

HUNTER RIVER
RAILWAY COMPANY.

An Act to establish and incorporate a Company to be called “ The Hunter River Railway Company.” [10th October, 1853.]

Preamble.

WHEREAS the making and maintaining of a railway from the city of Newcastle to the towns of East Maitland and West Maitland in the county of Northumberland in the Colony of New South Wales would be of great public advantage by opening additional certain and expeditious means of communication between the said places and also by facilitating communication between more distant towns and places And whereas the several persons hereinafter named are willing and desirous to make and maintain such railway and it is deemed advisable to give encouragement to them by granting to them an Act of Incorporation Be it therefore enacted by His Excellency the Governor of New South Wales by and with the advice and consent of the Legislative Council thereof as follows—

Proprietors incorporated by the name of
“The Hunter River
Railway Company.”

1. The following persons that is to say George Allen George Wigram Allen Arthur & Beckett William Bradley George Burgess Adam Bogue Edward Wilbraham Bell Alexander Campbell Brown Edward Baker Boulton Hutchinson Hothersall Browne Alexander Campbell John Henry Challis Thomas Chalder William Croasdill John Croft Charles Cowper Henry Grattan Douglass John Bayley Darvall John Fairfax John Gilchrist Samuel Dean Gordon Alexander Charles Hood Robert Allen Hunt Thomas Hopkins Thomas Holt the younger Joshua Frey Josephson George King Simon Kemp Charles Kemp William James Lennon Michael Metcalf Andrew Hardie M'Culloch Thomas Sutcliffe Mort James Millsom the younger James Mitchell Charles Nathan George Polhill Samuel Peek John Reeve William Russell Robert Scott Ross Ralph Meyer Robey William Russell Thomas Ware Smart Edward Salamon Edward Kennedy Sylvester Robert Percy Simpson Robert Towns Edwin Tooth Charles Throsby

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Throsby Robert Cooper Walker Peter Barber Whitfield John Williams and all other persons who shall hereafter become subscribers to the said undertaking and their several and respective successors executors administrators and assigns shall be and hereby are united into a company for making completing and maintaining the said railway and such extensions thereof and other works by this Act authorized to be made and executed according to the rules orders and directions hereinafter mentioned and for that purpose shall be one body corporate by the name and style of "The Hunter River Railway Company" and by that name shall have perpetual succession and a common seal and shall and may 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 have power and authority from and after the passing of this Act and at all times thereafter to purchase and hold lands to them and their successors and assigns for the use of the said undertaking and works and generally for the purposes of carrying the provisions of this Act into effect and also to sell and dispose of the said lands again in manner by this Act directed without incurring any penalties or forfeitures.

2. The capital of the company hereby established shall (until increased as hereinafter provided) be one hundred thousand pounds sterling and shall be divided into twenty thousand shares of five pounds each and such shares shall be numbered in regular or arithmetical progression beginning with number one and every such share shall be distinguished by its appropriate number and the said shares shall be and are hereby vested in the persons hereinbefore named and in such other persons as shall take shares in the said company and their successors and their several and respective executors administrators and assigns.

3. The said shares shall be deemed personal estate and shall be transferable and transmissible as such and shall not be of the nature of real estate.

4. Every person who shall by virtue of this Act have subscribed for or shall otherwise have become entitled to a share in the said company and whose name shall have been entered on the register of shareholders hereinafter mentioned shall be deemed a shareholder of the company and shall be entitled to participate in the profit and dividends of the company in proportion to the amount of capital which he shall have paid up.

5. The directors shall cause the names additions and addresses of the several persons entitled to shares together with the number of shares to which they shall be respectively entitled distinguishing each share by its proper number and the amount of the subscriptions paid on such shares to be from time to time fairly and distinctly entered in a register book to be kept in the office of the said company for that purpose and to be called "The Register of Shareholders" and the surnames or corporate names of the said shareholders shall be placed in alphabetical order to the end that each proprietor for the time being and his interest in the company may be known.

6. On demand of the holder of any shares the directors of the company shall cause a certificate of the proprietorship of such shares to be delivered to such shareholder and such certificate shall have the common seal of the company affixed thereto and such certificate shall specify the shares to which such shareholder is entitled and the same may be according to the form in the Schedule A to this Act annexed or to the like effect and for such certificate the said company may demand any sum not exceeding two shillings and sixpence and such certificate shall be admitted in all Courts as *prima facie* evidence of the title of such shareholder his executors administrators successors

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or assigns to the share therein specified but the want of such certificate shall not prevent the holder of any share from disposing thereof or receiving his share of the profits in respect thereof.

Certificate to be renewed when destroyed.

7. If any such certificate be worn out or damaged then upon the same being produced at some meeting of the directors such directors may order the same to be cancelled and thereupon another similar certificate shall be given to the party in whom the property of such certificate and of the shares therein mentioned shall be at the time vested or if such certificate be lost or destroyed then upon proof thereof to the satisfaction of the directors a similar certificate shall be given to the party entitled to the certificate so lost or destroyed and to the shares therein mentioned and in either case a due entry of the substituted certificate shall be made by the secretary in the register of shareholders and for every such certificate so given or exchanged the company may demand any sum not exceeding two shillings and sixpence.

Shares may be sold.

8. It shall be lawful for any shareholder to sell and transfer all or any of his shares subject to the provisions herein contained provided that every such transfer shall be by deed in which the consideration shall be stated and such deed may be according to the form in the Schedule B to this Act annexed or to the like effect and provided also that if any certificate of the proprietorship of the shares to be transferred shall have been issued the same shall upon such transfer be delivered up to the directors to be cancelled or to be indorsed by the secretary to the company with a memorandum of the transfer unless it shall be shewn to the satisfaction of the directors that the same has been lost or destroyed.

Transfers of shares to be registered &c.

