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No. 180.

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4th Session, 8th Parliament, 29th Victoria, 1865.

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**BILL.**

An Act to incorporate the Buffalo and  
Detroit Railway Company.

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Received and read, first time, Friday, 26th  
August, 1865.

Second reading, Monday, 28th Aug., 1865.

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**MR. WALSH.**

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**QUEBEC :**

PRINTED BY HUNTER, ROSE & CO., ST.  
URSULE STREET.

An Act to incorporate the Buffalo and Detroit Railway Company

**W**HEREAS the construction of a line of Railway between Fort Erie and the village of Windsor, would be of great advantage to that section of country, adjacent to and being between the great Western Railway and Lake Erie; and certain persons having petitioned 5 for the same: Be it therefore enacted, by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada.

That

10 with such other persons, their heirs and assigns, as shall under the provision of this Act become shareholders in the Joint Stock Company hereby created for the construction of the Railway aforesaid, are 15 ordained, constituted and declared to be a body corporate and politic, in fact, by and under the name and style of the Buffalo and Detroit Railway Company.

1. That

are hereby constituted Provisional Directors for the purpose of this Act.

2. The said Company and their servants and agents shall have full 20 power under this Act to lay out, construct, make and finish a double or single Iron Railroad or way, at their own cost and charges, on or over all or any of the country lying between Fort Erie on the Niagara River and the village of Windsor, on the Detroit River.

3. The several Clauses of "The Railway Clauses Consolidation Act," 25 with respect to the first, second, third and fourth Clauses thereof, and also the several Clauses of the said Act with respect to "Interpretation," "Incorporation," "Powers," "Plans and surveys," "Lands and their valuation," "Highways and Bridges," "Fences," "Tolls," "General Meetings," "Directors, their Election and Duties," "Shares, 30 and their transfer," "Municipalities," "Shareholders," "Actions for Indemnity, and Fines and Penalties and their Prosecution," "Working of the Railway" and "General Provisions," except in so far only as may be inconsistent with any express provisions hereinafter made, shall be incorporated with this Act, and shall be included by the 35 expression "this Act" whenever used herein.

4. The Provisional Directors or a majority of them, shall have power to appoint times and places for opening stock books, to advertise the same in such manner and places as may be most conducive 40 to the object of this Act, to make provision for all preliminary expenses including fees for the obtaining of this Act, preliminary surveys and disbursements, and they shall have power to make calls on sub-

cribed stock for these purposes, not exceeding in all per centum on such subscribed stock for the purposes herein named, and they shall have power to appoint one of their number a paid Director, also to appoint one or more of their number with full power to obtain subscriptions beyond the limits of the Province, to call a general meeting of the 5 subscribers by public advertisement, within not less than thirty days; notice thereof, at such time and place as may be most expedient to be held at, for the purpose of choosing seven Directors as their successors, which seven directors shall hold office until the second Tuesday in the month of June following, and on the election of the said seven Directors, 10 the functions and powers of the provisional Directors shall cease and terminate.

5. After the stock books have been closed, the provisional directors shall meet, and they shall have power to examine the subscription made for stock, and may proceed then and there to allot the said 15 stock in such amounts in such manner and to such of the said subscribers as a majority of said directors shall think proper, and the persons to whom the stock is so allotted shall on compliance with this Act as to the payment of the per centage thereon be the shareholders of the said 20 Company.

6. The Company may unite or make traffic arrangements with any other Railway Company or Companies in this Province, or with the International, or any other Bridge Company, or may lease the Railway of any Company, with the necessary conveniences for the purposes of such union, occupation or traffic arrangements, and the Board of Di- 25 rectors of such Railways, and the International or other Bridge Company may agree upon such union, lease or traffic arrangements, and grant facilities for the same, and in case of disagreement as to the amount of compensation to be made therefor, or as to the facilities to be granted under such traffic arrangements, union or lease, the same shall 30 be determined by one or more arbitrators appointed on application of either Company, upon notice to the other, by a Judge of one of Her Majesty's Superior Courts of Upper Canada.

7. Any shareholder in the said Company, whether a British subject or alien, or a resident in Canada or elsewhere, shall have equal 35 rights to hold Stock in the said Company, to vote on the same and to be eligible to office in the said Company.

8. A stockholder may appoint any person, being a stockholder, to vote and act for him or her, by proxy, at all special or general meet- 40 ings of the Company, and for the election of Directors.

9. Any Director resident beyond the limits of the Province, may appoint another Director to be his proxy, and to vote for him at the Board, but no Director shall act as proxy for more than two other Directors. The appointment may be as follows, or to the like effect: 45

I appoint \_\_\_\_\_ of \_\_\_\_\_, Esquire, one of the Directors of the \_\_\_\_\_ Railway Company, to be my proxy as a Director of this Company, and as such proxy to vote for me at all meetings of the Directors of this Company, and generally to do all that I could myself do as such Director, if personally present at such 50 meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 185

(Signature,)

A. B.

10. On the second Tuesday in June in each year, at the Office of the said Company, there shall be chosen by the shareholders, seven Directors in the manner hereinafter provided; and notice of such annual elections, shall be published one month before the day of election, in one newspaper published in the City of Toronto, and in the *Canada Gazette*; and all elections for Directors shall be by ballot, and the persons who shall have the greatest number of votes at any election shall be Directors; and if it shall happen that two or more shall have an equal number of votes, the shareholders shall determine the election by another or other votes, until a choice is made; and if a vacancy shall at any time take place among the Directors by death, resignation or removal from the Province, such vacancy shall be filled for the remainder of the year, by a vote of the majority of the Directors, and the said seven Directors shall form a Board of Directors.

