

Acts of the General Assembly of Her Majesty's Province of New-Brunswick passed in the year 1851. Fredericton, NB: John Simpson, Printer to the Queen's Most Excellent Majesty, 1851.

14 Victoria – Chapter 1 Private or Personal Acts

An Act to incorporate the European and North American Railway Company. Passed 15th March 1851.

Whereas it is contemplated, under concurrent Charters, to construct a continuous line of Railway from Bangor, in the State of Maine, through the Provinces of New Brunswick and Nova Scotia, to Halifax, or some other Port on the Eastern Coast of Nova Scotia, under the name of "The European and North American Railway Company," thereby affording an uninterrupted route of land communication to all parts of North America, from some Atlantic Port in the most direct line of Emigration, Traffic, and Travel, between the old and the new world: And Whereas in furtherance of this great object, the Legislature of the State of Maine has passed an Act to authorize the construction of such Railway through their own territory, by a Corporation under the aforesaid name: And Whereas it is advisable for the more efficient and economical construction and working of the said Railway, that provision should be made in the concurrent Charters of the said Provinces and State, to enable the respective Corporations, or Companies, by deed, contract or agreement, if they deem it expedient, to establish a uniform system of management and direction over the whole proposed line: And Whereas it is the duty of this Province to grant every facility and encouragement to such enterprising persons as may be desirous and willing to make and maintain such a Railway throughout this Province, by granting to them an Act of Incorporation, with the privilege of establishing Branch Lines and Steam Vessels in connexion with the said Railway, both on the Gulf of Saint Lawrence and the Bay of Fundy, as the Company may deem desirable

I. Be it therefore enacted by the Lieutenant Governor, Legislative Council and Assembly, That the Honorable Ward Chipman, the Honorable Charles Simonds, Speaker of the House of Assembly, the Honorable E. B. Chandler, Rear Admiral the Honorable William Fitzwilliam Owen, the Honorable J. R. Partelow, Provincial Secretary, the Honorable Amos E. Botsford, the Honorable John Robertson, the Honorable R. L. Haxen, the Honorable Alexander Rankin, M.P.P., J. Montgomery, M.P.P, William Crane, M.P.P., the Honorable John A. Street, Attorney General, M.P.P., William J. Ritchie, M.P.P., John Hamilton Gray, M.P.P. Daniel Hanington, M.P.P., Bliss Botsford, M.P.P., James Taylor, M.P.P., Robert B. Chapman, M.P.P., Matthew M'Leod, M.P.P., George Hayward, M.P.P., George Ryan, M.P.P., Henry W. Purdy, M.P.P., William Scoullar, M.P.P., Robert D. Wilmot, M.P.P., William H. Steves, M.P.P., Reuben Stiles, M.P.P., William H. Needham, M.P.P., S. L. Tilley, M.P.P., George L. Hatheway, M.P.P., John M. Johnson, M.P.P., William Porter, M.P.P., John Robinson, M.P.P., Robert Jardine, George Botsford, President of the Central Bank of New Brunswick, James M'Farlane, Thomas G. Hatheway, William Wright, D. J. M'Laughlin, President of the Commercial Bank at the City of Saint John, James W. Chandler, Nehemiah Marks, Frederick A. Wiggins, Joseph Salter, Enoch Stiles, George Calhoun, John Smith, John C. Littlehale, James Roach, James Secord, Alleyn C. Evanson, William Coates, Moses Jones, Silas Crane Charters, John Robb, John Hickman, Junior, Christopher Boultenhouse, Charles F. Allison, George Oulton,

William H. Bnckerfield, Peter Etter, Charles F. Prescott, Allan Otty, Henry Chubb, William R. M. Burris, John Thurgar, George E. Fenety, T. W. Anglin, Edward Allison, Thomas E. Millidge, President of the Bank of New Brunswick, Charles Brown, George Sutherland, John Wesley Weldon, Stephen Binney, Alexander Wright, and such other persons as shall from time to time become proprietors of the shares in the Company hereby established, their successors and assigns, shall be, and they are hereby declared, ordained and constituted to be a Corporation, Body Politic and Corporate, by the name of The European and North American Railway Company, and shall by that name have perpetual succession and a Common Seal; and shall and may by the same name sue and be sued, plead and be impleaded, answer and be answered unto, defend and be defended in all Courts and places whatsoever, and shall also have power and authority to purchase, hold and enjoy lands, tenements and hereditaments, for them and their successors and assigns, for making the Railway, and for settlers on the line of the said Railway, and generally for the purposes of carrying the provisions of this Act into effect; and also that they the said Company shall from time to time, and at all times, have full power and authority to constitute, make, ordain and establish such bye laws, regulations and ordinances as may be deemed necessary for the good rule and government of the said Company; provided that such bye laws, regulations and ordinances as may be deemed necessary, be not contradictory or repugnant to the laws of this Province; and provided also, that no bye laws, regulations and ordinances made under and by virtue of the power and authority of this Act, shall be of any force or effect, until one calendar month after a true copy of such bye laws, regulations and ordinances, certified under the hand of the President of the said Company, shall have been laid before the Lieutenant Governor or Administrator of the Government in this Province for the time being, for approval or disapproval, unless the Lieutenant Governor or Administrator of the Government shall before such period signify his approbation thereof.

II. And be it enacted, That the capital stock of the Company hereby established shall be Fifteen hundred thousand pounds, the whole to be paid in current money of this Province; the whole amount of the said capital stock to be divided into sixty thousand shares, of twenty five pounds each; and the said Corporation, if necessary, shall have power to extend the said capital stock to a sum or sums not exceeding Two millions of pounds of like current money, and shall have power to increase the number of shares accordingly; which original shares and increased stock shall be vested in the persons hereinbefore named, and such other persons as may take shares in the said Company, their successors or assigns; and upon taking such shares, they shall deposit in such Bank or Banks in the British North American Colonies, or elsewhere, as the Directors of the said Company shall from time to time appoint for that purpose, the sum of five shillings per share current money aforesaid; and the remaining amount of such shares shall be called in as the work progresses, in such parts and amount per share as the Directors of the said Company may deem necessary; provided always, that two pounds ten shillings per share shall be the greatest amount per share of any one call which the said Directors may make on the shareholders, and two months at least shall be the interval between successive calls; and thirty days previous notice of payment being required for any one call, shall be given in the Royal Gazette at Fredericton, and one or more of the newspapers published in the City of Saint John; provided also, that the whole amount of such calls shall not exceed, in any one year, one third part of the amount subscribed; and on demand of the holder of any share, the Company shall cause a receipt or certificate of the proprietorship of such share to be delivered to such shareholder, and the same may be according

to the form in the Schedule A to this Act annexed, or to the like effect, or in such other form as the said Company may by their bye laws prescribe; and every of the said shares shall be deemed personal estate, and transferable as such, and shall not be deemed or taken to be of the nature of real property; and every such share shall entitle the holder thereof to a proportionate part of the profits and dividends of the said Company; provided also, that the money so to be raised as aforesaid, shall be laid out in the making, completing and maintaining the said Railway, and other the purposes therewith connected, mentioned in this Act, and in payment of the legal and other expenses incurred in and about the incorporating and establishing the said Company, and to no other use or purpose whatsoever.

