

*Acts of the General Assembly of Her Majesty's Province of New-Brunswick passed in the year 1864.* Fredericton, NB: G. E. Fenety, Printer to the Queen's Most Excellent Majesty, 1864.

27 Victoria – Chapter 57

**An Act to incorporate the Woodstock Railway Company. Passed 13th April, 1864.**

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Whereas the construction of a Railroad from the Town of Woodstock, in the County of Carleton and Province of New Brunswick, through said County to the Boundary Line between the said Province and the United States of America, will tend in a great degree to the improvement of the Country;—

Be it therefore enacted by the Lieutenant Governor, Legislative Council, and Assembly, as follows:—

1. That Lewis Peter Fisher, Mayor of the Town of Woodstock, F. R. Jenkins Dibblee, Sheriff of the County of Carleton, Anthony Kearney, Warden of the Municipality of the County of Carleton, Honorable Charles Perley, M. L. C., James R. Tupper, Charles Connell, David Munro, M. P. P., William Lindsay, M. P. P., William T. Baird, Norris Best, Robert A. Hay, Robert Kerr, James Grover, John C. Winslow, Thomas W. Longstaff, Reverend Henry J. M'Lardy, James Edgar, and such other persons as shall from time to time become proprietors of 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 Woodstock Railway Company;" and shall by that name have perpetual succession, and a common seal, and shall and may by the said 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 said Railway, and for settlers along 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.
2. The capital stock of the Company hereby established shall be six hundred thousand dollars, to be paid in current money of this Province, the whole amount of the said capital stock to be divided into thirty thousand shares of twenty dollars each, which shares shall be vested in the persons hereinbefore named, and such other persons as may take shares in the said Company, their successors and assigns, in proportion to their respective shares and interest, which said shares shall be of the value of twenty dollars each, ten per cent, of which shall be paid at such time and place as the Directors of the said Company shall appoint, and the remaining ninety per cent in such part and proportions, and at such time and times as the said Directors shall determine, which amount shall not at any one period be more than five per cent on the amount of capital or stock belonging to any individual, and thirty days at the least shall be the interval between successive

calls, and twenty days previous notice of payment being required for any one call shall be given in one of the weekly papers published in the County of Carleton, or in the Royal Gazette of this Province; and on demand of the holder of any share the Company shall cause a certificate of the proprietorship of such share to be delivered to such shareholder, and the same may be according to the form in Schedule A to this Act annexed, or to the like effect; 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 proportionable 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 incorporation and establishing the said Company, and to no other use or purpose whatsoever.

3. So soon as twenty thousand dollars of the capital stock of the said Company shall have been subscribed, and the deposit of ten per cent shall have been actually paid into the hands of some person or persons to be appointed by the Directors of the said Company, or into some Bank in this Province to be named by the Directors of the said Company, and not before, it shall be lawful for the said Company, and they are hereby authorized, by themselves, their deputies, agents, officers, and workmen, to make, construct, and fully complete, alter, and keep in repair, a Railway, with one or more sets of rails or tracks, with all suitable bridges, archways, turnouts, tunnels, culverts, drains, and all other necessary appendages, and to erect such wharves, moles, jetties, piers, docks, harbours, landings, 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, waggons, 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 lands over which the said Railway is to pass, and such adjoining lands as may be required; which Railway is to run from any point within the Town of Woodstock, in the County of Carleton and Province of New Brunswick, over the most practicable route through the said County, to connect with or terminate at the present Saint Andrews and Quebec Railway, or a prolongation thereof; the said Railway to be made and constructed on such route as the Directors of the said Company shall in their judgment deem most favourable.

4. The said Company shall and may, if they deem it expedient, construct a branch Railway from the main line to the Iron Works now in operation, 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.

5. It shall be lawful for the Directors of the said Company, until the said Railway shall be completed and open to the public, to pay interest at any rate not exceeding six pounds per centum per annum, on all sums called up in respect to 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 proprietors of any share upon which any call, shall be in arrear in respect of such shares or any

other shares to be holden by the same proprietor, or during the period while such call shall remain unpaid.

6. 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.

7. 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.

8. The said Company shall not be bound to see to the execution of any trust, either 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 stand 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 receipt.

9. The several persons who have or who 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 calls, the word "shareholder" shall extend to and include the personal representative of such shareholder.

