation, to all and every extent, except in so far as the

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same shall be varied by, or shall be inconsistent with this Act, or any thing contained therein.

33 Vic. 49

12 May 1870.

SECTION 2 of the Act of the Parliament of Canada, passed in 1870, and entitled "An Act respecting the Grand Trunk Railway Company of Canada, and the Buffalo and Lake Huron Railway Company."

II. And whereas the present mode of working the traffic from the Buffalo and Lake Huron Railway across the Niagara River is inefficient and expensive, and it is therefore desirable to secure the construction of the International Bridge across the said river, and for that purpose the Grand Trunk Railway Company of Canada desire power to guarantee to the International Bridge Companies, or to the United Bridge Companies, as the case may be, an income in return for the use of the said Bridge, equal, at least, to the sum it costs the Grand Trunk Railway Company to work their present traffic across the said river, including the expenses of maintaining the Boats and all the works connected with their present Ferry:

Therefore, it shall be lawful for the Grand Trunk Railway Company of Canada to enter into agreement with the International Bridge Company, incorporated by the Parliament of the late Province of Canada, and also with the International Bridge Company, incorporated by the Laws of the State of New York, or with the said Companies united, as authorized by the Statute passed by the Parliament of the Dominion of Canada, for the purpose of securing such annual rent as may be necessary to pay interest upon the cost of the said bridge across the

Grand Trunk
Railway Compa-
ny may agree
with Bridge
Company to se-
cure an annual
rent, &c.

Said amount to form part of working expenses.

Sum not to exceed £20,000 sterling per annum.

Prov. as to other Companies.

Niagara River, at or near Fort Erie, in the Province of Ontario, such annual rental being in lieu of the present cost of working and maintaining the present Ferry and Ferry Works between Fort Erie and Buffalo, and the said sum so agreed to be paid shall form part of the working expenses of the Grand Trunk Railway Company, under section twenty of the Grand Trunk Arrangements Act of 1862, (25 Vic. cap. 56.) And any such agreements made between the Companies mentioned in this section shall be binding upon each and all of them: Provided always the sum so agreed to be paid by way of rent as aforesaid shall not exceed the sum of twenty thousand pounds sterling per annum. But nothing in this section contained shall alter, affect, vary or lessen the rights and privileges granted to railway companies in respect to the passage of the said bridge, and the use of the machinery and fixtures thereof, and of all the approaches thereto, by an Act passed by the Legislature of the late Province of Canada, in the 19th and 20th years of Her Majesty's reign, entitled "An Act to incorporate the International Bridge Company."

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PART III.

THIS AGREEMENT, made this eighteenth day of May, in the year of our Lord, 1870:

By and between The International Bridge Company, incorporated by the laws of the State of New York, one of the United States of America, of the first part, and The International Bridge Company, incorporated by the laws of the late Province of Canada, of the second part.

STAMP.

Whereas the said parties of the first part, were and are incorporated under the laws of the State of New York, for the construction of and maintaining a Bridge across the Niagara River, from the City of Buffalo to some point near Fort Erie, in Canada: And whereas the said parties of the second part, were and are incorporated for constructing, maintaining, working, and managing a Bridge across the Niagara River, from some point at or near the Village of Waterloo, known as Fort Erie, in Canada aforesaid, to the City of Buffalo aforesaid: And whereas the said two Companies were so incorporated for the purpose and with the intention of jointly constructing, maintaining, working and managing the said Bridge, and for that purpose and with that intent the capital stock of said Companies, respectively, was duly subscribed, and said Companies were duly organized: And whereas, afterwards by a statute passed by the Legislature of the State of New York, on the fourth day of May, in the year of our Lord 1869; it was, amongst other things, in effect provided that the parties of the first part might consolidate their stock, property and franchises, with the stock, property and franchises of the parties of the second part, for the purpose of creating and maintaining a Bridge across the Niagara

River aforesaid; and further, that the Directors of the said Corporations might enter into a joint agreement in duplicate, under the corporate seal of each 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 officers thereof, and who should 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 or other officers of such new Corporation shall be elected; with such other details as they shall deem necessary to perfect such new organization, and the consolidation of said Corporations:

And whereas, in and by a Statute passed in the session of the Parliament of the Dominion of Canada, held in the thirty-second and thirty-third years of Her present Majesty's reign, and intituled, "An Act respecting The International Bridge Company," like power was given to the said parties of the second part to amalgamate and consolidate their stock, property and franchises with the stock, property and franchises of the parties of the first part in the manner, upon the terms, to the extent, and by the like means as above-mentioned, with respect to the said parties of the first part—the said enactments of said two Legislatures being in effect similar and alike:

