



ANNO DECIMO ET UNDECIMO
VICTORIÆ REGINÆ.

CAP. XCI.

An Act to incorporate certain persons as *The Guelph and Arthur Road Company.*

[28th July, 1847.]

WHEREAS certain inhabitants of the District of Wellington have petitioned for the passing of an Act incorporating a Joint Stock Company for the purpose of constructing a Plank, macadamized or gravelled Road, from the Town of Guelph in the said District of Wellington towards the Village of Arthur, in the Township of Arthur, according to the survey made by the District Council of the said District; and whereas it is expedient to incorporate a Joint Stock Company for the purpose aforesaid, with the powers and under the provisions hereinafter mentioned: Be it therefore enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, and intituled, *An Act to re-unite the Provinces of Upper and Lower Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, That George John Grange, Adam Johnston Fergusson, Benjamin Babington, Daniel Macnab, Alexander Dingwall Fordyce, William Hewat, William Clarke, Thomas Sandilands, James Hodgert, William Mutch, Thomas Webster, Alexander Drysdale, John Watt, Geo. Jardine, Gilbert Hunter, Saml. Broadfoot, Geo. C. Hamilton, Alex. Harvey and John McNaught, with all such other persons as shall become Stockholders in such Joint Stock Company as is hereinafter mentioned, shall be and are hereby ordained, constituted and declared to be a body corporate and politic by and under the name and style of *The Guelph and Arthur Road Company*, and by that name they and their successors shall and may have continued succession, and by such name shall be capable of contracting and being contracted with, of suing and being sued, pleading and being impleaded, answering and being answered unto, in all Courts and places whatsoever, in all manner of actions, suits, complaints, matters and concerns whatsoever; and they and their successors may and shall have a common seal, and may change and alter the same at their will and pleasure, and also that they and their successors by the same name of *The Guelph and Arthur Road Company*, shall be by law capable of purchasing, having and holding to them and their successors any estate, real or personal or mixed, to and for the use of the said Company, and of letting, conveying and otherwise departing therewith for the benefit and on account of the said Company from time to time as they shall deem necessary and convenient: Provided always nevertheless, that the real estate to be held by the said Company shall be only such as shall be required to be

Preamble.

Certain persons incorporated.

Corporate name and powers.

Proviso as to Real Estate.

be held by them for the purpose of making, using and preserving the road hereby authorized to be constructed, and for objects immediately connected therewith.

Company empowered to make a road within certain limits.

II. And be it enacted, That the said Company and their agents or servants shall have full power under this Act to lay out, construct, make and finish a plank, macadamized or gravelled, or a partly planked, partly macadamized and partly gravelled Road, at their own costs and charges, on and over that part of the country in the said District of Wellington, lying between the said Town of Guelph and the Village of Fergus, on the direct line of road from the said Town of Guelph to the said Town of Arthur, and following as near as conveniently may be the direction of the present travelled road as laid out by the District Council of the said District.

Company may agree with owners of land for the purchase, damages, &c.

III. And be it enacted, That the said Company are hereby empowered to contract, compound, compromise and agree with the owners and occupiers of any lands upon which they may determine to construct the said Road hereby authorized to be constructed, either by purchase of so much of the said land and privileges as they shall require for the purposes of the said Company or for the damages which he, she or they shall and may be entitled to receive of the said Company, in consequence of the said intended Road being made and constructed in and upon his, her or their respective lands; and in case of any disagreement between the said Company and the owner or owners, occupier or occupiers as aforesaid, it shall and may be lawful from time to time for each owner or occupier so disagreeing with the said Company either upon the value of the lands and tenements or private privileges proposed to be purchased, or upon the amount of damages to be paid to them as aforesaid, to nominate and appoint one or more indifferent person or persons, and for the said Company to nominate an equal number of indifferent persons, who, together with one other person to be elected by ballot by the persons so named, shall be Arbitrators to award, determine and adjudge and order the respective sums of money which the said Company shall pay to the respective persons entitled to receive the same.

Arbitrators in case of difference.