9. The said deed of transfer (when duly executed) shall be delivered to the secretary and be kept by him and the secretary shall enter a memorial thereof in a book to be called "The Register of Transfers" and shall indorse such entry on the deed of transfer and shall on demand deliver a new certificate to the purchaser and for every such entry together with such indorsement and certificate the company may demand any sum not exceeding two shillings and sixpence and on the request of the purchaser of any shares an indorsement of such transfer shall be made on the existing certificate of such shares instead of a new certificate being granted and upon such indorsement being signed by the secretary such certificate shall be considered in every respect the same as a new certificate and until such deed of transfer has been so delivered to the secretary as aforesaid the vendor of the shares shall continue liable to the company for any calls that may be made upon such shares and the purchaser shall not be entitled to receive any share of the profits of the company or to vote in respect of such shares.

No share to be transferred while in arrear.

10. No shareholder shall be entitled to transfer any share which he shall possess in the said company after any call shall have been made in respect of such share until he shall have paid such call nor until he shall have paid all calls for the time being due on every share held by him.

Power to directors to issue coupons.

11. In case Her Majesty's Government of the Colony shall enter into any agreement with the company to guarantee to the shareholders of the company the payment of any fixed sum of money by way of dividend or interest upon any shares in the capital of the company it shall be lawful for the directors to issue together with the certificates of proprietorship of any shares upon which such fixed rate of dividend or interest shall have been so guaranteed coupons signed by any two of such directors and countersigned by the secretary or manager for the payment of such interest by the directors to the bearers thereof on the days on which such guaranteed interest or dividend

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dividend will become payable during the period to which such coupons shall extend and thereupon such interest or dividends shall be paid to the bearers of such coupons and to no other person.

12. If the interest in any shares have become transmitted in consequence of the death or bankruptcy or insolvency of any shareholder or in consequence of the marriage of a female shareholder or by any other lawful means than by a transfer according to the provisions of this Act such transmission shall be authenticated by a declaration in writing as hereinafter mentioned or in such other manner as the directors shall require and every such declaration or other authentication shall state and shew the manner in which and the party to whom such shares shall have been so transmitted and shall be made and signed by some credible person before a Justice of the Peace or notary public and such declaration or other authentication shall be left with the secretary and upon the same being deemed satisfactory by the directors he shall enter the name of the person entitled under such transmission in the register of shareholders and for every such entry the company may demand any sum not exceeding five shillings and until such transmission has been so authenticated and such entry made no person claiming by virtue of any such transmission shall be entitled to receive any share of the profits of the undertaking nor to vote in respect of any such share as the holder thereof.

Transmission of shares by other means than transfer to be authenticated by a declaration.

13. If such transmission be by virtue of the marriage of a female shareholder the said declaration or other authentication shall contain a copy of the register of such marriage or other particulars of the celebration thereof and shall declare or shew the identity of the wife with the holder of such shares and if such transmission have taken place by virtue of any testamentary instrument or by intestacy the probate of the will or the letters of administration or an official extract therefrom shall together with such declaration or other authentication be produced to the secretary and upon such production in either of the cases aforesaid the secretary shall make an entry of the declaration or other authentication in the said register of transfers.

Proof of transmission by marriage will &c.

14. The company shall not be bound in any manner by any trusts or equitable interests or demands affecting any shares standing in the name of any person as the ostensible proprietor thereof or be required to take any notice of such trusts or equitable interests or demands but the receipts of the person in whose name the shares shall stand in the books of the company shall notwithstanding such trusts or equitable interests or demands and notice thereof to the company be a good valid and conclusive discharge to the company for or in respect of any dividend or other money payable by the company in respect of such shares and a transfer of the said shares by the person in whose name such shares shall so stand shall notwithstanding as aforesaid be binding and conclusive as far as may concern the said company against all persons claiming by virtue of such trusts or equitable interests or demands Provided always that it shall be competent to the directors of the company if they shall think fit so to do to withhold payment of the dividends on any such shares and to refuse to allow or recognize the transfer of such shares in any case in which the company shall have had notice of any claims under an alleged trust or equitable interest or demand and when such claim shall appear to the directors to be well-founded And provided also that nothing herein contained shall be deemed or taken to interfere with or abridge the right and power of a Court of Equity to restrain the payment of any such dividend or other money payable by the company in respect of any such shares or the transfer thereafter of any such shares or to direct the payment of such dividends or other money not already

Company not bound to see to execution of trusts in respect of shares.

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Subscriptions to be paid as called for.

Term "shareholder" to include representatives.

Power to make calls.

Interest to be paid on over-due calls.

Power to allow interest on payment of subscription before calls.

Enforcement of calls by action.

Declarations in suits to recover calls.

Matter to be proved in action for calls.

Proof of proprietorship.

already paid by the company or the transfer of such shares to such person as such Court may think fit.

15. The several persons who have accepted or who shall hereafter accept or hold shares in the company shall pay the amount of the said shares or such portions thereof as shall from time to time be called for by the directors at such times and places as shall be appointed by the directors and with respect to the provision in this Act contained for enforcing the payment of calls the word "shareholder" shall extend to and include the legal personal representatives of every such shareholder.

16. It shall be lawful for the directors from time to time to make such calls of money upon the several shareholders in respect of the amount of their respective shares as the said directors shall deem necessary provided that thirty days notice at the least be given of each call by a notice in the *Government Gazette* and in one or more of the newspapers published in Sydney and that successive calls be not made at a less interval than three months and that no call exceed the sum of ten shillings for or in respect of any one share and every shareholder shall be liable to pay the amount of the calls 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 directors.

17. If before or on the day appointed for payment any shareholder shall not pay the amount of any call to which he is liable then every such shareholder shall be liable to pay interest for the same at the rate of six per cent. per annum from the day appointed for the payment thereof to the time of the actual payment.

18. It shall be lawful for the directors if they think fit to receive from any of the shareholders who shall be willing to advance the same all or any part of the moneys due upon their respective shares beyond the sums actually called for and upon the principal moneys so paid in advance or so much thereof as from time to time shall exceed the amount of the calls then made upon the shares in respect of which such advance shall be made the company may pay interest at such a rate not exceeding the rate aforesaid as the shareholder paying such sum in advance and the directors shall agree upon.