And whereas the said two Companies, parties hereto, have determined to avail themselves of the powers contained in said enactments respectively, and the Directors of the said parties hereto respectively have agreed upon the terms of said consolidation and amalgamation: And whereas the capital stock of the Bridge Company incorporated by the laws of the State of New York is one million

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dollars, which has been subscribed, and five per cent. thereon has been called in and paid, and the capital stock of the Bridge Company, incorporated under the laws of the late Province of Canada, is one million five hundred thousand dollars, of which three hundred thousand dollars ^{Recital.} only have been subscribed, and ten per cent. has been called in and paid thereon, making the subscribed capital of said two Companies in all one million three hundred thousand dollars; and whereas it has been agreed that the capital stock of the said united Companies shall be one million five hundred thousand dollars, divided into fifteen thousand shares of one hundred dollars each:

Now, therefore, this agreement witnesseth that the said ^{Therefore, &c.} parties to this agreement have agreed each with the other as follows, that is to say:

I. That the said two Companies, parties hereto of the first and second parts, upon, from, and after the confirmation of this agreement by the stockholders of said Companies respectively, as provided in the statutes lastly above-mentioned, shall be consolidated, amalgamated, and united, and shall form one Company, under the name of "The ^{Corporate name.} International Bridge Company," and that the stock, property, and franchises of said two Companies respectively, parties hereto, shall be consolidated upon the terms and conditions hereinafter expressed:

II. The capital stock of said new Company shall be the sum of one million five hundred thousand dollars, and shall be divided into fifteen thousand shares of the par value of one hundred dollars each. ^{Amount of capital stock.}

III. That there shall be seven Directors of said new Company, who shall manage the stock and property and all the affairs of the said Corporation, and for the transaction of business the majority of the Directors shall be a ^{Number of Directors, and powers.} quorum:

Names of first Directors.

IV. That Charles J. Brydges, of the City of Montreal, in the Dominion of Canada, Esquire; the Honorable James Ferrier, of the same place; Aquila Walsh of the town of Simcoe, Province of Ontario, in the said Dominion of Canada, Esquire, M.P.; P. R. Jarvis, of the town of Stratford, in the said Province, in said Dominion, Esquire; John Bell, of the town of Belleville, in the said Province and said Dominion, Esquire; Elbridge G. Spaulding, of the City of Buffalo, in the State of New York, one of the United States of America, Esquire; and E. C. Sprague, of the same place, Esquire, shall be the first Directors of the said new Company;

To hold office until first Election.

V. That the said Directors named above shall hold office until the first election of Directors of said new Company, to be held as hereinafter provided :

One vote for each share.

VI. That each shareholder in the said new Company shall, at the election of Directors, or in the transaction of any other business by the stockholders in any general or special meeting assembled, have one vote for every share of stock held by such stockholders, and standing in his name upon the books of the Company at the time of such election.

Voting to be by ballot, &c.

VII. That the voting for Directors shall be by ballot, and the persons duly qualified, who have the greatest number of votes, shall be the Directors for the period for which said election shall be held :

Qualification of Directors.

VIII. That the Directors shall each be stockholders, in the Company, duly entered upon the books of the Company for the shares on which they qualify at the time of the election, and shall each hold at least five shares of the capital stock of the Company :

Time of holding first election

IX. That the election for Directors shall be held in each year, on the first Wednesday in the month of October, at such hour and place in the Province of Ontario, or in the State of New York or elsewhere, as shall be fixed by by-

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law, to be passed by the stockholders at the meeting to which this agreement shall be submitted, with power to the shareholders of the new Company from time to time, to vary or change said by-law as they may think best. The first meeting for the election of Directors to be held on the first Wednesday of October next, at such hour and place as shall be fixed by said by-law, in the manner aforesaid :

X. That immediately upon the confirmation of this agreement, the said Directors shall choose from amongst themselves a President of the Company, and also a Vice-President, who shall respectively hold said offices until the first election, to be held as hereinafter provided ; and after each election of Directors, in like manner, a President and Vice-President shall be chosen, who shall hold office until the said next election of Directors ; provided, however, that in case of the failure to elect Directors at the time named in this agreement, the Directors for the time being shall hold office until their successors are elected, such election to be held upon regular notice as hereinafter provided at such time as the Directors by by-law or resolution shall provide in such case ;

President, &c.,
to be chosen on
confirmation of
agreement; who
shall hold office,
&c.

XI. That the Directors shall appoint a Secretary and Treasurer, and that the said offices may be held by the same person or otherwise, as the Directors shall from time to time think proper. They shall also appoint an Engineer, and such other officers as they may think proper and necessary for the interests of the said new Corporation :

Appointment of
Secretary, &c.