Arbitrator to be named by the District Judge if the party neglects to appoint one.

IV. And be it enacted, That if after eight days' notice in writing given to the party so disagreeing as to the value aforesaid, such party shall not nominate or appoint an Arbitrator or Arbitrators as aforesaid on his part, then and in such case the Judge of the District Court of the District in which the land is situate shall and may nominate and appoint one or more Arbitrator or Arbitrators to act on their behalf with the same powers and authority as if appointed by the party or parties so refusing or neglecting to appoint an Arbitrator or Arbitrators in his or their behalf, and to meet and ballot for the additional Arbitrator or Umpire.

Proceedings of the Arbitrators.

V. And be it enacted, That the Arbitrators so appointed shall fix a convenient day for hearing the respective parties, and shall give eight days' notice at least of the day and place, and having heard the parties or otherwise examined into the merits of the matters so brought before them, the said Arbitrators or a majority of them shall make their award or arbitration thereupon in writing, which award or arbitrament shall be final as to the value so in dispute as aforesaid.

Award final.

Company may take possession on payment or refusal of the amount awarded.

VI. And be it enacted, That if the party so disagreeing refuse to accept the value of land or damage so ascertained by the Arbitrators as aforesaid till the end of the next ensuing Term in Her Majesty's Court of Queen's Bench, in that part of the Province

Province formerly Upper Canada, next after making the award and tender of the value thereby ascertained, then, and in such case, the Directors for the time being shall be at liberty and shall have full power to occupy the piece of land so valued by the said Arbitrators, in the same manner as other portions of the said road.

VII. And be it enacted, That in any action of ejection or other action, real, personal or mixed, for or on account of such occupation by the said Company, their servants or agents, or other person or persons using the said road, the said award shall and may be pleaded in bar of such action, at any time after the said Term of the said Court of Queen's Bench, notwithstanding any defect in form or substance in the said award: Provided always, that it shall and may be lawful to and for the party or parties interested in the land mentioned in the award of their agent by counsel at any time before the last day of the said Term next ensuing after the same hath been made, and the amount of the value awarded tendered, to move the said Court of Queen's Bench to set aside such award for corruption or any other matter or thing for which awards are now subject to be impugned by law; Provided also, that if the first award be so set aside by the Court of Queen's Bench, the matter in difference may again be submitted to other Arbitrators, and so on till a satisfactory award be made between the parties.

Award may be pleaded in bar to an ejection.

Proviso: award may be set aside by Q. B. for cause.

New award.

VIII. And be it enacted, That the said Company shall have full power and authority to explore the country lying between the said Town of Guelph and the said Village of Fergus, and to designate and establish, and it shall be lawful for the said Company to take, appropriate, have and hold to and for the use of them and their successors the requisite lands upon the line and within the limits of the said road hereby authorized to be constructed; and for the purpose aforesaid, the said Company and their agents, servants and workmen are hereby authorized and empowered to enter into and upon the lands and grounds of and belonging to the Queen's Majesty, Her Heirs or Successors, or any person or persons, body or bodies corporate or politic.

Company may enter upon lands for the purpose of survey.

IX. And be it enacted, That it shall and may be lawful for the President and Directors of the said Company from time to time to fix, regulate and receive the tolls and charges to be received from all persons passing and re-passing over the said road hereby authorized to be constructed, or any part or parts thereof, as the same shall from time to time be constructed.

Company may fix Tolls.

X. And be it enacted, That whenever the tolls collected on any part or parts of the road hereby authorized to be constructed before the entire completion thereof, shall exceed in amount a sum sufficient to defray the expenses of maintaining and repairing the said part or parts of the said road, and to afford an annual income to the said Company of ten per cent. on the capital actually expended on the construction thereof, then and in such case the overplus revenue of the said tolls shall be applied to the further construction and completion of the said road hereby authorized as aforesaid, until the whole work shall be completed.

Overplus revenue from any part of the road, how to be applied until the whole is completed.

