

then and there adjudged, and such fine shall be expended for the erection or repair of such 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.

28. Whenever the said Railway or any of its branches cross or shall hereafter cross any highways, turnpike road, statute labour or 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.

Gates to be maintained across Highways.

29. 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 there being an equal number of votes for and against any question before them, the President shall have the casting vote.

Proviso.

Company affairs to be managed by a Board of seven Directors.

Quorum.

Votes.

30. Every shareholder shall be entitled to one vote for each share so held by him, 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.

Shareholders entitled to one vote for each share of stock owned by them, and may vote by proxy.

31. Whenever five thousand pounds of the said capital stock shall have been subscribed, the first general meeting of the shareholders shall take place at Saint George, to be called by notice in one of the weekly papers printed in the County of Charlotte twenty eight days 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 chosen or appointed in their stead at any meeting to be held 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 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.

First meeting of the shareholders to be held when £5000 are subscribed.

32. The said Directors shall have the power 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

Directors to appoint officers and engineers.

Shareholders may make and amend bye laws.