III. And be it enacted, That so soon as one hundred thousand pounds of the capital stock of the said Company shall have been subscribed, and the deposit of five shillings per share shall have been actually paid as aforesaid, and not before, it shall be lawful for the said Company, and they are hereby authorized and empowered, by themselves, their deputies, agents, officers, and workmen, to make, construct, and finally complete, alter, and keep in repair, a Railway, with one or more sets of rails or tracks, with all suitable bridges, archways, turn-outs, culverts, drains, and all other necessary appendages, and to erect such wharves, moles, jetties, piers, docks, harbours, landings, aboideaux [aboiteaux], dikes, buildings, depots, and warehouses, either at the termini or on the line of the said Railway, and to purchase and acquire such stationary or locomotive steam engines, and carriages, wagons, floats, and other machinery and contrivances, and real or personal property, as may be necessary for the making and maintaining the said Railway, and for the transport of passengers and merchandize thereon, and for other purposes of this Act; and may hold and possess the land over which the said Railway is to pass, and such adjoining lands as may be required; which Railway is to run from some point or place from the Eastern Boundary of this Province, in the County of Westmorland, so as best to connect with a Railway to be constructed from the City of Halifax, or some other Port on the Eastern Coast of the Province of Nova Scotia, on the Atlantic Ocean, over the most practicable route through this Province of New Brunswick, so as best to connect with a Railway to be constructed from the City of Bangor, in the United States of America, to the Eastern part of the State of Maine, under a Charter from the same State, with a like name as is used in this Act, as the Directors of this Company, in the exercise of their best judgment and discretion, shall judge most favourable and best calculated to promote the public convenience, and carry into effect the intentions and purposes of this Act; provided always, that a Map or Plan of the route determined upon shall be deposited in the Office of the Secretary of this Province.

IV. And be it enacted, That the said Company shall and may, if they deem it expedient, make Branch Railways to every or any part of the Province, and manage such Branch Railways, and procure and own such steam boats or vessels as may be necessary to ply in connexion with the said Railway, in the waters of any part of the Gulf of Saint Lawrence, or in the Bay of Fundy, or in the waters contiguous to either of them; and for that purpose shall exercise and possess all the powers, privileges and authorities necessary for the management of the same in as full and ample a manner as they are hereby authorized to do with respect to the said Railway.

V. And be it enacted, That it shall be lawful for the Directors of the said Company, in their discretion, until the said Railway shall be completed and opened to the public, to pay interest at any rate not exceeding six pounds per centum per annum on all sums called up in respect of the shares from the respective days on which the same shall be paid, such interest to accrue and be paid at such times and places as the said Directors shall appoint for that purpose; provided always, that no interest shall accrue to the proprietor of any share upon which any call shall be in arrear in respect of such shares or any other share to be holden by the same proprietor during the period while such call shall remain unpaid.

VI. And be it enacted, That the certificate of the proprietorship of any share in the said Company shall be admitted in all Courts as prima facie evidence of the title of any shareholder, his executors, administrators, successors or assigns, to the share therein specified; nevertheless, the want of such certificate shall not prevent the holder of any share from disposing thereof.

VII. And be it enacted, That no shareholder shall be entitled to transfer any share, after any call shall have been made in respect thereof, until he or she shall have paid all calls for the time being due on every share held by him or her.

VIII. And be it enacted, That the said Company shall not be bound to see to the execution of any trust, whether express, implied or constructive, to which any of the said shares may be subject, and the receipt of the party in whose name any such share shall stand in the Books of the said Company, or if it stands in the name of more parties than one, the receipt of one of the parties named in the Register of Shareholders shall from time to time be a sufficient discharge to the said Company for any dividend or other sum of money payable in respect of such share, notwithstanding any trust to which such share may then be subject, and whether or not the said Company have had notice of such trusts, and the said Company shall not be bound to see to the application of the money paid upon such receipts.

IX. And be it enacted, That the several persons who have or shall hereafter subscribe any money towards the said undertaking, or their legal representatives respectively, shall pay the sums respectively so subscribed, or such portions thereof as shall from time to time be called for by the Directors of the said Company, at such times and places as shall be appointed by the said Directors; and with respect to the provisions in this Act contained for enforcing the payment of the calls, the word "shareholder" shall extend to and include the personal representatives of such shareholder.

X. And be it enacted, That it shall be lawful for the Directors of the said Company from time to time to make such calls of money upon the respective shareholders in respect of the amount of capital respectively subscribed or owing by them, as they shall deem necessary, provided that thirty days notice at the least be given of each call as aforesaid, and that no call exceed the prescribed amount aforesaid, and that successive calls be not made at less than the prescribed interval aforesaid or a greater amount called in, in any one year, than the prescribed amount aforesaid; and every shareholder shall be liable to pay the amount of the call so made in respect of

the shares held by him to the persons and at the times and places from time to time appointed by the said Company or the Directors thereof

XI. And be it enacted, That if before or on the day appointed for payment any shareholder do not pay the amount of any call to which he is liable, then such shareholder shall be liable to pay interest for the same at the rate allowed by law, that is to say, six per centum per annum from the day appointed for the payment thereof to the time of the actual payment.

XII. And be it enacted, That it shall be lawful for the said Company, if they think fit, to receive from any of the shareholders willing to advance the same, all or any part of the moneys due upon their respective shares beyond the sums actually called for; and upon the principal moneys so paid in advance, or so much thereof as from time to time shall exceed the amount of the calls then made upon the shares, in respect of which such advance shall be made, the Company may pay interest at such rate, not exceeding the legal rate of interest for the time being, as the shareholder paying such sum in advance and the said Company may agree upon.

XIII. And be it enacted, That if at the time appointed by the said Company, or the Directors thereof for the payment of any call, any shareholder shall fail to pay the amount of such call, it shall be lawful for the said Company to sue such shareholder for the amount thereof in any Court of Law or Equity having competent jurisdiction, and to recover the same with lawful interest from the day on which such call was payable.

XIV. And be it enacted, That in any action or suit to be brought by the said Company against any shareholder to recover any money due upon any call, it shall not be necessary to set forth the special matter, but it shall be sufficient for said Company to declare that the defendant is the holder of one share or more in the said Company, stating the number of shares, and is indebted to the said Company in the sum of money to which the calls in arrear shall amount in respect of one call or more upon one share or more, stating the number and amount of each of such calls whereby an action hath accrued to the said Company by virtue of this Act.

XV. And be it enacted, That on the trial or hearing of such action or suit it shall be sufficient to prove that the defendant at the time of making such call was the holder of one share or more in the said Company, and that such call was in fact made and such notice thereof given as is directed by this Act; and it shall not be necessary to prove the appointment of the Directors who made such call, or any other matter whatsoever; and thereupon the said Company shall be entitled to recover what shall be due upon such call and interest thereon, unless it shall appear either that any such call exceeds the prescribed amount aforesaid or that due notice of such call was not given, or that the prescribed interval between two successive calls had not elapsed as aforesaid.

XVI. And be it enacted, That the production of the Register of Shareholders shall be prima facie evidence of such defendant being a shareholder, and of the number and amount of his shares.

XVII. And be it enacted, That if any shareholder fail to pay any call payable by him, together with the interest, if any, that shall have accrued thereon, the Directors of the said Company at anytime after the expiration of two months from the day appointed for payment of such call, may declare

the share in respect of which such call was payable, forfeited, and that whether the said Company have sued for the amount of such call or not.