XI. And be it enacted, That the road and materials which shall be from time to time got or provided for constructing, building, maintaining or repairing the same, and the said tolls as hereinbefore mentioned, shall be, and the same are hereby vested in the said Company and their successors for ever.

Road, &c. vested in the Company.

XII.

Company may erect Toll-Gates.

Proviso.

XII. And be it enacted, That the President and Directors of the said Company shall have full power to erect such number of gates in or across the said road, and fix such tolls as they may deem fit and expedient to be incurred at each, (which rates or tolls may be altered from time to time as circumstances may require,) and to erect and maintain such toll-houses, toll-gates and other erections as to them may seem necessary and convenient for the due performance of their business, and change the position of the same from time to time; provided that no such toll shall be levied until at least three miles of the said road shall have been completed.

Punishment of persons destroying or damaging Gates or other works of the Company.

Forcibly passing gates.

XIII. And be it enacted, That if any person or persons shall cut, break down or destroy in any way, any of the gates or toll-houses to be erected by virtue of this Act, every such person so offending and being lawfully convicted thereof shall be deemed guilty of a misdemeanor, and that the same shall be triable at the Court of Quarter Sessions for the said District, and be punishable by fine and imprisonment, or either, in the discretion of the Court; and if any person or persons shall remove any earth, stone or timber on the said road to the damage of the same, or shall forcibly pass or attempt to pass by force any of the gates without having first paid the legal toll at such gate, such person or persons shall pay all damage by them committed, and shall forfeit and pay a fine not exceeding five pounds nor less than five shillings currency, to be recoverable on the oath of any one credible witness, before any one Justice of the Peace for the District in which such act shall have been committed.

Penalty on parties evading Tolls.

XIV. And be it enacted, That if any person or persons shall after proceeding on the said road with any carriage or animals liable to pay toll, turn out of the said road into any other road, and shall enter the said road beyond any of the gate or gates without paying toll, whereby such payment shall be evaded, such person or persons shall for every such offence forfeit and pay a sum not exceeding ten shillings, to be recovered before any one Justice of the Peace for the District in which such gate or gates may be situated.

Penalty on persons assisting others to evade Tolls.

XV. And be it enacted, That if any person or persons occupying or possessing any inclosed lands near any toll-house or toll-gates which shall be erected in pursuance of this Act shall knowingly permit or suffer any person or persons to pass through such lands or any gate, passage or way thereon, with any carriage, horse, mare or gelding, or other animal liable to the payment of toll whereby such payment shall be avoided, every person or persons so offending, and also the person riding or driving such animal or animals or carriage whereon such payment is avoided, being thereof convicted, shall for every such offence, severally to be recovered before any one Justice of the Peace for the District in which such gate or gates may be situated, forfeit and pay a sum not exceeding ten shillings currency.

Persons convicted may be committed to Jail if the penalty be not paid.

XVI. And be it enacted, That if any person summarily convicted under this Act shall not pay the fine or penalty together with the cost, if awarded, (which costs the convicting Justice or Justices are hereby authorized to award if he or they shall think fit) either immediately after such conviction, or within such time as the said Justice or Justices shall appoint, it shall be lawful for such Justice or Justices to commit the offender to the Common Jail, there to be imprisoned for a term not exceeding two calendar months, the commitment to be determinable in every case on payment of the amount

amount and costs, or such penalty and costs may be also levied and collected by distress and sale of the offender's goods and chattels under the authority of any warrant or warrants to be issued by such Justice or Justices, who are hereby authorized and empowered to grant the same; and that all such monies arising from any fines, penalties or forfeitures under this Act, recoverable whether summarily or imposed by any Court, shall be expended on the said road, or towards discharging the debts thereof, and that the evidence of any Stockholder of the said Company shall be admitted in proof of the offence, notwithstanding the application of such monies.

Or the penalty may be levied by distress.

Appropriation of penalties.

XVII. And be it enacted, That all persons, horses or carriages going to or attending or returning from any funeral, or any person with horse or carriage going to or returning from Divine Service on the Lord's Day, shall pass the gates free of toll.