19. If at the time appointed by the directors for the payment of any call any shareholder shall fail to pay the amount of such call it shall be lawful for the 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 interest as aforesaid from the day on which such call was payable and in any action or suit it shall not be necessary to set forth the special matter but it shall be sufficient for the company to declare that the defendant is the holder of one share or more in the company (stating the number of shares) and is indebted to the company in such sum of money as the calls in arrear shall amount to 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 and 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 a holder of one share or more in the company and that such call was in fact made and such notice thereof given as is directed by this Act and it shall not be necessary to prove the appointment of the directors who made such call nor any other matter whatsoever and thereupon the company shall be entitled to recover what shall be due upon such call and interest thereon and the production of the register of shareholders required to be kept in the office of the company shall be *prima facie* evidence of such defendant's being a shareholder and of the number and amount of his shares.

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20. If any shareholder shall fail to pay any call payable by him together with the interest (if any shall have accrued thereon) the directors of the company at any time after the expiration of one month from the day appointed for payment of such call may if they shall think fit declare the shares 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. Provided that before declaring any share forfeited the directors shall cause notice of their intention to declare such share to be forfeited to be left at or transmitted by the post to the usual or last place of abode of the person appearing by the register of shareholders to be the proprietor of such share and if the holder of any such share shall be beyond the limits of this Colony or if his or their usual or last place of abode be not known to the directors by reason of its being imperfectly described in the said register of shareholders or otherwise or if the interest in any such share shall be known by the directors to have become transmitted otherwise than by transfer as hereinbefore mentioned but a declaration of such transmission shall not have been registered as aforesaid and so the address of the party to whom the said share may have been transmitted or may for the time being belong shall not be known to the directors the directors shall give public notice of such intention in the *Government Gazette* and also in one or more of the newspapers published in the city of Sydney and the several notices aforesaid shall be given twenty-one days at least before the directors shall make such declaration of forfeiture.

Shares in arrear may be declared forfeited.

Notice to be given of intention to declare share forfeited.

21. After such forfeiture as aforesaid it shall be lawful for the directors to sell the forfeited share either by public auction or private contract and if there be more than one forfeited share then either separately or together as to them shall seem fit. Provided that the company shall not sell or transfer more of the shares of any such defaulter than shall 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 the 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 calls and interest thereon due at the time of such sale and the expenses attending the declaration of forfeiture and sale thereof with the proof thereof and the certificate of proprietorship to the purchaser the surplus shall on demand be paid to the defaulter. And provided also that if payment of such arrears of call and interest and expenses be made before any share so forfeited shall have been sold as aforesaid such share shall revert to the party to whom the same belonged before such forfeiture in such manner as if such call had been duly paid.

Forfeited shares may be sold.

No more shares to be sold than are sufficient to pay off arrears and expenses.

On payment of arrears before sale shares to revert to the party.

22. A solemn declaration in writing by some credible person not interested in the matter made in conformity with the provisions of an Act of Council passed in the ninth year of the reign of Her present Majesty Queen Victoria numbered nine 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 in manner hereinbefore required shall be sufficient evidence of the facts therein stated and such declaration and the receipt of the treasurer or other officer of the company authorized by the directors to receive payment of 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.

Evidence of proprietorship in purchasers of forfeited shares.

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First and other
general meetings.

23. The first general meeting of the shareholders of the company for putting this Act in execution shall be held at some convenient place within the city of Sydney within two months after the passing of this Act between the hours of ten in the forenoon and four in the afternoon and the future general meetings of the company shall be held on the first Monday in the months of February and August or at such other stated periods as shall be appointed for that purpose by an order of a general meeting and the meetings so appointed shall be called "ordinary" or "half-yearly" general meetings and all meetings whether half-yearly or extraordinary shall be held at such place as the shareholders shall at any general meeting direct and appoint and if no such direction be given then at such place as the directors shall from time to time appoint.

Business at half-
yearly general
meetings.

24. No matters except such as are appointed by this Act to be done at a half-yearly general meeting shall be transacted at any such meeting unless special notice of such matters have been given in the advertisement convening such meeting and no extraordinary meeting shall enter upon any business not set forth in the notice upon which it shall have been convened.

Business at extraor-
dinary meetings.

Extraordinary
meetings.

25. Every general meeting of the shareholders other than a half-yearly meeting shall be called an extraordinary meeting and such meetings may be convened by the directors as they think fit and any number of shareholders not being less than five holding in the aggregate one thousand shares may by writing under their hands at any time require the directors to call an extraordinary meeting of the 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 company or given to at least three directors or left at their last or usual places of abode and forthwith upon the receipt of such requisition the directors shall convene a meeting of the shareholders and if for twenty-one days after such notice the directors shall fail to call such meeting the number of shareholders aforesaid qualified as aforesaid may call such meeting by giving fifteen days public notice thereof in the *Government Gazette* and in one or more of the newspapers published in the city of Sydney.

Extraordinary
meeting of the
company may be
required by share-
holders.

Notice of meetings.

26. Fifteen days public notice at the least of all meetings whether ordinary or extraordinary shall be given by advertisement in the *Government Gazette* and one or more newspapers as hereinbefore mentioned which shall specify the place day and the hour of meeting and every notice of an extraordinary meeting or of an ordinary meeting if any other business than the business hereby appointed for ordinary meetings is to be done thereat shall specify the purpose for which the meeting is called.

Quorum of share-
holders for a general
meeting.

27. In order to constitute a general meeting there shall be present either personally or by proxy shareholders holding in the aggregate not less than one-twentieth of the capital of the company and being in number not less than twenty and such shareholders shall be a quorum and if within one hour from the time appointed for such meeting the said quorum be not present no business shall be transacted at the meeting other than the declaring of a dividend in case that shall be one of the objects of the meeting but such meeting shall except in the case of a meeting for the election of directors hereinafter mentioned be held to be adjourned *sine die*.

Chairman at general
meetings.

28. At every general meeting of the company one or other of the following persons shall preside as chairman that is to say the chairman of the company or in his absence the deputy chairman or in the absence of the chairman and deputy chairman some one of the directors of the company to be chosen for that purpose by the meeting or in the absence of the chairman and deputy chairman and of all the directors

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directors any shareholder to be chosen for that purpose by a majority of the shareholders present at such meeting and such chairman shall be entitled to vote not only as a principal and proxy but also to give a casting vote if there be otherwise an equality of votes and every such general meeting may be adjourned from time to time and from place to place and no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which such adjournment took place.