XVIII. And be it enacted, That before declaring any shares forfeited, the Directors of said Company shall cause notice of such intention to be left or trans-mitted by Post to the usual or last place of abode of the person appearing by the Register of Shareholders to be the proprietor of such share; and if the holder of any such share be beyond the limits of this Province, or if his usual or last place of abode be not known to the said Directors, by reason of its being imperfectly described in the Shareholders' Address Book, or otherwise; or if the interest in any share shall be known by the said Directors to have become transmitted otherwise than by transfer, and so the address of the parties to whom the said share or shares may for the time being belong shall not be known to the said Directors, the said Directors shall give public notice of such intention in the Royal Gazette, at Fredericton, and also in one or more of the Newspapers published in the City of Saint John, and the several notices aforesaid shall be given ninety days at least before the said Directors shall make such declaration of forfeiture.

XIX. And be it enacted, That the said declaration of forfeiture shall not take effect so as to authorize the sale or other disposition of any share, until such declaration shall have been confirmed at the next general meeting of the said Company to be held after such notice of intention to make such declaration of forfeiture shall have been given; and it shall be lawful for the said Company to confirm such forfeiture at any such meeting, and by an order at such meeting, or any subsequent general meeting, to direct the share or shares so forfeited to be sold, or otherwise disposed of.

XX. And be it enacted, That after such confirmation as aforesaid, it shall be lawful for the said Directors to sell the forfeited share by Public Auction; and if there be more than one forfeited share, then either separately or together, as to them shall seem fit; and any shareholder may purchase any forfeited share so sold as aforesaid.

XXI. And be it enacted, That an affidavit by some credible person not interested in the matter, sworn before any Justice of the Peace, or before any Commissioner for taking affidavits in the Supreme Court, or other person qualified by law to take affidavits, that the call in respect of a share was made and notice thereof given, and that default in payment of the call was made, and that the forfeiture of the share was declared and confirmed in manner hereinbefore required, shall be sufficient evidence of the facts therein stated, and such affidavit, and the receipt of the Treasurer of the said Company for the price of such share, shall constitute a good tide to such share, and a certificate of proprietorship shall be delivered to such purchaser, and thereupon he shall be deemed the holder of such share, discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his tide to such share be affected by any irregularity in the proceedings in reference to such sale.

XXII. And be it enacted, That the said Company shall not sell or transfer more of the shares of any such defaulter than will be sufficient, as nearly as can be ascertained at the time of such sale, to pay the arrears then due from such defaulter on account of any calls, together with interest and

the expenses attending such sale and declaration of forfeiture, and if the money produced by the sale of any such forfeited shares be more than sufficient to pay all arrears of calls and interest thereon due at the time of such sale, and the expenses attending the declaration of forfeiture and sale thereof with the proof thereof and certificate of proprietorship to the purchaser, the surplus shall, on demand, be paid to the defaulters.

XXIII. And be it enacted, That if payment of such arrears of calls, and interest and expenses, be made before any share or shares so forfeited and vested in the said Company shall have been sold by Public Auction as aforesaid, such share or shares shall revert to the party or parties to whom the same belonged before such forfeiture, in such manner as if such calls had been duly paid.

XXIV. And be it enacted, That His Excellency the Lieutenant Governor or Administrator of the Government for the time being, by and with the advice and consent of Her Majesty's Executive Council, be and is hereby authorized and empowered to grant unto the said Company, and the said Company are hereby invested with the right, by their agents, servants and workmen, to enter and go in and upon the Crown Lands lying in the route or line of the contemplated Railway, for the purpose of making examinations, surveys and other necessary arrangements, and also for the construction and repair of the said Railway and the Branches connected with the said Railway, its several station houses and depots, and for fuel for the use of the engines, station houses and depots belonging thereto and the said Branches, to dig for, take, remove and use any earth, gravel, stone, timber, wood or other matter, under, on or from the Crown Land contiguous to the Railway, free from any duties or charges therefor.

XXV. And be it enacted, That it shall and may be lawful for the said Lieutenant Governor or Administrator of the Government for the time being, by and with the consent aforesaid, and he is hereby fully authorized and empowered to grant unto the said Company, without pecuniary consideration, from the vacant Crown Lands, a belt or strip of such part of the Crown Lands as the said contemplated Railway and the said Branches may pass over and through, the said belt or strip to extend two hundred feet on both sides of the track of the Railway measured from the centre thereof and also additional pieces or parcels of land severally not exceeding five hundred feet in length and three hundred feet in breadth, measured along and at right angles to the line of the said belt or strip of land at such points and distances from each other not less than five miles, as may be necessary and the said Company may elect and determine.

XXVI. And be it enacted, That if the said Rail Road shall in the course thereof cross any tide waters, navigable rivers or streams, the said Company are hereby authorized and empowered to erect, for the sole and exclusive travel on the said Rail Road, a Bridge across each of the said rivers or streams, or across any such tide waters, provided such Bridge or Bridges shall be so constructed as not unnecessarily to obstruct or impede the navigation of said waters.

XXVII. And be it enacted, That no County, Parish, City or other local tax or assessment shall be levied or assessed on or payable by the said Corporation, or any of their lands, tenements, personal property, privileges or franchises, or on the stock thereof owned by the respective shareholders therein, or on the income derivable therefrom.

XXVIII. And be it enacted, That the Legislature of this Province shall at all times hereafter have the right to enquire into the doings of the said Corporation, and into the manner in which the privileges and franchises herein and hereby granted, may have been used and employed by the said Corporation, and to correct and prevent all abuses of the same, and to pass any law's imposing fines and penalties upon said Corporation, which may be necessary more effectually to compel compliance with the provisions, liabilities and duties herein set forth and enjoined, but not to impose any other or further duties, liabilities or obligations; and that this Charter shall not be revoked, annulled, altered or amended, without the consent of the Corporation, or during the present Session of the Legislature, or limited or restrained except by due process of law.

XXIX. And be it enacted, That it shall be lawful for the said Corporation, if they shall at any time or times hereafter deem it expedient so to do, to join and unite with any Body Politic, or Corporation or Company in the Province of Nova Scotia, or State of Maine, or to be formed therein for the purpose of constructing the whole or any portion of the said continuous line of Railway from the City of Bangor aforesaid, through this Province of New Brunswick, to the Eastern Coast of Nova Scotia, as set out in the third Section of this Act; and also to enter into such contracts, arrangements or agreements, by Deeds or Writings, with all or any of such Bodies Politic, Corporations or Companies, as may be considered mutually beneficial, and as will conduce to the accomplishment of the desired end, and to the effectual carrying into operation the objects and intentions of this Act, and of such Bodies Politic, Corporations and Companies, and as may tend to the mutually beneficial management of the affairs of said continuous Railway during its erection and after its completion, and the just and equitable distribution and appropriation of the proceeds and earnings thereof; and all such contracts, arrangements, agree-ments, deeds, and writings, shall be valid and binding within this Province, as well on this Corporation as on such Bodies Politic, Corporations and Companies, being parties thereto respectively, and shall be duly enforced in the Courts of this Province, as if the said Bodies Politic, Corporations and Companies had been duly incorporated herein.

XXX. Provided always, and be it enacted, That if the said contemplated Railway shall not be completed and in full operation within the space of ten years from the time this Act shall come into operation, all and every the said grants of land, and the rights and privileges conferred by this Act shall be utterly null and void, and the land and privileges shall revert to and revest in Her Majesty, as fully as if no grant had been made or rights and privileges conferred.