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

12. No shareholder shall be eligible to be elected a Director under this Act, unless he shall be a *bona fide* stockholder in the said Company to the amount of at least one thousand dollars and shall have paid up all calls on such stock.

13. No call of money from the shareholders, shall exceed ten per centum on their shares, nor shall more than one call be made within sixty days.

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

15. The said Company shall have power to become parties to promissory notes and bills of exchange, for sums not less than one hundred dollars, and every such promissory note made or endorsed, and such bill of exchange drawn, accepted or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer, and under the authority of a majority of a quorum of the Directors, shall be binding on the Company, and every such promissory note or bill of exchange, made, drawn, accepted or endorsed by the President or Vice-President of the said Company and countersigned by the Secretary and Treasurer as such, after the passing of this Act, shall be presumed to have been properly made, drawn, accepted or endorsed, as the case may be, for the Company, until the contrary be shewn; and in no case shall it be necessary to have the seal of the Company affixed to any such bill of exchange or promissory note, nor shall the President, Vice-President, or Secretary or Treasurer of the Company so making, drawing, accepting or endorsing any such promissory note or bill of exchange, be thereby subjected individually to any liability whatever; Provided always, that nothing in this section shall be construed to authorize the said Company to issue any note payable to bearer, or any promissory note intended to be circulated as money, or as the notes of a Bank.

16. The capital stock of the Company shall be seven millions of dollars divided into seventy thousand shares of one hundred dollars each.

**17.** The Company may raise by way of loan upon their bonds or debentures, in addition to their authorized share capital, any sum not exceeding one half of such capital, and such bonds or debentures may be for such amounts respectively as the said Company may deem expedient; and all bonds and debentures to be executed by the said Company, may be payable to bearer, and all such bonds, debentures or other securities of the said Company, and all dividends and interest warrants thereon respectively, which shall purport to be payable to bearer, shall be assignable at law by delivery, and may be sued on and enforced by the respective bearers and owners thereof, for the time being, in their own names.

**18.** The Directors of the Company may, subject to the rules and regulations, from time to time, of the Board, appoint an agent in the City of London in England, or elsewhere beyond the limits of this Province, with power to pay dividends, to open and keep books of transfer for the shares of the Company, and for the issue of scrip and stock certificates, and thereupon shares may be transferred from the Canada office to the office of such agent, in the names of the transferees, in the same manner as shares may be transferred in the former office, and *vice versa*; and shares originally taken and subscribed for in Great Britain, or elsewhere, may be entered upon the books at the said office, and scrip certificates be issued for them, and the agent or other officer shall transmit an accurate list of all such transfers and scrip certificates so issued to the Secretary or other officer of the Company in this Province, who shall thereupon make the requisite entries respecting such transfer and scrip certificates in the Register kept in the Province; and thereupon the same shall be binding on the Company as to all the rights and privileges of stockholders, as though the scrip certificates had been issued by the Secretary of the Company in this Province.

**19.** The company may take the land and water frontage of any other railway company, not in actual use by any railway company at the passing of this Act, nor in the every day use of any other railway company at the time of the passing of this Act, or for six months previous to the passing of this Act, paying therefore in like manner as provided for by "The Railway Act."

**20.** It shall and may be lawful for the said Company, with the permission of the Governor in Council, to take and appropriate for the use of the said Railway, but not to alienate, so much of the wild land of the Crown, not theretore granted or sold, lying on the route of the said Railway, as may be necessary for the said Railway; as also so much of the land covered with the waters of any river, stream, lake or canal, or of their respective beds, as may be found necessary for the making and completing or more conveniently using the same, thereon to erect such wharves, quays, inclined planes, bridges, cranes and other works as the Company shall seem meet; Provided always, that it shall not be lawful for the said Company to cause any obstruction in or to impede the free navigation of any river, stream or canal to or across which their railway shall be carried; and if the said railway shall be carried across any navigable river or canal, the said Company shall leave such openings between the piers of their bridge or viaduct over the same, and shall construct such draw-bridge or swing-bridge, if any such bridge be necessary, over the channel of the river or canal, and shall be subject to such regulations with regard to the opening of such draw-bridge or swing-bridge, if any such be

constructed, for the passage of vessels and rafts, as the Governor in Council shall direct and make from time to time; and by any such Regulation the Governor in Council may impose penalties not exceeding forty dollars for any contravention thereof; nor shall it be  
 5 lawful for the said Company to construct any wharf, bridge, pier or other work upon the public beach or bed of any navigable river or stream, or upon the lands covered with the waters thereof, until they shall have submitted the plan of such work to the Governor in Council, nor until the same shall have been approved by him in Council as  
 10 aforesaid.

**21.** Any award made as to lands required by the Company for their railway and station grounds may be set aside; and a new arbitration had, or the matter may be referred back to the arbitrators, on application to the Court of Queen's Bench or Common Pleas; and in case  
 15 of a new arbitration the original arbitrators shall not be appointed, if either party objects.

**22.** Any notice for lands given under this Act, or any other Act relating to the Company, may be desisted from, and new notice given with regard to the same or other lands, to the same or other party;  
 20 but in any such case the liability to the party first notified, for all damages or costs by him incurred in consequence of such first notice and desistment, shall subsist.