Exemptions from Toll.

XVIII. And be it enacted, That the said Company or their agents or servants at any time after the passing of this Act, under and by virtue of its provisions, shall and may contract, erect and build a road as aforesaid, and also that the said road contemplated by this Act shall not in any degree interfere with or encroach upon any fee simple, right or private easement or privilege of any individual now holding and enjoying the same or entitled thereto, without permission first had and obtained by consent of the owner thereof, or by virtue of the express provisions of this Act.

Company not to interfere with private rights without making compensation.

XIX. And be it enacted, That the property, affairs and concerns of the said Company shall be managed and conducted by seven Directors, (one of whom shall be chosen President,) who shall hold their offices for one year, which said Directors shall be Stockholders to the amount of at least ten shares, and the first election of such Directors shall take place at the Town of Guelph on the first Monday in December, eighteen hundred and forty-seven, at the hour of twelve at noon, and thereafter the said annual election of Directors shall take place at the Town of Guelph on such day and at such hour as a majority of the Directors for the time being shall appoint, and public notice thereof shall be given in any one newspaper that may be published in the said District of Wellington at least one calendar month previous to holding the said election; and the said election shall be held and made by such of the Stockholders of the said Company as shall attend for that purpose in their own proper persons or by proxy, and elections for such Directors shall be by ballot, and the seven persons who shall have the greatest number of votes at any election shall be Directors; and if it shall happen at any such election that two or more have an equal number of votes in such a manner that a greater number of persons than seven shall by a plurality of votes appear to be chosen Directors, the said Stockholders hereinbefore authorized to hold such election shall proceed to elect by ballot, until it is determined, which of the said persons so having an equal number of votes shall be Director or Directors, so as to complete the whole number of seven; and the said Directors so chosen, shall, as soon as may be after the said election, proceed in like manner to elect by ballot one of their number to be President; and if any vacancy or vacancies shall at any time happen among the Directors by death, resignation, or removal from the Province, such vacancy or vacancies shall be filled for the remainder of the year in which they may happen, by a person or persons to be nominated by a majority of the Directors.

Affairs of the Company to be managed by seven Directors. First Election.

Public notice.

Ballot.

Election of President.

XX. And be it enacted, That each Stockholder shall be entitled to a number of votes in proportion to the number of shares which he or she may have in his or her own

Number of votes to which Shareholders own

shall be entitled.

own name, and shall have had at least one month previous to the time of voting, according to the following rules, that is to say: one vote for each share not exceeding four; five votes for six shares; six votes for eight; seven votes for ten shares, and one vote for every five shares above ten.

First meeting for election of Directors.

XXI. And be it enacted, That on the said first Monday in December, eighteen hundred and forty-seven, a meeting of the Stockholders shall be held in the Town of Guelph as hereinbefore mentioned, who shall proceed to elect seven persons to be Directors, who shall elect by ballot one of their number to be President; and shall continue in office until the first Monday in January next after the day of the election, and who during such continuance shall discharge the duties of Directors of the said Company as aforesaid.

Term of office of first Directors.

Failure to elect provided against.

XXII. And be it enacted, That in case it should at any time happen that an election of Directors should not be made on any day when pursuant to this Act it ought to have been made, the said Corporation shall not for that cause be deemed to be dissolved, but it shall and may be lawful on any day to hold and make an election of Directors in such manner as shall be regulated by the By-laws and Ordinances of the said Corporation; or if such election be the first, then on any day of which notice shall be given as hereinbefore required for such first election.

Directors to make By laws and to have other powers.

XXIII. And be it enacted, That the Directors for the time being or a majority of them shall have power to make and subscribe such By-laws and regulations as to them shall appear needful and proper touching the management and disposition of the stock, property, estate and effects of the said Company, and touching the duties of the officers, clerks and servants thereof, and all such other matters or things as appertain to the business of the Corporation, and also shall have power to appoint as many officers, clerks and servants for the carrying on the said business, and with such salaries and allowances as to them shall seem fit.