XXXI. And be it enacted, That the said Company shall be and are hereby invested with all the powers, privileges and immunities which are or may be necessary to carry into effect the intentions and objects of this Act; and for this purpose the said Company, their successors, deputies, agents, and assistants, shall have the right to enter and go into and upon the lands and grounds of all and every description lying in the said route and general direction as aforesaid, for the purpose of making surveys, examinations or other necessary arrangements for fixing the site of the said Railway; and it shall and may be lawful for the said Company and their successors to take and hold so much of the land and other real estate as may be necessary for the laying out, making and constructing, and convenient operation of the said Railway, and shall also have the

right to take, remove, and use, for the necessary construction and repair of said Railway and appurtenances, any earth, gravel stone, timber, or other materials on or from the land so taken, without any previous agreement with the owner or owners, tenant or tenants of the land, and upon which such surveys, examinations or other arrangements may be made, or through which the said Railway may be explored, laid out, made, worked or constructed, or on which materials and other things shall be laid for the purposes of the said Railway; provided always, that the said land so taken shall not exceed six rods in width, except where greater width is necessary for the purpose of excavation or embankment, and where the said Railway shall pass through any woods, lands, or forests, the said Company shall have the right to fell or remove any trees standing thereon to the distance of six rods from either side of the said Railway, which by their liabilities to be blown down, or from their natural falling might obstruct or impair said Railway; provided always, that in all cases the said Company shall pay for such lands or estate so taken or used, (in case the owner thereof demand it,) such price as the said Company and the owner or respective owners thereof may mutually agree upon; and in case the said parties should not agree, then it shall be lawful for the said Company or the said party to apply to three or more of the Commissioners to be appointed in manner hereinafter provided, who shall after giving at least twenty days notice in writing to the said Company and parties, examine the site of the said Railway; and in case the said Railway shall pass through or extend upon any improved lands, or shall occasion the removal of any buildings or fences, then and in all such cases the damages shall be ascertained and assessed by such Commissioners or a majority of them; provided always, that not less than three Commissioners shall concur in such assessment: provided nevertheless, that the said Commissioners in assessing the said damages, are authorized and empowered, and shall take into consideration the indirect as well as the direct advantages which may accrue to the owner or respective owners, as such owner or respective owners, by the construction of such Railway, as by the enhancement in value of the land by the passage of the Railway in regard to the increased facilities of access to the different stations and termini of the said Railway, in diminution of the damages; and in all cases where the Commissioners shall assess damages to be paid to the owner or owners of any land over which the said Rail Road may be laid out, the Commissioners so assessing shall lay the said assessment before the next general meeting of the said Company under the authority of this Act, who are hereby required to pay the amount set forth in the said assessment into the hands of the persons for whom such damages may have been assessed, within twenty one days next after such general meeting of the said Company, together with the reasonable costs and charges of the said Commissioners in assessing such damages; and in default of such payment it shall and may be lawful for the said Commissioners, or either of them, (in case of the absence or death of the others,) at the instance of the said party or parties to whom such damages are payable, by warrant under the hands and seals of the said Commissioners, or one of them, (in case aforesaid,) to levy the same with costs by distress and sale of the goods and chattels of the said Company; provided always, that no claim for damages shall be allowed by such Commissioners, unless the same shall have been made in writing and submitted to the said Company within one year from the time of taking such land or other property; provided also, that nothing in this Act contained shall be construed to affect the rights of the Crown in any ungranted lands within this Province, or to authorize the said Company to enter upon or take possession of any such lands without the previous permission of the Executive Government of the Province.

XXXII. And whereas divers and many persons, being the owners and proprietors of or interested in lands through which the line or route of the said Railway may pass, have by deeds or writings under their hands and seals, after reciting that—‘Whereas at a Convention held at Portland in the State of Maine, for the purpose of devising means to insure the construction of a Rail Road to extend from Portland aforesaid, in a continuous land route through the Province of New Brunswick, to a suitable point or terminus on the Eastern Coast of the Province of Nova Scotia, and to be called ‘The European and North American Rail Road, John A. Poor, Esquire, of Portland, the Honorable Anson G. Chandler, of Calais, the Honorable Elijah L. Hamlin, of Bangor, the Honorable James B. Uniacke, of Halifax, Robert B. Dickie, Esquire, of Amherst, Robert Jardine, Esquire, of Saint John, and George Botsford, Esquire, of Fredericton, were appointed an Executive Committee to carry out the object of the said Convention, and to obtain a Charter or concurrent Charters from the Legislatures of Maine, New Brunswick and Nova Scotia, to incorporate a Company or Companies for that purpose: Then in consideration that the said Committee did take upon themselves the aforesaid duty, and procure as aforesaid, a Charter or concurrent Charters, the subscribers feeling and interest in the erection of the said Rail Road, did each for himself thereby covenant and agree to and with the said Committee, that such Company when formed, or any persons in their employment might, for the purposes of such Rail Road, enter upon any lands belonging to either of them, and appropriate therefrom a sufficient width of way for such road over such lands, not exceeding six rods in width, without any claim for compensation or damages on either of their parts, except in cases where such road or width of way requires the removal of any buildings; and they further severally consented each for himself that an Act of Assembly might be passed, to give foil effect to the licence and agreement aforesaid, and for vesting such width of way in such company for the purpose of such road: And Whereas other parties have executed or may hereafter execute other deeds, covenants, agreements, writings or documents to the like purport and effect, or for carrying out the same objects or intentions; Be it therefore enacted, That all and every such deeds, covenants, agreements, writings or documents already executed, or which shall hereafter be executed, shall be binding in law on each and every of the said parties thereto respectively, and each and every of them, their heirs and assigns, to take effect from the day when the same shall be respectively signed by the respective parties thereto, and be binding on such parties, their heirs and assigns, from the day of such signing of the same respectively, as if made and entered into with this Company after the passing of this Act, and of the organization of the said Company themselves, and all the lands, rights, privileges and immunities mentioned and referred to in said deeds, covenants, agreements, writings or documents respectively, which may be required, taken or used by the said Company, for the purposes of the said Railway, shall by operation of law vest absolutely in said Company, and shall be to all intents and purposes as valid and effectual for absolutely conveying and transferring said lands, and the right, title and interest of said parties respectively, their heirs and assigns, therein or thereto, as if they had respectively signed, sealed and delivered to the said Company good, valid and effectual conveyances and assurances therefor, and for the rights, privileges and immunities granted, mentioned or intended to be granted by such deeds, writings, covenants, agreements or documents respectively, without registration or further act, deed, matter or thing being done or performed.

XXXIII. And be it enacted, That when and so soon as the same may be deemed necessary, the Lieutenant Governor or Administrator of the Government for the time being, by and with the

advice and consent of Her Majesty's Executive Council, shall appoint not less than five persons to be Commissioners for ascertaining and settling all disputes or difficulties, with reference to the payment for land or materials taken or used by the said Company under the thirty first, thirty fourth and thirty fifth sections of this Act, or damages occasioned thereby; which said Commissioners shall be appointed during pleasure; and in case of vacancy by refusal to act, resignation, death, removal, incapacity, or absence from the Province, appointments shall be forthwith made as aforesaid for filling such vacancies, and said Commissioners shall be sworn to the faithful and impartial discharge of their duties before any Clerk of the Peace for any County in this Province, and the Clerk so administering such oath shall forthwith transmit a certificate of such oath having been duly administered, to the Office of the Secretary of the Province.