XII. The appointment and dismissal of all officers and employes whatsoever, the Secretary, Treasurer, and Engineer included, shall be in the power and discretion of the Directors, who shall have the power to fix and pay the remuneration to be made to all such officers respectively :

Power to dismiss
Officers, &c.

Appointment of
Solicitors, &c.

XIII. The Directors shall also have the appointment and employment of Attorneys, Solicitors, and Counsel for the Company :

Powers and du-
ties of Directors
as to By-laws,
&c.

XIV. That the Directors for the time being shall have the power to pass resolutions or by-laws for the following purposes, that is to say: for making calls on the unpaid capital stock of the Company, and fixing the time when such calls shall be payable; for regulating the transfer of stock, and for from time to time fixing the place where the Company's General Offices shall be kept, and where transfers of stock may be made, and for fixing the time at which the transfer books shall be closed before any election or the declaring of dividends; for declaring of dividends; to provide for the filling of vacancies in the Board of Direction, by reason of the death, disqualification, resignation, or refusal to act of any Director elected at any annual or other meeting of the stockholders; for the appointment of all officers, servants and artificers of the Company, and for regulating their duties and fixing the compensation to be made to them; for regulating the mode of proceedings at the annual and all general and special meetings of the Company, and of the Directors at their meetings, and for fixing the duties of the President and Vice-President of the Company; for the borrowing of money, and for that purpose authorizing the affixing of the corporate seal of the Company to any mortgage made in pursuance of the powers given by statute for that purpose to the Company; also to provide for the holding of the meetings for the election of Directors, and the form of notice to be given in case from any cause the stockholders fail to meet or elect Directors on the day fixed by this agreement for the annual meeting; and generally for the purpose of carrying into effect any and every of the powers of the Company vested in said new Company by virtue of the statutes in that behalf, or by this agreement; and

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for the management and disposition of the stock, property, and affairs of the said Company in all respects:

XV. That a resolution of the Directors shall in every case have the same effect as a by-law of the Directors, and the business of the Company may be by the Directors transacted by by-law or resolution, as the Directors may think best:

Resolutions to have same effect as by-laws.

XVI. That the manner in which the stock of the said two Companies, parties to this agreement, shall be converted into stock of said new Company, shall be as follows:

Mode of converting stock of both Companies into new stock.

The shareholders of the said two Companies, parties hereto; shall in lieu and place of the shares held by them in said Companies, or either of them, be entitled to receive paid up stock in said new Company to the amount they have respectively paid to the said Companies, or either of them, on account of their stock respectively, as appears in the books of the said Companies, or either of them, and in the event of the sum so found to have been paid by any of the holders of said shares in said two Companies, or in either of them, being less than the amount of one share in the capital stock of the new Company, then every such shareholder shall, upon payment of the difference between the amount so paid and the amount of one share, be entitled to one share in capital stock in said new Company; and so on, in case the sum so paid by any shareholder in the said two Companies, parties hereto, taken together, or either of them, shall be equal to one or more shares in the capital stock in said new Company, and the fractional part of a share, then, and in every such case, such shareholder shall be entitled to have and receive as many shares of the capital stock of the new Company, paid up in full, as the amount or amounts so paid by him shall be equal to; and upon paying the difference, shall, for said fractional part, receive a paid up share in said new Company's capital stock; but until such difference is paid up, no person or persons shall in any case above provided for in this clause, in respect of any

fractional amount, be entitled to any share in respect thereof until the difference between a share and said fractional part has been fully paid to said new Company; and that for the foregoing purposes the Directors shall immediately issue to those of the shareholders of said two Companies respectively entitled to paid up shares, in full, as above provided, the number of shares so paid up in full required to convert the said stock as aforesaid; and they shall make proper provision for the issue of paid up stock to those entitled to said shares, under the foregoing provisions, upon payment of the differences as above provided. And it is also agreed that in making such conversions, the payments of those who hold stock in both of the Companies, parties hereto, shall be added together:

Directors to have power to issue remaining shares; 10,000 shares may be preferential.

XVII. That the Directors of said new Company shall have power, from time to time, to issue the remaining shares of the capital stock of the Company, in such manner, and in such places, and to sell and dispose thereof, as they shall think best. That of the said last mentioned remainder, the Directors shall have power to issue, from time to time, not to exceed ten thousand shares of one hundred dollars each, preferential shares or stock, and said issue, shall, in case this power is exercised, be described as preferential shares, and the holders thereof shall be entitled to receive and be paid from the net revenues of said Company, in preference to all other stock, dividends at a rate not exceeding seven per cent. per annum on the par value thereof. and said preferential shares in the capital stock of said new Company shall be disposed of upon such terms, at such price, and in such manner as the Directors for the time being shall think best for the interests of the Company:

Power to make and the manner of making calls on stock.