Business at adjournments.

29. At all general meetings every shareholder who shall be possessed of ten or more shares shall for the first ten shares be entitled to one vote and for every additional number of twenty shares to one additional vote. Provided always that no shareholder shall be entitled to more than ten votes altogether and that no shareholder shall be entitled to vote at any meeting unless he shall have paid all the calls then due upon the shares held by him.

Votes of shareholders.

Shareholders not to vote until calls paid.

30. The votes of shareholders may be given at any general meeting either personally or by proxies being shareholders authorized by writing according to the form in the Schedule C to this Act annexed or in a form to the like effect under the hand of the shareholder nominating such proxy or if such shareholder be a corporation then under their common seal and every proposition at any such meeting shall be determined by the majority of votes of the parties present including proxies but no person shall be entitled to vote as a proxy unless the instrument appointing such proxy have been transmitted to the secretary of the company not less than forty-eight hours before the time appointed for holding the meeting at which such proxy is to be used.

Manner of voting.

Regulations as to proxies.

31. If several persons be jointly entitled to any shares the person whose name stands first in the register of shareholders as one of the holders of such shares shall for the purpose of voting at any meeting be deemed the sole proprietor thereof and on all occasions the vote of such first-named shareholder either in person or by proxy shall be allowed as the vote in respect of such shares without proof of the concurrence of the other holders thereof and if any shareholder be a lunatic or idiot such lunatic or idiot may vote by his committee and if any shareholder be a minor he may vote by his guardian or any one of his guardians and every such vote may be given either in person or by proxy.

Votes of joint shareholders.

Votes of lunatics and minors &c.

32. Whenever in this Act the consent of any particular majority of votes at any meeting of the company is required in order to authorize any proceeding of the company such particular majority shall only be required to be proved in the event of a poll being demanded at such meeting and if such poll be not demanded then a declaration by the chairman that the resolution authorizing such proceeding has been carried and an entry to that effect in the book of proceedings of the company shall be sufficient authority for such proceeding without proof of the number or proportion of votes recorded in favour of or against the same.

Proof of a particular majority of votes only required in the event of a poll being demanded.

33. The shareholders present either personally or by proxy at such first general meeting to be held as hereinbefore is mentioned or at some meeting to be held by adjournment from such general meeting shall choose and elect six persons to be directors to manage and conduct the affairs of the company and at the half-yearly meeting which shall be held in the month of August in each year one director shall retire from office such retirement to be decided by lot between themselves until all the first set of directors who shall have been elected at such first general meeting directed to be held as aforesaid shall have retired and then at the half-yearly meeting to be held in the month of August in every year thereafter the director who shall have

Six directors to be elected at first meeting of shareholders.

Retirement of directors.

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have been longest in office shall retire and so on from time to time during the continuance of the company and at every such half-yearly meeting in the month of August in every year the shareholders then present personally or by proxy shall elect a new director in the place of the director then retiring from office agreeably to the provision hereinafter contained and the persons elected at any such meeting being neither removed or disqualified nor having resigned shall continue to be directors until others are elected in their stead as hereinafter mentioned.

Existing directors continued on failure of meeting for election of directors.

34. If at any meeting at which an election of directors ought to take place the prescribed quorum of shareholders shall not be present within one hour from the time appointed for the meeting no election of directors shall be made but such meeting shall stand adjourned to the following day at the same time and place and if at the meeting so adjourned the prescribed quorum be not present within one hour from the time appointed for the meeting the existing directors shall continue to act and retain their powers until new directors be appointed at the first half-yearly meeting of the following year.

Qualification of directors.

35. No person shall be capable of being a director unless he be a shareholder nor unless he be possessed of fifty shares and no person holding an office or place of trust or profit under the company or interested in any contract with the company shall be capable of being a director and no director shall be capable of accepting any other office or place of trust or profit under the company or of being interested in any contract with the company during the time he shall be a director but nothing in this Act contained shall prevent the company from remunerating the chairman and directors as they may think fit.

Disqualification of directors.

36. If any of the directors at any time subsequently to his election accept or continue to hold any other office or place of trust or profit under the company or be either directly or indirectly concerned in any contract with the company or participate in any manner in the profits of any work to be done for the company or if such director at any time cease to be a holder of the prescribed number of shares in the company then in any of the cases aforesaid the office of such director shall become vacant and thenceforth he shall cease from voting or acting as a director.

Shareholder of an incorporated joint stock company not disqualified by reason of contracts.

37. Provided always That no person being a shareholder or member of any incorporated joint stock company shall be disqualified or prevented from acting as a director by reason of any contract entered into between such joint stock company and the company hereby incorporated but no such director being a shareholder or member of such joint stock company shall vote on any question as to any contract with such joint stock company.

Supply of occasional vacancies to office of directors.

38. If any director die or resign or become disqualified or incompetent to act as a director or cease to be a director by any other cause than that of going out of office by rotation as aforesaid 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 until the next ordinary meeting of shareholders when a director shall be elected by the shareholders present in person or by proxy in the place of the director so having died resigned or become disqualified or incompetent to be a director or having ceased to be a director by any other cause.

Powers of the company which may be exercised by the directors.

39. The directors shall have the management and superintendence of the affairs of the company and they may lawfully appoint all officers and servants required for conducting the undertaking of the company and shall exercise all other the powers of the company except

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except as to such matters as are directed by this Act to be transacted by a general meeting of the shareholders but all the powers so to be exercised shall be exercised in accordance with and subject to the provisions of this Act and the exercise of all such powers shall be subject also to the control and regulation of any general meeting specially convened for the purpose but not so as to render invalid any act done by the directors prior to any resolution passed by such general meeting and any three of such directors being present at a duly convened board meeting shall form a quorum and shall be competent to exercise the powers hereby given to the directors generally.

Quorum of directors.

40. Except as otherwise provided by this Act the following powers of the company (that is to say) the choice and removal of the directors except as hereinbefore mentioned the choice of auditors the determination as to the remuneration of the directors the determination as to the amount of money to be borrowed on mortgage the determination as to the augmentation of capital and the declaration of dividends shall be exercised only at a general meeting of the shareholders.