Amount of the capital of the Company limited.

Transfer of shares.

Proviso: Company not to act as bankers.

XXIV. And be it enacted, That the whole Capital Stock which the said Company may have or hold by virtue of this Act shall be ten thousand pounds currency, with power to increase the same to double that amount if found necessary for constructing the said road; and that the shares of the Capital Stock shall be composed of shares of the value of five pounds currency each; and such shares shall be personal property, and may, after the first instalment thereon shall have been paid, be transferable by the respective persons subscribing and holding the same to any other person or persons, and such transfer shall be entered and registered in a book or books to be kept for that purpose by the said Company: Provided always, that nothing herein contained shall extend to authorize the said Company to carry on the business of Banking.

How instalments of capital stock may be called in.

XXV. And be it enacted, That so soon as Directors have been appointed as aforesaid, it shall and may be lawful for them to call upon the Stockholders of the said Company, by giving thirty days' notice thereof in any one newspaper that may be published in the said District of Wellington for an instalment of twenty per cent. upon each share which they or any of them may respectively have subscribed for, and that the residue of the sums or shares of the Stockholders shall be payable by instalments in such time and in such proportions as a majority of the Stockholders (at a meeting expressly convened for that purpose) or at a meeting held for the choice of Directors

as aforesaid shall agree upon; provided however, that no such instalment subsequent to the first as aforesaid, shall exceed five per cent., nor become payable in less than thirty days after public notice in the newspaper or newspapers as aforesaid.

Proviso :
Amount of
each call
limited.

XXVI. And be it enacted, That of the persons as aforesaid, nominated and balloted for in manner aforesaid, those seven shall be deemed elected who shall have the greater number of votes according to the shares held by the voters respectively as hereinbefore prescribed, at each and every such election of Directors, and that at every such election in every year as aforesaid, after the ballot shall have been kept open for three hours, the seven persons having the majority of votes in manner aforesaid shall, so soon after as convenient on the same day, be declared the Directors chosen for the ensuing year, by two or more scrutineers who shall have been previously nominated by the Stockholders for the purpose of nomination and report of such ballot: Provided nevertheless, that the Stockholders present at the place of ballot shall in the nomination of scrutineers vote *per capita*, and not by shares.

Proceedings at
elections of
Directors re-
gulated.

Proviso.

XXVII. And be it enacted, That if any Stockholder or Stockholders as aforesaid shall refuse or neglect to pay at the time required any instalment or instalments which shall be lawfully required by the Directors as due upon any share or shares, such Stockholder or Stockholders so refusing or neglecting shall forfeit such share or shares as aforesaid with any amount which shall have been previously paid thereon, and the said share or shares may be sold by the said Directors, and the sum arising therefrom, together with the amount previously paid thereon, shall be accounted for and applied in like manner as other monies of the said Company: Provided always, that the purchaser or purchasers shall pay the said Company the amount of the instalment required, over and above the purchase money of the share or shares so purchased by him, her or them as aforesaid, immediately after the sale, and before he, she or they shall be entitled to the certificate of the transfer of such share or shares purchased as aforesaid: Provided always, that twenty days' notice of the sale of such forfeited share or shares shall be given in any one newspaper that may be published in the said District of Wellington, and that the instalments due may be received in redemption of any such forfeited share at any time before the time appointed for the sale thereof, or the said Company may sue for and recover any such instalment or instalments in any Court having jurisdiction in matters of debts or contract according to the amount.

Stockholders
may be com-
pelled to pay
instalments
called for.

Forfeiture of
shares if in-
stalments be
not paid.

Proviso.

Proviso.

XXVIII. And be it enacted, That the several persons who have subscribed any money towards the undertaking, or their personal representatives respectively, shall pay the sums respectively so subscribed or such portions thereof as shall be from time to time called for by the Directors: and with respect to the provisions in this Act contained for enforcing the payment of calls or instalments, the word "Stockholder" shall extend to and include any person who holds stock in the said Company, or who may have subscribed the original Prospectus of the Company or Stock Book or Agreement to take stock therein, and shall also extend to and include the legal personal representatives of such Stockholder or person as aforesaid.