10. 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 themselves, as they shall deem necessary; provided that twenty days notice at the least be given of each call as aforesaid, and no call exceed the prescribed amount aforesaid, and successive calls be not made at less than the prescribed interval 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.

11. 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, from the day appointed for the payment thereof to the time of the actual payment.

12. 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 shall from time to time 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.

13. If at the time appointed by the said Company, or the Directors thereof, for the payment of any call, any shareholder 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.

14. In any action or suit to be brought by the said Company against any shareholder to recover any money due for any call, it shall not be necessary to set forth the special matter, but it shall be sufficient for the 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.

15. 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 undertaking, 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, nor 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 interest between two successive calls had not elapsed as aforesaid.

16. 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.

17. 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 any time 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.

18. Before declaring any share forfeited, the Directors of the said Company shall cause notice of such intention to be left or transmitted by post to the usual of 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 shareholder's 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 one or more of the weekly newspapers published in the said County of Carleton; and the several notices aforesaid shall be given thirty days at least before the said Directors shall make such declaration of forfeiture.

19. The said declaration of forfeiture shall not take effect so as to authorize the sale of 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 infirm such forfeiture at any such meeting, or at any subsequent general meeting, to direct the share or shares so forfeited to be sold or Otherwise disposed of.

20. 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.

21. An affidavit by some credible person not interested in the matter, sworn before any Justice, or before any Commissioner for taking affidavits in the Supreme Court, 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 title 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 title to such share be affected by any irregularity in the proceedings in reference to such sale.

22. 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 share be more than sufficient to pay all arrears of call, 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 defaulter; provided always, that such defaulter shall in all cases be liable to the said Company for any deficiency arising by means of such default, and recoverable in any Court in this Province having competent jurisdiction for this purpose.

23. 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 call had been duly paid.

24. 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 on 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 material, 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 survey, examination or other arrangements may be made, or through which the said Railway may be explored, laid out, worked, made, and 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 when the said Railway shall pass through any wood 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 and used, (in case the owner thereof demand it,) such price as the said Company and the owner or respective owners thereof may mutually agree on; and in case the said parties should not agree, then it shall be lawful for the said Company to apply to two of Her Majesty's Justices of the Peace in the County wherein the said land may be situate, for a Warrant, which Warrant shall be in the form set forth in the Schedule B to this Act annexed, and shall be directed to the High Sheriff, his Deputy, or any Constable within the said County, commanding such High Sheriff Deputy or Constable to summon a jury of five disinterested freeholders or occupiers of land in the said County, who shall be sworn to 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 damage shall be ascertained and assessed by such jury; provided nevertheless, that the said jury in assessing the said damages, are authorized and empowered, and shall take into consideration 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 when the jury shall assess damages to be paid to the owner or owners of any land over which the said Railway may be laid out, the Justices who issued the warrant shall lay the said assessment before the next annual 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 damage may be assessed, within twenty one days next after such annual meeting of the said Company, together with the costs and charges of assessing such damages, which shall be agreeably to a scale in Schedule C of this Act; and in default of such

payment, it shall and may be lawful for the said Justices, or either of them, (in case of the absence or death of the other) 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 Justices, 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 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 land without the previous permission of the Executive Government of the Province.

25. When the said Company shall take any land or estate of any body corporate, aggregate or sole guardians, committees, executors or 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 or agreements and sales of the said Corporation, 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 and 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, twenty fourth Section of this Act.

26. The Company is hereby authorized and empowered to connect any Railway they may build and construct under this Act, with any other Railway existing, or to be constructed within the Province of New Brunswick; and the said Corporation shall receive and transport all persons, goods and property of all descriptions which may be carried and transported to the Railroad of said Corporation, or such other Railroad as may be hereafter connected therewith, at the same rate of toll and freight as may be prescribed by said Corporation.

27. If said Railroad shall in the course thereof cross or partly cross any navigable river or stream, the said Corporation are hereby authorized and empowered to erect for their sole and exclusive travel on the said Railroad, a bridge across or partly across each of said rivers or streams; provided such bridge or bridges or other erections shall be so constructed as not unnecessarily to obstruct or impede the navigation or use of such river or waters..

28. 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 material 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 said Railway, the said agent 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 twenty fourth Section of this Act

29. 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 and Terminer or General Sessions for 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 such fences, and for compensation of individual damages, as the case may be; and it shall and may be lawful for the Justices of 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.

