

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 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.

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