Subscribers
bound to pay
the amount of
their subscrip-
tions.

Word "Stock-
holder defined.

XXIX. And be it enacted, That if any Stockholder do not pay the amount of any call or instalment to which he is liable, before or on the day appointed for payment, then such Stockholder 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.

Calls overdue
to bear inter-
est.

Stockholders may be sued for the amount of calls and interest.

Suit not to prevent forfeiture.

What averments shall be necessary in any such suit.

What proof shall be necessary in any such suit.

Certain particulars need not be mentioned in notices of calls.

Company may borrow money and mortgage their property for the same.

Form of such mortgage, and registry thereof.

XXX. And be it enacted, That if default shall be made by any Stockholder in the payment of any call at the time appointed by the Directors for the payment thereof, then it shall be lawful for the Company to sue such Stockholder for the amount of such call, in any Court of Law in this Province, (having competent jurisdiction in regard to the amount to be recovered), and to recover the same with lawful interest, and if the Company shall elect to sue any Stockholder under the authority of this Act, such suit shall not in any way interfere with the forfeiture of the share or shares of such Stockholders, as provided by the twenty-fifth clause of this Act.

XXXI. And be it enacted, That in any action or suit to be brought by the Company against any Stockholder 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 Company to aver that the defendant is the holder of one share or more (stating the number of shares) in the Capital Stock of the Company, and that he is indebted to the 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 Company by virtue of this Act.

XXXII. And be it enacted, That on the trial or hearing of such action, it shall be sufficient for the Company to prove that the defendant at the time of making such call was a holder of one share or more in the undertaking, (and when there has been no transfer of the shares, then the proof of subscription to the original Agreement to take stock shall be sufficient evidence of holding stock to the amount subscribed) and that such call was in fact made, and such notice thereof given as is required; and it shall not be necessary for the Company to prove the appointment of the Directors who made such call or any other matter whatever, and thereupon the Company shall be entitled to recover what shall be due upon such call with interest thereon, unless it shall appear either that any such call exceeds the prescribed amount, or that due notice of such call was not given, or that a meeting of the Stockholders was not expressly convened for the purpose of deciding on the time of payment, and the amount of such call in cases where such meeting is required.

XXXIII. And be it enacted, That when calls shall be made by the Directors, it shall not be essential that the notice of such call should specify on what day, or at what place, or to what person the calls are to be paid, but that all calls shall be taken and meant to be payable to the Treasurer of the Company for the time being, at the expiration of thirty days from the first day of publishing the notice.

XXXIV. And be it enacted, That it shall be lawful for the Company to borrow on mortgage or bond, such sums of money as shall from time to time, by an order of a general meeting of the Company, be authorized to be borrowed for the purpose of carrying into effect the undertaking, and for securing the re-payment of the money so borrowed with interest, to mortgage the tolls and future calls upon the shareholders, or to give bonds in such manner and with such conditions as may be ordered by the Company at a general meeting.

XXXV. And be it enacted, That every mortgage and bond for securing monies borrowed by the Company shall be by deed under the common seal of the Company, wherein the consideration shall be truly stated, and a register of such mortgages and bonds

bonds shall be kept by the Secretary, and within fourteen days after the date of any such mortgage or bond, entry or memorial, specifying the date of such mortgage or bond, and the sums secured thereby, and the names of the parties thereto shall be made in such Register, and such Register may be perused at all reasonable times by any of the Stockholders, or by any mortgagee or bond creditor of the Company, or any person interested in any such mortgage or bond.

XXXVI. And be it enacted, That the said President and Directors, if they think proper, may commute tolls with any person or persons, by taking from him, her or them a certain sum either monthly or annually in lieu of such tolls, and that the said President and Directors shall affix in a conspicuous place at all such Toll-gates a Table of the Rate of Tolls to be exacted and taken, to be plainly and legibly printed.

Company may commute with any party for the Tolls.