30. Whenever the said Railway or any of its branches cross, or shall hereafter cross any highways, turnpike road, Railroad, statute labourer private road for carriages of any description within this Province, the said Company shall make and maintain good and sufficient gates across each end of such highway, turnpike or other road, which gates shall be constantly closed except during the time when horses, cattle, carts or carriages passing along such turnpike or other road shall have to cross such Railway; and such gates shall be of such dimensions and so constructed, as when closed across the ends of such turnpike or other road, to fence in the Railway, and prevent cattle or horses passing along the road from entering upon the Railway; provided always, that it shall be lawful (in case it shall be more conducive for the public safety,) for the said Company, at their own expense, to carry such turnpike or other road over or under such Railway by means of a bridge or archway, in lieu of crossing the same on the level.

31. The immediate government and management of the affairs of the said Company shall be vested in seven Directors, who shall be proprietors of at least ten 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; not less than five Directors 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; the President shall vote at the Board as a Director, and in case of their being an equal number of votes for and against any question before them the President shall have the casting vote.

32. The number of votes to which each shareholder shall be entitled, when in conformity to the provisions of this Act the votes of shareholders are to be given, shall be as follows: For one share and not more than three shares, one vote; for every two shares above two and not exceeding ten, one vote, making five votes for ten shares; for every four shares above ten and not exceeding thirty, one vote, making ten votes for thirty shares; and for every six shares above thirty and not exceeding sixty, one vote, making fifteen for sixty shares; and for every eight shares above sixty

and not exceeding one hundred, one vote, making twenty votes for one hundred shares, which said number of twenty votes shall be the greatest any shareholder shall be entitled to have; and all shareholders may vote by proxy, if they shall see fit, provided such proxy be a shareholder and 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 D 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 the same person shall not vote as proxy for any number of persons who together shall be proprietors of more than one hundred shares.

33. Whenever forty thousand dollars of the said capital stock shall have been subscribed, the first general meeting of the shareholders shall take place at Woodstock, in the said County of Carleton, to be called by notice from any three of the persons mentioned in the first Section of this Act, in one of the weekly newspapers: printed in the County of Carleton, or if no weekly newspaper be published in said County, then in the Royal Gazette; said notice to be published weekly for four weeks previous to such meeting, in order to organize the said Company, and to choose the Directors thereof, who shall continue in office until re-elected, or others are chosen or appointed in their stead, at any meeting to be held by the said shareholders under the authority of this Act; 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 incompetency 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 any such vacancy shall continue in office as a Director, so long only as the person in whose place he shall have been so elected would have been entitled to continue if he had remained in office.

34. The said Directors shall have the power and authority to nominate and appoint 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 always 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 bye laws, rules 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 officers, engineers, workmen, labourers, employees of the said Company, as to the said shareholders shall seem fit; which said bye laws, rules or regulations, being put into writing under the common seal of the said Company, shall be published in one of the newspapers published in the County of Carleton, or if none be there published, then in the Royal Gazette, and shall be binding upon and observed by all parties, and shall be sufficient in any Court of law or equity to justify all persons who shall act under the same.

35. The said shareholders shall meet annually at the Town of Woodstock on the first day of July in each year, or on such other day as may be fixed by bye law, rule, regulation or order of the said

Company, at such hour and place as the Directors for the time being shall designate; at which meeting the shareholders present personally and by proxy may either continue in office the Directors before appointed, or any of them, or elect new Directors to supply the place of those not continued in office; provided that the omission to meet, or the omission to elect or appoint Directors at the meeting shall work no forfeiture, but the shareholders may be afterwards called together for the purposes of said election by the Directors of the Company for the time being, and any number of them being so met together may make such election.

36. It shall be lawful for any number of shareholders holding in the aggregate five hundred shares, by writing under their hands 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 notice thereof in one of the newspapers published in the County of Carleton, or if none be so published, then in the Royal Gazette.

37. Thirty days public notice at the least of all meetings, whether general or extraordinary, shall be given by advertisement in one of the newspapers aforesaid, or if none be so published as aforesaid, then in the Royal Gazette; which notice shall specify the place, the day, and the hour of meeting, and every notice of an extraordinary meeting shall specify the purpose for which the meeting is called.