Powers which shall be exercised by general meetings.

41. The directors shall hold meetings at such times as they shall appoint for the purpose and they may meet and adjourn as they think proper from time to time and from place to place and at any time any two of the directors may require the secretary to call a meeting of the directors and in order to constitute a meeting of directors there shall be present at least three directors and all questions at any such meeting shall be determined by the majority of votes of the directors present and in case of an equal division of votes the chairman shall have a casting vote in addition to his vote as one of the directors.

Meetings of directors.

42. At the first meeting of directors held after the passing of this Act and at the first meeting of the directors held after each annual appointment of directors the directors present at such meeting shall choose one of the directors to be chairman of the company and to act as chairman of the directors for the year following such choice and shall also if they think fit choose another director to be and act as deputy chairman for the same period and if the chairman or deputy chairman die or resign or cease to be a director or otherwise become disqualified to act the directors present at the meeting next after the occurrence of such vacancy shall choose some other of the directors to fill such vacancy during the residue of the current year and such chairman if present and in his absence the deputy chairman if present shall preside at all meetings of the directors but if neither the chairman nor deputy chairman be present the directors present shall choose some one of their number to be chairman of such meeting.

Appointment of chairman and deputy chairman of company.

Chairmanship at meetings of directors.

43. The directors shall cause notes minutes or copies as the case may require of all appointments made or contracts entered into by them and of the orders and proceedings of all meetings of the shareholders and of the directors and committees of directors to be duly entered in books to be from time to time provided for the purpose which shall be kept under the superintendence of the directors and every such entry shall be signed by the chairman of the meeting at which such appointments and contracts were made or entered into or authorized or at which such proceedings and orders were respectively had or made and such entry so signed shall be received as evidence in all Courts and before all Judges Justices and others without proof of such respective meetings having been duly convened or held or of the persons making or entering such orders or proceedings being shareholders or directors or members of committee respectively or of the signature of the chairman or of the fact of his having been chairman

Proceedings to be entered in a book and entries to be evidence.

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all of which last-mentioned matters shall be presumed until the contrary be proved.

Defects in appointment of directors and disqualifications not to invalidate proceedings.

44. All acts done by any meeting of the directors or by any person acting as a director shall notwithstanding it may be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid or that they or any of them were or was disqualified be as valid as if every such person had been duly appointed and was qualified to be a director.

Directors not to be personally liable.

45. No director by being party to or executing in his capacity of a director any contract or other instrument on behalf of the company or otherwise lawfully executing any of the powers given to the directors shall be subject to be sued or prosecuted individually by any person whomsoever and the bodies or goods or lands of the directors shall not be liable to execution of any legal process by reason of any contract or other instrument so entered into signed or executed by them or by reason of any other lawful act done by them in the execution of any of their powers as directors and the directors their heirs executors and administrators shall be indemnified out of the capital of the company for all payments made or liability incurred in respect of any acts done by them and for all losses costs and damages which they may incur in the execution of the powers granted to them and the directors for the time being of the company may apply the existing funds and capital of the company for the purposes of such indemnity and may if necessary for that purpose make calls of the capital remaining unpaid (if any.)

Indemnity of directors.

Election of auditors.

46. At the first general meeting of the company to be held after the passing of this Act the shareholders shall elect two auditors in the same manner as is hereinbefore provided for the election of directors and at the ordinary meeting of the company in the month of August in each year thereafter the shareholders shall in like manner elect an auditor to supply the place of the auditor then retiring from office according to the provision hereinafter contained and every auditor elected as hereinbefore provided being neither removed nor disqualified nor having resigned shall continue to be an auditor until another be elected in his stead and every auditor shall have at least ten shares in the company and he shall not hold any other office in the company nor be in any other manner interested in its concerns except as a shareholder.

Qualification of auditors.

Ordinary retirement of auditors.

47. One of such auditors (to be determined in the first instance by lot between themselves unless they shall otherwise agree and afterwards by seniority) shall go out of office at the ordinary meeting in the month of August in each year but the auditor so going out shall be immediately re-eligible.

Casual vacancies in the office of auditor.

48. If any vacancy take place among the auditors in the course of the current year then at any general meeting of the company the vacancy may be supplied by election of the shareholders and the provision in this Act contained respecting the failure of an ordinary meeting at which directors ought to be chosen shall apply *mutatis mutandis* to any meeting at which an auditor ought to be appointed.

Failure of meeting to elect auditors.

Powers of auditors for examination of affairs.

49. The auditors shall have full authority at all reasonable times to examine the accounts and affairs of the company and to inspect the books and to call for the production to them at the principal office of the company of all books vouchers writings and documents concerning the same and to call in the aid of the officers clerks and servants of the company or any other person competent to give information as to the company's affairs.

Delivery of balance sheet &c. by directors to auditors.

50. The directors shall deliver to such auditors the half yearly or other periodical accounts and balance sheet fourteen days at the least before the ensuing ordinary meeting at which the same are required to

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to be produced to the shareholders as hereinafter provided and such auditors shall receive and examine the same and shall examine into the state of the company's affairs and shall be at liberty to employ such accountants and other persons in such examination as they may think proper at the expense of the company and they shall make a just true and faithful report on the said accounts and affairs and such report shall be read together with the report of the directors at the ordinary meeting.

Duty of auditors.

Powers of auditors.

51. If it shall appear to such ordinary meeting desirable that the company's affairs should be more fully investigated it shall be lawful for such ordinary meeting either to direct the said auditors to inquire into and report on the affairs of the company generally or in their discretion to appoint any two or more shareholders as special auditors for that purpose.

Further audit may be called for and special auditors may be appointed.