XXXIV. And be it enacted, That when the said Company shall take any land or estate of any Body Corporate, aggregate or sole, guardians, committees, executors, administrators, or other trustees whatsoever, held for or on behalf of those whom they represent, whether corporations, infants, idiots, lunatics, *feme-coverts*, persons deceased or beyond seas, or other person or persons whatsoever, who are or shall be possessed of or interested in the said land or estate, the respective contracts, agreements and sales of the said corporations, guardians, committees, executors, administrators, or other trustees whatsoever, shall be valid and effectual in law to all intents and purposes whatsoever, and their respective receipts shall be good and valid releases and discharges therefor; and it shall be lawful for them respectively to agree said settle with the said Company for damages, if any, by reason of taking such land or estate aforesaid, and in case of disagreement, such damage to be ascertained and settled as provided by the thirty first section of this Act

XXXV. And be it enacted, That the said Company, their superintendents, engineers, agents, and workmen, may enter upon the land adjoining the said Railway, and from thence take and carry away any timber, stone, gravel, sand and earth, or materials necessary for the construction of the said Railway; and in case of any slip happening or being apprehended to any cutting, embankment or other work belonging to the said Railway, the said agents and workmen shall at all times hereafter have full egress and regress into and upon such adjoining lands, for the purpose of repairing and preventing such accident, and to do such works as may be necessary for the purpose; provided always, that such works shall be as little injurious to the said adjoining land as the nature of the operations will admit of and shall be executed with all possible dispatch, in all which cases the damage incurred, if the parties cannot agree, shall be ascertained and paid in like manner in all respects as provided for in the thirty first section of this Act.

XXXVI. And be it enacted, That the said Company, at their own proper costs and charges, shall erect and maintain on each side of the said Railway, sufficient fences wherever the same may be necessary, in order to protect the public, or wherever any cleared or cultivated land occurs on the line of the said Railway, and for neglect or failure to erect and maintain such necessary fences, the said Company shall be liable to be indicted at any Court of Oyer or Terminer or General Sessions of the County where such fences shall be insufficient, and to be fined in such sum as shall be then and there adjudged; and such fine shall be expended for the erection or repair of said fences, and for compensation of individual damage, as the case may be; and it shall and may be lawful for the

Justices of the said Court of Oyer and Terminer or General Sessions, to make such order for levying the said fine on the property of the said Company, or otherwise, as to them shall seem most proper to the exigencies of the case, which said fine shall be exclusive of any claim for damages which any party may sustain by any such neglect or failure as aforesaid.

XXXVII. And be it enacted, That the said Company shall cause a Bell of at least thirty five pounds in weight, to be placed on each locomotive engine passing upon the said road, and the said bell shall be rung at the distance of at least eighty rods from the place where such road crosses any rail road, turnpike, highway, statute labour or private road, upon the same fine with the rail road, and shall be kept ringing until the engine shall have crossed such rail road, turnpike, highway, statute labour or private road, and every train of cars moved by steam power shall, be provided with suitable breaks, and one trusty and skilful breakman to every two oars in said train.

XXXVIII. And be it enacted, That wherever the said Railway or any of its branches shall cross, or shall hereafter cross any rail road, highway, turnpike road, statute labour or private road for carriages of any description, within this Province, the said Company shall cause boards to be placed, well supported by posts or otherwise, and constantly maintained across each railway, highway, statute labour or private road, where it is crossed by the rail road upon the same level therewith, the said posts and boards to be of such heighth as shall be easily seen by travellers without obstructing the travel, and on each side of said boards the following inscription shall be printed in plain legible letters of at least the length of nine inches, "Rail Road crossings, look out for the Engine when the bell rings!!" Provided always, that it shall be lawful, if the said Company shall deem it more conducive to the public safety, for the said Company, at their own expense, to carry such turnpike or highway, statute labour or private road, over or under such rail way, by means of a bridge or archway, in lieu of crossing the same on the level, and shall have power to raise or lower such turnpike, statute labour or private road, so as the safe and convenient use thereof be not obstructed; and the said Company shall constantly maintain in good repair all bridges, with the abutments and embankments which they may construct for conducting the rail road over any turnpike, highway, statute labour or private road, over said rail road; and when the said railway shall approach any such turnpike, highway, statute labour or private road, so as to be inconvenient in the construction or building of said rail road, or in the discretion of the Directors of the said Company, dangerous to persons passing on such turnpike, highway, statute labour or private road, it shall be lawful for the said Company to alter and change the line or course of such turnpike, highway, statute labour or private road, so as to obviate any such inconvenience, difficulty or danger, doing as little injury to such turnpike, highway, statute labour or private road, as may be.

XXXIX. And be it enacted, That the immediate government and management of the affairs of the said Company, shall be vested in seven, nine or thirteen Directors, as the said Company may by bye law from time to time fix and determine, who shall be proprietors of at least forty shares each, and who shall be chosen by the shareholders of the said Company in the manner hereinafter provided, and shall hold their offices until others shall have been duly elected and qualified to take their places; that not less than three or five Directors, as the said Company shall by bye law from time to time fix and determine, shall constitute a Board for the transaction of business, of which the President shall always be one, except in case of sickness or necessary absence, in which case

the Directors present may choose one of their number as Chairman in his stead; that the President shall vote at the Board as a Director, and in case of there being an equal number of votes for and against any question before them, the President shall have the casting vote.

XL. And be it enacted, That the number of votes which each shareholder shall be entitled to on every occasion when in conformity to the provisions of this Act the votes of the shareholders are to be given, shall be in the following proportions, that is say, each share one vote; and all shareholders may vote by proxy if they shall see fit, provided each proxy do produce from his constituent whom he shall represent, or for whom he shall vote, an appointment in the form set forth in the Schedule B to this Act annexed, or to the like effect; and whatever question of election of public officers or other matters or things shall be proposed, discussed or considered in any public meeting of the said Company under the authority of this Act, shall be determined and decided by the majority of votes and proxies then and there present; provided always, that such proxy shall have been registered in a book to be kept for that purpose at least forty eight hours before the meeting at which such proxy shall claim to vote; provided also, that neither the President nor any Director of the Company for the time being, shall be allowed to vote as proxy, and that the same person shall not vote as proxy for any number of persons who together shall be proprietors of more than two hundred shares.

XLI. And be it enacted, That whenever One hundred thousand pounds of the said capital stock shall have been subscribed and the deposits paid as aforesaid, the first general meeting of the shareholders shall take place at the City of Saint John, and such meeting shall be called by Daniel J. M'Laughlin, President of the Commercial Bank above named, or in case of his death, absence, neglect or refusal, by any two of the said Company, to be called by notice in the Royal Gazette at Fredericton, and in one or more of the newspapers published in Saint John, thirty days previous to such meeting, in order to organize the said Company, make bye laws, and to choose the Directors thereof who shall continue in office until re-elected, or others chosen and appointed in their stead, at any meeting to be held under the authority of this Act; that the shareholders present or appearing by proxy shall choose the Directors of the said Company by a majority of votes, and the Directors so chosen shall choose out of their number one who shall be President of the said Company; and in case of the death, resignation, removal, disqualification by sale of stock, or incompetence of any Director, the remaining Directors, if they think proper so to do, may elect in his place some other shareholder duly qualified to be a Director, and the shareholder so elected to fill up any such vacancy, shall continue in office as a Director so long only as the person in whose place he shall have been elected would have been entitled to continue if he had remained in office.