XXXVII. And be it enacted, That it shall be the duty of the Directors to make annual dividends of so much of the profits of the said Company as to them or a majority of them shall seem advisable, and that once in each year an exact and particular statement shall be rendered of the state of their affairs, debts, credits, profits and losses, such statements to appear in the books, and to be open to the perusal of any Stockholder, at his or their reasonable request.

Directors to declare dividends.

XXXVIII. And be it enacted, That whenever the said tolls shall in the annual receipts exceed in amount a sum sufficient to defray the expenses of maintaining and repairing the said road, and incidental expenses of the said Company, and to afford an annual income to the said Company of ten per cent. profit on the capital actually expended in the construction of the said road, the said ten per cent. to be calculated from the time or times at which the part or parts of the said road on which the expenditure took place shall have been constructed, then and in such case the increasing surplus revenue of the said tolls shall be charged against the said Company as so much received by them in the nature of a sinking fund, by means whereof to purchase from the said Company the entire estate, use and property of the said road, to and for the use of the public, in such manner and form as the Legislature of this Province may by legislative enactment hereafter provide.

Sinking fund to purchase the road for the public, provided out of any surplus profits of the Company.

XXXIX. And be it enacted, That the Legislature of this Province may at any time whatever purchase the entire estate, property and use of the said road from the said Company, on giving to the said Company three calendar months' notice in writing of their intention, and paying to the said Company the capital so as aforesaid actually expended, together with fifteen per cent. advance thereupon to the credit of which payment all revenue exceeding ten per cent. upon the *bonâ fide* expenditure, and over and above the expense of maintaining and repairing the said road and incidental expenses of the said Company, shall be charged and taken; and it is also hereby provided and declared that if any deficiencies of the said ten per cent. annual profit should occur at any time, such deficiencies shall also be chargeable against the increasing revenue of the subsequent years, so that the Company may fairly and actually receive ten per cent. profit on their own *bonâ fide* expenditure for the whole time they shall enjoy the estate, rights and privileges acquired under this Act; anything herein contained to the contrary notwithstanding.

The Legislature may purchase the road on repaying the Capital and 15 per cent. extra. Less the amount of the sinking fund. Proviso.

The District Council of Wellington may undertake the whole or part of the Road, and give notice of their intention within a certain time.

In such case they shall have the powers which would otherwise be vested in the Company as to the part of the road so undertaken.

Proviso: if after notice the Council fail to make the Road, they shall be held to have subscribed for a certain number of shares.

And the powers aforesaid shall revert to the said Company.

District Council of Wellington may take stock in the undertaking, &c.

The said Council or other parties may improve part of the road and take stock for the amount expended.

How they shall vote in such case

Company to lay statements on oath before the Legislature.

XL. And be it enacted, That if the District Council of the said District of Wellington, shall undertake to complete that part of the said road lying between the Town of Guelph and the point where the Elora and Fergus roads diverge at Card's farm in the Township of Guelph, or the whole of the said road from the Town of Guelph to the Village of Fergus, as the said Council shall deem expedient, in a good and sufficient manner by macadamizing, planking or gravelling the same, and shall give notice of their intention to do so within one month after the meeting of the said District Council, which shall be held in the year one thousand eight hundred and forty-eight, and shall complete the portion thereof which they shall have declared their intention to take, within two years from the passing of this Act; then and in such case, all and singular the powers, privileges and authority of the Company incorporated by this Act, shall be limited, restricted and confined to that part of the said road, not undertaken by the said District Council, and shall in no wise extend or be constructed to extend to that part undertaken by the said District Council, which Council, with regard to the part so undertaken shall have all the powers hereby given to the said Company, any thing in this Act contained to the contrary notwithstanding: Provided always, that the said District Council (in case of their failing to construct any portion of the said road within the time limited and in the manner seth forth in this Act, and after having given notice of their intention to do so) shall become bound to take at least two hundred shares in the Capital Stock of the said Company, and shall by reason of such failure alone be deemed to have intended to take and subscribe for, and to have taken and subscribed for two hundred shares in the said Capital Stocks, and shall be liable accordingly in the same manner and to the same extent as other stock holders, and all the powers, privileges and authority which would otherwise have been vested in the said District Council, shall by such failure alone, and without any other formality or proceeding, revert to the said Company and be vested in them.