38. A toll 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, at such rates per mile as may be established from time to time by the Directors of said Company; and the conveyance and 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, shall be in conformity to such bye laws, rules, regulations, orders and provisions as the said Directors shall from time to time prescribe, enact or direct; and such Railway may be used by any person or persons who may comply with such bye laws, rules, regulations, orders and provisions; and the Directors of the said Company are hereby authorized from time to time to alter or vary the tolls to be taken upon said Railway, 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 of all passengers and of all goods, chattels or carriages of the same description, and conveyed or propelled by a like carriage or engine, passing only over the same proportion of the line of Railway under the same circumstances; and no reduction or advance in any such toll shall be made, either directly or indirectly, in favor of or against any particular company or persons travelling upon or using the said Railway.

39. The Directors of the said Company shall make 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 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; but 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 or persons to whom such dividend may be payable, shall have been paid; and before apportioning the profits to be divided among the stockholders, the 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 any part of the said undertaking, and may divide the balance only among the shareholders.

40. 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 of the committee of such lunatic, shall be a sufficient discharge to the said Company for the same.

41. The joint stock and property of the said Company shall alone be responsible for the debts and engagements of the said Company; and no person or persons who shall or may have dealings with the said Company shall, on 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 out.

42. No suit or action at law or in 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 authority of this Act.

43. Nothing in this Act contained shall authorize the said Company, or their Contractors, to enter upon any lands reserved for Naval or Military purposes, without the consent of Her Majesty.

44. The said Company, to entitle themselves to the privileges, benefits and advantages to them granted in this Act, shall *bona fide* commence to build said Railway within two years from the passage of this Act, failing which, then this Act and every matter and thing therein contained shall cease and be utterly null and void; and if the said Railway, having been commenced, shall not be made mid completed within the period of five years from the passage of this Act, so as to be used for the conveyance and carriage of passengers, goods and chattels thereon, then this Act and every matter and thing therein contained shall cease and be utterly null and void.

#### SCHEDULE A.

##### Form of Certificate of Share.

The Woodstock Railway Company.

Number \_\_\_\_.

This is to certify, that A. B. of \_\_\_\_\_ is the proprietor of the share (or shares) number \_\_\_\_\_ of the Woodstock Railway Company, subject to the regulations of the said Company.— Given under the common seal of the said Company, the \_\_\_\_ day of \_\_\_\_\_, in the year of our Lord one thousand eight hundred and \_\_\_\_\_.

B.

Form of Warrant to summon Jury.

To the Sheriff, Deputy Sheriff or any Constable of the County of \_\_\_\_\_

You are hereby commanded to summon a Jury of five disinterested freeholders of your County, of no way akin to the party aggrieved, to appear at \_\_\_\_\_, in the said County, on \_\_\_\_\_ the \_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_ of the clock in the \_\_\_\_ noon, then and there to assess the damages, (if any) which A. B. alleges he has sustained by reason of the works and operations of the Woodstock Railway Company through and upon his land.—Given under our hands and seals the \_\_\_\_ day of \_\_\_\_\_, in the year of our Lord one thousand eight hundred and \_\_\_\_\_

C.D., J.P. [Seal.]

E.F., J.P. [Seal.]

C.

Scale of Fees in proceeding before Justices in assessing damages under the foregoing Act.

To the Justices.

Warrant to summon Jury, ... ..	\$ 0 50
Every Subpoena, ... ..	0 10
Every copy of Subpoena, ... ..	0 05
Every adjournment made at the instance of either party, ... ..	0 20
Trial and Judgment, ... ..	0 50
Swearing each Witness and Constable, ...	0 50
Swearing the Jury, ... ..	0 20
Execution or Distress Warrant, ... ..	0 30

To the Sheriff or Constable.

Summoning Jury,	...	...	...	...	...	1 00
Attendance on Inquiry,	...	...	...	...	...	0 20

For all other services, the same as fixed by Law in Civil cases before a Justice of the Peace.

To Witnesses.

Attendance and travel, same as in Civil cases before Justices of the Peace.

To Jurors.

Each Juror sworn on Inquiry,	...	...	...	\$ 0 50
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D.

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 to, or dissent from, any business, matter or thing relative to the Woodstock 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 and seal, (or if a Corporation, say the common seal of the Corporation,) the \_\_\_\_ day of \_\_\_\_\_ A. D. one thousand eight hundred and \_\_\_\_\_

A. B. [Seal.]