XLII. And be it enacted, That the said Directors shall have the power of calling extraordinary meetings of the said Company, when they may consider the same expedient or necessary, and of nominating and appointing all and every the officers and engineers and other persons connected with the said Railway, at such salaries or rates of remuneration as to the said Directors shall seem proper, subject to the bye laws, rules and regulations of the said Company; and the shareholders shall have the power from time to time to alter and amend, or to make such new rules, bye laws and regulations, for the good government of the said Company, and of the said Railway, and of the

works and property hereinbefore mentioned, and for the well governing of the engineers, workmen and other persons employed by the said Company, as to the major part of the said shareholders at the annual meeting of the said Company shall seem meet; which said rules, bye laws, and regulations, being put into writing under the Common Seal of the said Company, shall, if not disapproved of by the Lieutenant Governor or Administrator of the Government in this Province for the time being, as hereinbefore provided, be published in the Royal Gazette at Fredericton, and also in one or more of the newspapers published in the City of Saint John, shall be binding upon and observed by all parties, and shall be sufficient in any Court of Law to justify all persons who shall act under the same.

XLIII. And be it enacted, That the said shareholders shall meet annually at the City of Saint John on the first Tuesday in September in each year, or at such other time or place in this Province in each year as may from time to time be fixed and determined by any bye laws of said Company; at which meeting the shareholders present, personally or by proxy, may either continue in office the Directors before appointed, or any number of them, or may elect a new body of Directors to supply the places of those not continued in office; provided always, that the omission to meet shall work no forfeiture, but the shareholders may be afterwards called together for that purpose by the Directors of the said Company for the time being.

XLIV. And be it enacted, That the said Company at the first general meeting for the choice of Directors shall elect two Auditors in like manner as is provided for the election of Directors; and at the annual general meeting of the Company in each year thereafter, the Company shall in like manner elect an Auditor to supply the place of the Auditor then retiring from office according to the provision hereinafter contained; and every Auditor so elected, being neither removed or disqualified, nor having resigned, shall continue to be an Auditor until another be elected in his stead; and one of the two Auditors first elected (to be determined in the first instance by ballot between themselves, unless they shall otherwise agree, and after-wards by seniority) shall go out of office at the annual general meeting in each year; but the Auditor so going out shall be immediately re-eligible, and after any such re-election shall, with respect to the going out of office by rotation, be deemed a new Auditor; and if any vacancy take place among the Auditors in the course of the current year, the vacancy shall be filled by the shareholders at a special meeting; provided always, that every Auditor shall have at least one share of stock in the said Company, but shall not hold any other office in the same, or be in any other manner interested in its concerns except as a shareholder.

XLV. And be it enacted, That the Directors of the Company shall deliver to such Auditors the half yearly or other periodical accounts and balance sheet, at least fourteen days before the annual general meeting, or before any special or periodical meeting at which the same are required to be produced to the shareholders; and it shall be the duty of the Auditors to receive and examine such accounts; and it shall be lawful for the Auditors to employ such accountants and other persons as they may think proper, at the expense of the Company, and they shall either make a special report on the said accounts, or simply confirm the same; and such report or confirmation shall be read, together with the Report of the Directors, at every annual or half yearly or special meeting at which the accounts of the Company shall be presented.

XLVI. And be it enacted, That before any person entrusted with the custody or control of moneys, whether Treasurer, Collector, or other officer of the Company, shall enter upon his office, the Directors shall take sufficient security from him for the faithful execution of his office.

XLVII. And be it enacted, That every officer employed by the Company shall from time to time, when required by the Directors, make out and deliver to them, or to any person appointed by them for that purpose, a true and perfect account in writing under his hand, of all moneys received by him on behalf of the Company; and such account shall state how, and to whom, and for what purpose such moneys shall have been disposed of; and together therewith, such officers shall deliver the vouchers and receipts for such payments; and every such officer shall pay to the Directors, or to any person appointed by them to receive the same, all moneys which shall appear to be owing from him upon the balance of such accounts.

XLVIII. And be it enacted, That if any officer of the Company shall fail to render such account, or to produce and deliver up all the vouchers and receipts relating to the same, which are in his possession or power, or to pay the balance due by him when required, or if for three days after being required, he fail to deliver up to the Directors, or to any person appointed by them to receive the same, all papers and writings, property, effects, matters and things in his possession or power, relating to the execution of his office or belonging to the Company, then on complaint thereof being made to a Justice of the Peace, such Justice shall summon such officer to appear before two or more Justices at a time and place to be set forth in the Summons, to answer such charge; and upon appearance of such officer, or in his absence, upon proof that the summons was personally served upon him, or left at his last known place of abode, the Justices may hear and determine the matter in a summary way, and may adjust and declare the balance owing, by such officer; and if it appear either upon confession of such officer, or upon evidence, or upon inspection of the account, that any moneys of the Company are in the hands of such officer, or owing by him to the Company, the Justices may order such officer to pay the same; and if he fail to pay the amount, it shall be lawful for such Justices to grant a Warrant to levy the same by distress, or in default thereof to commit the offender to gaol, there to remain without bail for a period not exceeding two months unless the same be sooner paid.

XLIX. And be it enacted, That if any such officer shall refuse to make out an account in writing, or to produce and deliver to the Justices the several vouchers and receipts relating thereto, or to deliver up any books, papers or writings, property, effects, matters or things in his possession or power, belonging to the Company, the Justices may lawfully commit such officer to gaol, there to remain until he shall have delivered up all the vouchers and receipts, if any, in his possession or power relating to such accounts, and have delivered up all books, papers, writings, property, effects, matters and things, if any, in his possession or power belonging to the Company; provided always, that if any Director or other person acting on behalf of the Company, shall make oath that he has good reason to believe, upon grounds to be stated in his deposition, and does believe that it is the intention of any such officer as aforesaid to abscond, it shall be lawful for the Justice before whom the complaint is made, instead of issuing his Summons, to issue his Warrant for the bringing such officer before two such Justices as aforesaid; but no person executing such Warrant shall keep

such officer in custody longer than twenty four hours before bringing him before some Justice, and it shall be lawful for the Justice before whom such officer may be brought, either to discharge such officer, if he think there is no sufficient ground for his detention, or to order such officer to be detained in custody, so as to be brought before two Justices at a time and place to be named in the order, unless such officer give bail to the satisfaction of the Justice for his appearance before the Justices, to answer the complaint of the Company.

L. And be it enacted, That no such proceeding against or dealing with any officer as aforesaid, shall deprive the Company of any remedy which they might otherwise have against such officer or any surety of such officer.

LI. And be it enacted, That the said Company shall annually submit to the Legislature, within the first fifteen days after the opening of each Session, a detailed and particular account, attested upon oath of the Treasurer and two Directors, of the moneys received and expended by the Company under and by virtue of this Act, with a statement of the amount of tonnage and of passengers that have been conveyed along the said road.

LII. And be it enacted, That the Lieutenant Governor in Council may order and direct the said Company, and whereupon it shall be their duty to make up and deliver to the Provincial Secretary, Returns, according to a form to be from time to time prescribed by the Lieutenant Governor in Council, of the aggregate traffic in passengers, according to their several classes, and of the aggregate traffic in cattle and goods respectively, on the said Railway, as well as of all accidents which have occurred thereon attended with personal injury, and also a table of all tolls, rates and charges, from time to time levied on each class of passengers, and on cattle and goods, conveyed on the said Railway.