52. Such auditors shall make a solemn declaration in writing before a Justice of the Peace that every report made by them on the state of the accounts and affairs of the company is to the best of their several and respective knowledge and belief a just true and faithful report and statement of the accounts and affairs of the company and that the same is made by them after diligent and careful examination into the state of such accounts and affairs and a duplicate copy of every such report signed by any such auditors together with any report of the directors to which the same shall refer shall be transmitted to the office of the Colonial Secretary at Sydney within thirty days of the making of such report and if such examination into or report on the state of the accounts and affairs of the company shall be neglected to be made or if a duplicate copy of any such report shall be omitted to be transmitted to the office of the Colonial Secretary the company shall for every such offence forfeit and pay to Her Majesty the sum of fifty pounds to be recovered by action of debt in the Supreme Court and if any such auditors shall at any time knowingly make or concur in a false or deceptive report on the state of the accounts or affairs of the company such auditor shall forfeit and pay to Her Majesty the sum of two hundred pounds to be recovered in the said Supreme Court.

Solemn declaration to be made of truth of report.

Reports and accounts to be made of truth of report.

Penalty for neglect to examine into and report on affairs or to send copy to Colonial Secretary.

Penalty for false or deceptive report.

53. Before any person intrusted with the custody or control of moneys belonging to the company whether treasurer collector or other officer of the company shall enter upon his office the directors shall take sufficient security from him for the faithful execution of his office.

Security to be taken from officers intrusted with money.

54. Every officer employed by the company shall from time to time when required by the directors make out and deliver to them or to any person appointed by them for that purpose a true and perfect account in writing under his hand of all moneys received by him on behalf of the company and such account shall state how and to whom and for what purpose such moneys shall have been disposed of and together with such account such officer shall deliver the vouchers and receipts for such payments and every such officer shall pay to the directors or to any person appointed by them to receive the same all moneys which shall appear to be owing from him upon the balance of such accounts.

Officers to account on demand.

55. If any such officer fail to render such account or to produce and deliver up all the vouchers and receipts relating to the same in his possession or power or to pay the balance thereof when thereunto required or if for three days after being thereunto required he fail to deliver up to the directors or to any person appointed by them to receive the same all papers and writings property effects matters and things in his possession or power relating to the execution of this Act or belonging to the company then on complaint thereof being made to a Justice such Justice shall summon such officer to appear before two or more Justices at a time and place to be set forth in such sum-

Summary remedy against parties failing to account.

mons

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mons to answer such charge and upon the appearance of such officer or in his absence upon proof that such summons was personally served upon him or left at his last known place of abode such Justices may hear and determine the matter in a summary way and may adjust and declare the balance owing by such officer and if it appear either upon confession of such officer or upon evidence or upon inspection of the account that any moneys of the company are in the hands of such officer or owing by him to the company such Justices may order such officer to pay the same and if he fail to pay the amount it shall be lawful for such Justices to grant a warrant to levy the same by distress or in default thereof to commit the offender to gaol for a period not exceeding three months unless the said amount be sooner paid.

Officers refusing to deliver up documents &c. to be imprisoned.

56. If any such officer refuse to make out such account in writing or to produce and deliver to the Justices the several vouchers and receipts relating thereto or to deliver up any books papers or writings property effects matters or things in his possession or power belonging to the company such Justices may lawfully commit such offender to gaol there to remain until he shall have delivered up all the vouchers and receipts (if any) in his possession or power relating to such accounts and have delivered up all books papers writings property effects matters and things (if any) in his possession or power belonging to the company.

Where officer about to abscond a warrant may be issued in the first instance.

57. If any director or other person acting on behalf of the company shall make oath that he has good reason to believe upon grounds to be stated in his deposition and does believe that it is the intention of any such officer as aforesaid to abscond or that he has absconded it shall be lawful for the Justice before whom the complaint is made if he shall think fit to issue a warrant in the first instance for the bringing such officer before such two Justices as aforesaid but no person executing such warrant shall keep such officer in custody longer than twenty-four hours or such longer period as may be rendered necessary by the distance of the place of apprehension from the residence of the nearest or most convenient Magistrate without bringing him before some Justice and it shall be lawful for the Justice before whom such officer may be brought either to discharge such officer if he think there is no sufficient ground for his detention or to order such officer to be detained in custody so as to be brought before two Justices at a time and place to be named in such order unless such officer give bail to the satisfaction of such Justice for his appearance before such Justices to answer the complaint of the company Provided nevertheless that no such proceeding against or dealing with any such officer as aforesaid shall deprive the company of any remedy which they might otherwise have against such officer or any surety of such officer.

Sureties not to be discharged.

Accounts to be kept.

58. The directors shall cause full and true accounts to be kept of all sums of money received or expended on account of the company by them and all persons employed by or under them and of the matters and things for which such sums of money shall have been received or disbursed and paid.

Books to be balanced at stated times.

59. The books of the company shall be balanced fourteen days at least before each half-yearly general meeting of shareholders and forthwith on the books being so balanced an exact balance sheet shall be made up which shall exhibit a true statement of the capital stock credits and property of every description belonging to the company and the debts due by the company at the date of making such balance sheet and a distinct view of the profit or loss which shall have arisen on the transactions of the company in the course of the preceding half-year and previously to each half-yearly general meeting such balance sheet shall be examined by the directors or any three of their number and shall be signed by the chairman or deputy chairman of the directors.

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60. The books so balanced together with such balance sheet as aforesaid shall for fourteen days previous to each half-yearly meeting and for one month thereafter be open for the inspection of the shareholders at the principal office or place of business of the company but the shareholders shall not be entitled at any time except during the periods aforesaid to demand the inspection of such books unless in virtue of a written order signed by three of the directors.

Inspection of accounts by shareholders.

61. The directors shall produce to the shareholders assembled at such half-yearly meeting the said balance sheet applicable to the period immediately preceding such meeting together with the report of the auditors thereon as hereinbefore provided.

Balance sheet to be produced at the half-yearly meetings.

62. The directors shall appoint a book-keeper to enter the accounts aforesaid in books to be provided for the purpose and every such book-keeper shall permit any shareholder to inspect such books and to take copies or extracts therefrom at any reasonable time during one fortnight before and one month after every half-yearly meeting and if he fail to permit any such shareholder to inspect such books or take extracts or copies therefrom during the periods aforesaid he shall forfeit to such shareholder for every such offence a sum not exceeding five pounds.

Book-keeper to allow shareholders to inspect accounts.