XVIII. That the calls upon the said remainder of the capital stock of the new Company, that is the portion thereof issued or subscribed for as not paid up in full, shall be

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payable at the times, and in the manner, and in the proportions the Directors of the Company shall, from time to time, fix and direct, and for the collection of the said calls, the Company shall have all the rights and remedies given by the several acts and statutes relating to the said International Bridge Companies in that behalf; provided always that notice of the said calls shall be given by the Directors in the State of New York, in the manner provided in that behalf, in the statutes of the State of New York, relating to the said Company, and in the Province of Ontario, in the manner provided by the statutes of the late Province of Canada, in that behalf, relating to the International Bridge Company.

XIX. It is also agreed that the Directors of said new Company shall have power from time to time to borrow such sums of money as may be necessary for the construction and completion of its Bridge, and for maintaining and operating the same, and for the acquiring of the necessary real estate for the site of said Bridge and the approaches thereto, to mortgage its corporate property and franchise to secure the payment thereof and the interest thereon; but the principal of the mortgage debt of the said new Company shall not at any time exceed the sum of one million dollars. That the Directors may make said mortgage to secure the payment of the Company's bonds with interest coupons, payable in such place, and at such dates, both as to principal and interest, as they may think best, and either altogether or partly in Canadian, United States, or sterling currency, as the Directors may elect; and that the mortgage may, if it is deemed best by the Directors, be made to secure the whole amount of one million dollars at once, and the Directors shall issue the bonds from time to time as they may think proper, and as the requirements of the Company may render necessary:

Directors may mortgage Bridge, &c., and to what extent.

Mortgage may be made to secure bonds, &c.

Where interest, &c. may be payable.

Where offices
may be opened
for transfer, &c.

XX. That the Directors may open an office in London, England, or in the City of New York, in the State of New York, or in both places, for the transfer and registration of shares and bonds, or either, and any registration made in any or either of said offices shall be valid :

Rate at which
securities may
be issued in ster-
ling money.

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XXI. That in issuing any securities of the said new Company, if they are issued in sterling money of Great Britain, they shall be issued at the rate of four dollars and eighty-six cents in gold to the pound sterling.

To what extent
Statutes of New
York and Canada
shall apply to
new Company.
Powers, &c.

XXII. That the several clauses of the several statutes of the State of New York and of the United States of America, and also of the late Province of Canada, and of the Dominion of Canada, relating to the said Companies, parties hereto, or either of them, to the extent in the last two of the Acts in the recital to this agreement mentioned, except in so far as other provision is made in this agreement, shall apply to the said new Company, so consolidated as aforesaid, and said new Company shall have, exercise, and enjoy all the powers and rights held by the said two Companies, before the completion of said consolidation and amalgamation :

As to acquiring
lands, &c.

XXIII. The Directors of the new Company to have all the powers to acquire the land for said Bridge and its approaches, and of selecting and adopting the site of the Bridge and otherwise, and of adopting any site now selected, if any such exist, and in all and every respects as the Directors of said Companies respectively could but for said consolidation and amalgamation.

Notice for all
meetings provi-
ded for.

XXIV. With respect to the calling and holding of general and special general meetings of the stockholders, it is

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agreed that the Directors shall cause notice to be given of the time and place of holding the Annual General Meeting for the election of Directors, and of all general and special meetings, and such notices shall in each case be given in at least one daily paper published in the City of Buffalo, and in at least one daily paper published in the City of Toronto, in the Province of Ontario, for at least two weeks before the day of holding any such meeting, and no other publication of such notice shall be necessary; and at special meetings, the business stated in the notice calling the same, shall be the only business which shall be transacted at said meeting. Provided, however, any meeting of which notice is so given, may be adjourned from time to time; as a majority of the shareholders, present in person and by proxy, may by vote decide, and no notice of any such adjournment need be given, and at all and each and every meeting of stockholders, all questions submitted to the vote of the stockholders shall be determined by the majority of votes cast in person or by proxy.

XXV. In this agreement the words "shareholder" and "stockholder" shall have the same signification.

XXVI. And lastly, it is hereby declared and agreed that upon the said confirmation of this agreement in the manner provided in the said two statutes lastly mentioned in the recital to this agreement, the stock in the said two Companies, parties hereto, shall be united, consolidated and amalgamated, and shall no longer have a separate or distinct existence, for any purpose whatsoever, and shall be represented by the said new stock, so entered on said new stock books, and shall be in the place and stead thereof.

In witness whereof the said parties hereto have hereunto

Effect of confirmation of agreement declared.

affixed their corporate seals, on the day and in the year first above written.

Executed in presence of
WILLIAM WAINWRIGHT.

C. J. BRYDGES,
PRESIDENT.



C. J. BRYDGES,
PRESIDENT.