LIII. And be it enacted, That it shall be lawful for any number of shareholders holding in the aggregate five hundred shares, by writing under their bands, at any time to require the said Directors to call an extraordinary meeting of the said Company, and such requisition shall fully express the object of the meeting required to be called, and shall be left at the office of the said Company, or given to at least three Directors, or left at their last or usual place of abode; and forthwith upon the receipt of such requisition the said Directors shall convene a meeting of the shareholders; and if for thirty days after such notice the Directors fail to call such meeting, the shareholders aforesaid, qualified as aforesaid, may call such meeting, by giving thirty days public notice thereof in the Gazette and newspapers hereinbefore in this Act mentioned.

LIV. And be it enacted, That thirty days public notice at the least, of all meetings, whether general or extraordinary, shall be given by advertisement in the Gazette and newspapers hereinbefore in this Act mentioned, which shall specify the place, the day and hour of meeting; and every notice of an extraordinary meeting shall specify the purpose for which the meeting is called.

LV. And be it enacted, That a toll be and is hereby granted for the sole benefit of the said Company on all passengers and property of all descriptions, which may be conveyed or transported upon such Railway, any of its branches, or in the steam boats or vessels connected

therewith as aforesaid, at such rates per mile as may be established from time to time by the Directors of the said Company; the transportation of persons and property, the construction of cars and carriages, the weight of loads, and all other matters and things in relation to the use of the said Railway and its branches, shall be in conformity to such rules, regulations and provisions, as the said Directors shall from time to time prescribe and direct; and such Railway and its branches may be used by any person or persons who may comply with such rules and regulations; provided always, that if after the completing the said Railway, the rates, tolls or dues that may be established by the said Company, under and by virtue of this Act, shall be found excessive, it shall and may be lawful for the Legislature to reduce the said rates, tolls or dues, so as the same shall not produce to the said Company a greater rate of clear net annual profits, divisible upon the subscribed and paid up capital stock of the said Company, than fifteen pounds annually for every one hundred pounds of such capital; and in order that the true state of the said Company shall be known, it shall be the duty of the President and Directors thereof to file in the Office of the Secretary of the Province, for the information of the Legislature, at the expiration of seven years after the said Railway shall have been completed as aforesaid, a just and true statement and account of the moneys by them disbursed and laid out in making and completing the said Railway in manner aforesaid; and also the amount of tolls and revenues of the said Railway, and of the annual expenditure and disbursements in maintaining and keeping up the same during the said seven years; the said several accounts and statements to be signed by the President and Treasurer of the said Company, and by such President and Treasurer attested to on oath before any one of Her Majesty's Justices of the Peace for any County in this Province; and provided also, that it shall be the duty of the said President and Directors of the said Company, once in each and every year after the expiration of the said seven years, to file in the said Office of the Secretary of the said Province, for the information of the Legislature, a like statement and account, verified on oath by the President and Treasurer as aforesaid.

LVI. And be it enacted, That the said Corporation, after they shall commence the receiving of tolls, shall be bound at all times to have their Rail Road in good repair, and a sufficient number of suitable engines, carriages and other vehicles, for the transportation of persons and articles, and be obliged to receive at all proper times and places, and convey the same, when the appropriate tolls therefor shall be paid and tendered, and a lien is hereby created upon all articles transported for said tolls.

LVII. And be it enacted, That whatever may be the rate of divisible profits on the said Railway, it shall be lawful for Her Majesty's Government, if it shall think fit, subject to the provisions hereinafter contained, at any time after the expiration of the term of twenty one years, to purchase the said Railway, with all its hereditaments, stock and appurtenances, for the use of this Province, upon giving to the said Company three calendar months notice in writing of such intention, and upon payment of a sum equal to twenty five years purchase of the annual divisible profits, estimated on the average of the seven then next preceding years; provided that if the average rate of profits for the said seven years shall be less than the rate of fifteen pounds in the one hundred pounds, it shall be lawful for the Company, if they should be of opinion that the said rate of twenty five years purchase of the said average profits is an inadequate rate of purchase of such Railway, reference being had to the prospects thereof, to require that it shall be left to

arbitration, in case of difference, to determine what (if any) additional amount of purchase money shall be paid to the said Company; provided also, that such option of purchase shall not be exercised, except with the consent of the Company, while any such revised scale of tolls, fares and charges shall be in force.

LVIII. And be it enacted, That it shall be lawful for the Postmaster General or his chief Deputy, or the duly authorized authorities with reference to the Post Office in this Province, by notice in writing under his hand or under the hand of such Deputy or authorized authority as aforesaid, delivered to the said Company, to require that the Mails or Post Letter Bags shall from and after the day to be named in such notice (being not less than twenty eight days from the delivery thereof) be conveyed and forwarded by the said Company on their Railway, either by the ordinary trains of carriages or by special trains as need may be at such hours or times in the day or night, as the Postmaster General or his said Deputy shall direct, together with the guards appointed and employed by the Postmaster General or his said Deputy, in charge thereof and any other officers of the Post Office; and thereupon the said Company shall from and after the day to be named in such notice, at their own costs, provide sufficient carriages and engines on the said Railway for the conveyance of such Mails and Post Letter Bags, to the satisfaction of the Postmaster General or his said Deputy, and receive and take up, carry and convey by such ordinary or special train of carriages or otherwise, as need may be, all such Mails or Post Letter Bags as shall for that purpose be tendered to them, or any of their officers, servants or agents, by any officer of the Post Office, and also to receive, take up, carry and convey, in and upon the carriage or carriages carrying such Mails or Post Letter Bags, the guards in charge thereof and any other officer of the Post Office, and shall receive, take up, deliver and leave such Mails or Post Letter Bags, guards and officers, at such places in the line of such Railway, on such days and such hours or times in the day or night, and subject to all such reasonable regulations and restrictions as to speed of travelling, places, times and duration of stoppages and times of arrival, as the Postmaster General or his said Deputy shall in that behalf from time to time order or direct; provided always, that the rate of speed required shall in no case exceed the maximum rate of speed prescribed by the Directors of the said Company for the conveyance of passengers by their first class train nor shall the Company be responsible for the safe custody or delivery of any Mail Bags so sent.

LIX. And be it enacted, That the said Company shall be entitled to such reasonable remuneration, to be paid by the Postmaster General or his Deputy for the conveyance of such Mails, Post Letter Bags, Mail guards, and other officers of the Post Office, in manner required by such Postmaster General, his Deputy, or by such authorized authority of the Post Office as he shall in that behalf nominate as aforesaid, as shall (either prior to or after the commencement of such service) be fixed and agreed, upon between the Postmaster General or such authorized authority and the said Company, or in case of difference of opinion between them, the same shall be referred to the award of two persons, one to be named by the Post-master General, or his Deputy, or such authorized authority, and the other by the said Company; and if such two persons cannot agree on the amount of such remuneration or compensation, then to the umpirage of some third person, to be appointed by such two first named persons, previously to their entering upon the enquiry; and the said award, or umpirage, as the case may be, shall be binding and conclusive on the said parties and their respective successors and assigns.