63. Previously to every half-yearly meeting at which a dividend is intended to be declared the directors shall cause a scheme to be prepared shewing the profits (if any) of the company for the period current since the preceding ordinary meeting at which a dividend was declared and apportioning the same and any surplus remaining undivided from any former period or so much thereof as they may consider applicable to the purposes of dividend among the shareholders according to the shares held by them respectively the amount paid thereon and the periods during which the same may have been paid and shall exhibit such scheme at such ordinary meeting and at such meeting a dividend may be declared according to such scheme or of any such less amount as the meeting shall think fit.

Scheme to be prepared shewing profits.

64. The company shall not make any dividend whereby their capital stock will be in any degree reduced. Provided always that the word "dividend" shall not be construed to apply to a return of any portion of the capital stock with the consent of all the mortgagees and bond creditors of the company due notice being given for that purpose at an extraordinary meeting to be convened for that object.

Dividend not to be made so as to reduce capital.

65. Before apportioning the profits to be divided among the shareholders the directors may if they think fit set aside thereout such sum as they may think proper to meet contingencies or for enlarging repairing or improving the works connected with the undertaking or any part thereof and may divide the balance only among the shareholders.

Power to directors to set apart a fund for contingencies.

66. No dividend shall be paid in respect of any share until all calls then due in respect of that and every other share held by the person to whom such dividend may be payable shall have been paid.

No dividend to be paid when calls in arrear.

67. Any summons or notice or any writ or other proceeding at law or in equity requiring to be served upon the company may be served by the same being left at or transmitted through the post directed to the principal office of the company or being given personally to the secretary or in case there be no secretary then by being given to any one director of the company.

Service of notice upon company.

68. Notices requiring to be served by the company upon the shareholders may unless expressly required to be served personally be served by the same being transmitted through the post directed according to the registered address or other known address of the shareholder within such period as to admit of its being delivered in the due course of delivery within the period (if any) prescribed for the giving

Service by company on shareholders.

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giving of such notice and in proving such service it shall be sufficient to prove that such notice was properly directed and that it was so put into the post office. Provided that this enactment as to the time of transmission shall not apply to shareholders resident out of the Colony but in every such case fourteen days notice at the least shall be given by advertisement in the *New South Wales Government Gazette* and in one or more newspapers published in the city of Sydney.

Notice to joint proprietors of shares.

69. All notices directed to be given to the shareholders shall with respect to any share to which persons are jointly entitled be given to whichever of the said persons shall be named first in the register of shareholders and notice so given shall be sufficient notice to all the proprietors of such share.

Authentication of notices.

70. Every summons notice or other such document requiring authentication by the company may be signed by two directors or by the secretary of the company and need not be under the common seal of the company.

Proof of debts in bankruptcy.

71. If any person against whom the company shall have any claim or demand become bankrupt or take the benefit of any Act for the relief of insolvent debtors it shall be lawful for the secretary or treasurer of the company in all proceedings against the estate of such bankrupt or insolvent or under any fiat sequestration or act of insolvency against such bankrupt or insolvent to represent the company and act in their behalf in all respects.

Power to make and alter by-laws.

72. For the purpose of regulating the conduct of the officers and servants of the company and for providing for the due management of the affairs of the company in all respects whatsoever and for the protection of the railways and other works of the company from trespass and injury and for regulating the travelling upon and using and working of the railways it shall be lawful for the company subject to the provisions herein mentioned from time to time to make by-laws and regulations provided that such by-laws be not repugnant to the laws of the Colony or to the provisions of this Act and such by-laws shall be reduced into writing and shall have affixed thereto the common seal of the company and any person offending against any such by-law or regulation shall upon conviction before any two Justices of the Peace forfeit for every such offence any sum not exceeding five pounds to be stated in such by-laws and regulations as a penalty for any such offence and if the infraction or non-observance of any such by-law or regulation as aforesaid be attended with danger or annoyance to the public or hinderance to the company in the lawful use of the railway it shall be lawful for the company summarily to interfere to obviate or remove such danger annoyance or hinderance and that without prejudice to any penalty incurred by the infraction of any such by-law.

By-laws to be so framed as that penalties may be mitigated.

73. All the by-laws and regulations to be made by the company shall be so framed as to allow the Justice or Justices before whom any penalty imposed thereby may be sought to be recovered to order a part only of such penalty to be paid if such Justice shall think fit.

Publication of such by-laws.

74. The substance of such by-laws shall be painted on boards or printed on paper and affixed to such boards and hung up and affixed and continued on the front or other conspicuous part of every wharf or station belonging to the company according to the nature or subject matter of such by-laws respectively and so as to give public notice thereof to the parties interested therein or affected thereby and such boards shall from time to time be renewed as often as the by-laws thereon or any part thereof shall be obliterated or destroyed and no penalty imposed by any such by-law shall be recoverable unless the same shall have been published and kept published in manner aforesaid.

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75. Such by-laws when so published and affixed shall be binding upon and be observed by all parties and shall be sufficient to justify all persons acting under the same and for proof of the publication of any such by-laws it shall be sufficient to prove that a printed paper or painted board containing a copy of such by-laws was affixed and continued in manner by this Act directed and in case of its being afterwards displaced or damaged then that such paper or board was replaced as soon as conveniently might be. Provided that all such of the said by-laws and regulations as shall be applicable to other persons than the members of the said company and its officers agents workmen and servants shall not be binding on such persons until two months after they shall have been laid before the Governor of the Colony unless the said Governor shall before such period have signified his approbation thereof and that the said Governor shall have power at any time to disallow such by-law or regulation and thereupon the same shall not have or shall cease to have any force or effect in the law.

Such by-laws to be binding on all parties.

76. As soon as five thousand shares of the capital of the company shall have been actually subscribed for and ten thousand pounds paid up and not before it shall be lawful for the company and they are hereby authorized and empowered by themselves their deputies agents officers workmen and servants to commence to make and thereafter to complete and maintain a single or double line of railway with all proper works and conveniences connected therewith commencing at such point in or near Newcastle aforesaid as may appear convenient to the directors and terminating at such point in or near to East Maitland or West Maitland aforesaid as may also appear proper and convenient and it shall also be lawful for the company and they are hereby empowered if and in case they shall think proper so to do to extend or continue the said railway to any point or points beyond East Maitland and West Maitland aforesaid or either of those places and to make and maintain any lateral or branch railway from the railway aforesaid or from such extension or continuation thereof as aforesaid and to procure and own such carriages steamboats and vessels as may be necessary to ply on the roads or in the waters of any rivers and with all other such proper works and conveniences as aforesaid connected with the said extended or continued or branch railway.