XLI. And be it enacted, That it may and shall be lawful for the District Council of the District of Wellington to take shares in the Capital Stock of the said Company to any amount, and to borrow money on the credit of the said District, to pay for such stock or to construct any portion or portions of the said road, taking their pay therefor in shares of the Capital Stock of the said Company; and that in case any person or persons, District Council or Councils, body or bodies corporate or politic, shall be desirous of improving or constructing, or shall have improved or constructed any portion of the said line of road hereby authorized to be constructed, or shall have furnished materials or given labor therefor, and shall be desirous that the same shall be paid for in shares of the Capital Stock of the said Company, then it shall be lawful for the Directors of the said Company to cause to be transferred to such person or persons, District Council or Councils, body or bodies corporate or politic, respectively, in the Books of the said Company, as many shares of the Capital Stock as will cover the amount of their respective demands; and that any such District Council or Councils, body or bodies corporate or politic, holding stock in the said Company, may vote at any meeting of the Stockholders thereof in proportion to their number of shares, by such of their officers or other persons as they may appoint under their corporate seal for the purpose.

XLII. And be it enacted, That it shall be the duty of the said Corporation, and of the persons intrusted with the chief direction of its affairs, to lay annually before the three Branches of the Legislature of this Province in the course of the first fifteen days after

after the opening of the Session, a general statement upon the oath of the President of the said Company, sworn to before any Justice of the Peace who is hereby authorized to administer the same, of the affairs of the said Company, shewing as well the amount of its liabilities as the assets or means of meeting the same; and such President being charged before any competent Court with wilful and corrupt false swearing in the matter of such statement shall be tried, and if found guilty be punished in like manner as if he had been charged and convicted of the crime of wilful and corrupt perjury.

False attestation to be perjury.

XLIII. And be it enacted, That notwithstanding the privileges that may be conferred by this Act, the Legislature may at any time hereafter in their discretion make such additions to this Act or such alterations of any of its provisions as they may think proper for affording just protection to the public or to any person or persons, body corporate or politic, in respect to their estate, property or right or any interest therein, or any advantage, privilege or convenience connected therewith, or in respect to any way or right of way, public or private, that may be affected by any of the powers given to the said Corporation.

Legislature may amend this Act so as to protect rights, &c.

XLIV. And be it enacted, That in any action or suit brought by or against the Company upon any Contract or for any matter or thing whatsoever, any Stockholder shall be competent as a witness, and his testimony shall not be deemed inadmissible on the ground of interest.

Stockholders may be witnesses for or against the Company.

XLV. And be it enacted, That if any action or suit shall be brought against any person or persons for any matter or thing done in pursuance of this Act, such action or suit shall be brought within six calendar months next after the fact committed and not afterwards, and the defendant or defendants in such action or suit may plead the general issue only, and give this Act and the special matter in evidence on the trial.

Limitation of actions for things done under this Act.

XLVI. And be it enacted, That the words and the expressions hereinafter mentioned, which in their ordinary signification may have a more confined or different meaning, shall in this Act, except when the nature of the provisions or the context of the Act shall exclude such construction, be interpreted as follows, that is to say: the word "Oath" shall include affirmation when by law such affirmation is required or allowed to be taken in place of an oath; and every word importing the singular number shall extend and be applied to several persons and things as well as one person or thing, and bodies corporate or politic as well as individuals; and every word importing the plural number shall extend and be applied to one person or thing as well as several persons or things; and every word importing the masculine gender only, shall extend and be applied to a female as well as a male.

Interpretation clause.

XLVII. And be it enacted, That this Act shall be taken to be a Public Act, and as such shall be judicially noticed by all Judges, Justices of the Peace and other persons, without being specially pleaded.

Public Act.