LX. And be it enacted. That in all references to be made under the authority of this Act, the Postmaster General, his Deputy, or authorized authority, or the said Company, as the case may be, shall nominate his or their arbitrators within four-teen days after notice from the other party, or in default, it shall be lawful for the arbitrator appointed by the party giving notice, to name the other arbitrator, and such arbitrators shall proceed forthwith in the reference, and make their award therein within twenty eight days after their appointment, or otherwise the matter shall be left to be determined by the umpire, and if such umpire shall refuse or neglect to proceed and make his award for the space of twenty eight days after the matter shall have been referred to him, then a new umpire shall be appointed by the two first named arbitrators, who shall in like manner proceed to make his award within twenty eight days, or in default be superseded, and so *toties quoties*.

LXI. And be it enacted, That the Directors of the said Company shall be bound to provide such conveyance for the Officers and Soldiers of Her Majesty's Forces of the Line, Ordnance Corps, Marines, Militia or Police Forces, at such time or times (whether the same shall be the usual hours of starting trains or not) as shall be required or appointed by any officer duly authorized for that purpose, and with the whole resources of the Company; and the said Company shall be entitled to receive such reasonable remuneration, to be paid by such officer or the authority authorizing him, as shall be fixed and agreed upon between such officer or authority and the said Company, or in case of difference between them, the same shall be referred to the award of two persons, one to be named by such officer or authorized authority, and the other by the said Company, in like manner in all respects as is provided in and by the fiftieth and fifty first sections of this Act for determining the remuneration and compensation for carrying Mails.

LXII. And be it enacted, That the Directors of the said Company shall be and they are hereby authorized from time to time to alter or vary the tolls to be taken upon the said Rail Road or its branches, as they shall think fit; provided that all such tolls be at all times charged equally to all persons, and after the same rate; whether per ton, per mile, or otherwise, in respect to all passengers, and of all goods, chattels or carriages of the same description, and conveyed or propelled by a like carnage or engine passing only over the same portion of the line of Railway under the same circumstances; and no redaction or advance in any such toll shall be made, either directly or indirectly, in favour of or against any particular company or person travelling upon or using the Railway.

LXIII. And be it enacted, That the said Company, on being required so to do by Her Majesty's Government, shall be bound to allow any person or persons duly authorized by Her Majesty's Government, with servants and workmen, at all reasonable times to enter into and upon the lands of the said Company, and to establish and lay down upon such lands adjoining the line of the said Railway or any of its branches, a line of Electrical Telegraph for Her Majesty's Service, and to give to him and them every reasonable facility for laying down the same and for using the same for the purpose of receiving and sending Messages on Her Majesty's Service, subject to such reasonable remuneration to the Company as may be agreed upon between the Company and Her Majesty's Government; provided always, that subject to a prior right of use thereof for the purposes of Her

Majesty, such Telegraph may be used by the Company for the purposes of the Railway, upon such terms as may be agreed upon between the parties, or in the event of differences, as may be settled by arbitration, in like manner as is provided for in the fiftieth and fifty first sections of this Act for fixing the compensation or remuneration to this Company for carrying Mails.

LXIV. And be it enacted, That the Directors of the said Company shall make half-yearly dividends of tolls, income and profits arising to the said Company, first deducting thereout the annual costs, charges and expenses of the said Company, as well of the repairs of the works belonging to them, as for the Salaries and allowances of the several officers and servants, and for such other purposes connected with the said Company as may be deemed proper by the said Directors, consistent with the bye laws, rules and regulations of the said Company.

LXV. And be it enacted, That if any money be payable from the said Company to any shareholder or other person being a minor, idiot or lunatic, the receipt of the guardian of such minor, or the receipt of the committee of such lunatic, shall be a sufficient discharge to the said Company for the same.

LXVI. And be it enacted, That before apportioning the profits to be divided among the shareholders, the said Directors may, if they think fit, set aside thereout such sum as they may think proper to meet contingencies, or for enlarging, repairing and improving the works connected with the said Railway or its branches, or any part of the said undertaking, and may divide the balance among the shareholders.

LXVII. And be it enacted, That no dividend shall be paid in respect of any share until all calls then due in respect of that and every other share held by the person to whom such dividend may be payable shall have been paid.

LXVIII. And be it enacted, That the joint stock or property of the said Company shall alone be responsible for the debts and engagements of the said Company; and that no person or persons who shall or may have dealings with the said Company shall under any pretence whatsoever have recourse against the separate property of any of the individual shareholders of the said Company, or against their person or persons, further than may be necessary for the faithful application of the funds of the said Company; provided also, that no shareholder of the said Company shall be liable for or charged with the payment of any debt or demand due from the said Company beyond the extent of his share in the capital of the said Company not then paid up.

LXIX. And be it enacted, That no suit or action at law or equity shall be brought or prosecuted by any person or persons for any act, matter or thing done under the authority of this Act, unless such suit or action shall be commenced within six months next after the offence shall have been committed, or cause of action accrued; and the defendant or defendants in such suit or action may plead the general issue, and give this Act and the special matter in evidence under the said plea, and that the same was done in pursuance and by the authority of this Act.

LXX. And be it enacted, That if any person or persons shall wilfully and maliciously, or wantonly and to the prejudice of the undertaking, break, injure or destroy any of the works to be made by virtue of this Act, or obstruct the passage of any carriage on said Rail Road, or in any way spoil, injure or destroy such Rail Road, or any part thereof or anything belonging thereto, or any materials or implements to be employed in the construction or for the use of the said Rail Road, every such person or persons shall be adjudged guilty of felony; and every person so offending shall be guilty of felony, and being convicted thereof shall be liable to be imprisoned in the Provincial Penitentiary for a term not exceeding four years, which punishment shall be in addition to any civil or other remedy for such offence.

LXXI. And be it enacted, That this Company shall have all the powers and authorities which are or may be given by any Act or Acts of the General Assembly of this Province to Commissioners of Roads for the purpose of removing any obstruction or for selling or disposing of any articles left on said Rail Road.

LXXII. And be it enacted, That the Legislature of this Province may authorize other Companies to connect their Rail Roads with the Rail Road of this Company at any points on the route of said Rail Road, and this Company may connect their Rail Road with any other Rail Road existing or to be constructed within this Province.

LXXIII. And be it enacted, That the said Company, to entitle themselves to the privileges, benefits and advantages to them granted in this Act, shall and they are hereby required to make and complete the said Railway within ten years from the passing of this Act, and if the same shall not be so made and completed within the period before mentioned, so as to be used for the conveyance and carriage of passengers, goods, chattels, wares and merchandize thereon, then this Act and every matter and thing therein contained shall cease and be utterly null and void.

LXXIV. And be it enacted, That this Act shall come into operation and be in force from and after the first day of June next ensuing.

SCHEDULE A.

FORM OF CERTIFICATE OF SHARE.

The European and North American Railway Company.

Number _____

This is to certify that A. B. of _____ is proprietor of the Share (or Shares) Number of the European and North American Railway Company, subject to the regulations of the said Company, and upon which Shares respectively the sum of has been paid. Given under the Common Seal of the said Company the _____ day of _____ in the year of our Lord one thousand eight hundred and _____.

SCHEDULE B.

FORM OF PROXY.

I, A. B., of _____ do hereby nominate, constitute and appoint C. D., of to be my proxy, in my name and in my absence to vote or give any assent or to dissent from any business, matter

or thing relative to the European and North American Railway Company, in such manner as he the said C. D. shall think proper and for the benefit of the said Company. In witness whereof I, the said A. B., have hereunto set my hand (or if a Corporation say the Common Seal of the Corporation) the _____ day of _____ one thousand eight hundred and _____
A. B.