When 5,000 shares subscribed and £10,000 paid up company may make railway.

77. Before commencing the line of railway by this Act authorized to be made or any such extension or branch as aforesaid the company shall by some qualified engineer by them to be appointed cause to be made and taken levels and surveys of the country and lands through which such line of railway or such extension or branch is to be carried together with a map or plan of the said line and of the lands through which it is to pass and also a book of reference in which shall be set forth a description of the said several lands and the names of the owners and proprietors thereof so far as the same shall be known or can with reasonable diligence be ascertained with a description of the said lands setting forth the bearings of such railway or of such extension or branch as the case may require and the nature and quality state of cultivation the inclosures (if any) and the quantity of such land which may be required for the purpose of making such railway.

Before commencing line company to cause map or plan of line and book of reference to be made.

78. The said map or plan and book of reference shall be kept in the office of the company at Sydney and true copies thereof signed by the chairman of the directors shall be deposited with the Clerks of Petty Sessions at Newcastle and East Maitland aforesaid and in case of the extension of such railway or the formation of any branches in connection therewith the like copies shall be deposited with the Clerks of the Petty Sessions of any other district into or through which

Map and book of reference to be deposited with Clerks of Petty Sessions.

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which such extension or branch shall be intended to be carried and such map or plan and book of reference and such copies thereof respectively shall be exhibited at all convenient times for public examination from the day of the date on which such notice as aforesaid or notice of such extension or branch railway being about to be made (as the case may require) shall be first published and all persons shall have free liberty and permission at all proper and convenient times to view and examine the said map or plan and book of reference or copies as aforesaid.

Company to give notice of their intention to make railway between certain places.

79. The company shall by advertisement in the *Government Gazette* and in one or more of the Sydney newspapers and in one Maitland newspaper (if any there be) at least forty days before the commencement of the formation of such railway give notice that they intend to make the said railway between certain places therein to be specified according to a map or plan to be seen in the office of the said company at Sydney and at the offices of the said Clerks of Petty Sessions.

Omissions in book of reference not to impede making the railway &c.

80. No advantage shall be taken of or against the company or any interruption be given to the making of such railway and other works on account of any omission misstatement or erroneous description in the book of reference but it shall be lawful for the company by themselves their deputies agents officers surveyors servants and workmen to enter into and upon and to take and use for the purposes of this Act any lands or grounds set out and described in the said map or plan notwithstanding any such omission misstatement or erroneous description in case it shall appear to any two Justices of the Peace acting for the district or place in which such lands or grounds shall be situated and be certified by writing under their hands that such error or omission proceeded from mistake.

Power to enter upon and take lands.

81. For the purposes and subject to the provisions of this Act it shall be lawful for the company their successors deputies agents servants and workmen and all other persons by them authorized and they are hereby authorized and empowered to enter into and upon the lands and grounds of any person whatsoever and to survey and take levels of the same or any part thereof and to ascertain and stake or set out take and appropriate for the purposes herein mentioned such parts thereof as may be necessary and proper for the laying out making constructing and the convenient operation of the said railway and any extension or branch thereof and all other works matters and conveniences connected therewith as are hereby authorized to be made and in or upon such lands or any lands adjoining or contiguous thereto to bore dig cut trench embank and sough remove or lay take carry away and use any earth soil clay stone timber trees roots of trees beds of gravel or sand or any other materials or things which may be dug raised or obtained therein or otherwise in making the said railway and other works or any lands contiguous or adjoining thereto and which may be proper or necessary for making maintaining altering repairing or using any such railway and other works by this Act authorized or which may hinder prevent or obstruct the making maintaining altering repairing or using the same respectively and it shall not be necessary for the company to make any previous agreement with or to apply for or obtain the previous consent of the owner or occupier of any such lands for any of the purposes aforesaid and also to make build erect or construct bank excavate cut and set up in upon across under or over any such railway or other works or upon any lands streets hills valleys roads rivers canals brooks streams or other waters adjoining the same such and so many inclined planes tunnels embankments aqueducts bridges roads ways passages conduits drains piers arches deep cuttings and fences as the company shall think proper and also to alter the course

Remove materials.

Construct inclined planes tunnels &c.

Alter the course of rivers &c.

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course of any rivers canals brooks streams or watercourses during such time as may be necessary for constructing tunnels bridges or passages over or under the same or for any other necessary purpose and also to divert or alter the course of any roads or ways or to raise or sink any roads or ways in order the more conveniently to carry the same over or under or by the side of any such railway and to make drains or conduits into through or under any lands adjoining such railway for the purpose of conveying water from or to the same and also in or upon such railway or any lands adjoining or near thereto to erect and make such toll and other houses warehouses yards stations engines and other works and conveniences connected with such railway as the said company shall think proper and also from time to time to alter repair and amend or discontinue the before-mentioned works or any of them and to substitute others in their stead and where any such railway shall pass through any wood lands or forests it shall be lawful for the company to fell or remove any trees standing thereon within the distance of one hundred yards from either side of such railway which by their liability to be thrown down or from their falling may obstruct or impair the said railway and also to enter upon and use any existing private road being a road gravelled or formed with stones or other hard materials and not being an avenue or a planted or ornamental road or an approach to any mansion-house and generally to do and execute all other matters and things necessary or convenient for constructing maintaining altering or repairing and using such railways and other works by this Act authorized they the said company their agents servants and workmen doing as little damage as may be in the execution of the several powers to them hereby granted and the said company if required so to do making full satisfaction in manner hereinafter mentioned to the owners or proprietors of and to all persons interested in any lands or hereditaments which shall have been taken used or injured for all damages to be by them sustained in or by the execution of all or any of the powers hereby granted and this Act shall be sufficient to indemnify the company and all other persons for what they or any of them shall do by virtue of the powers hereby granted subject nevertheless to such provisions and restrictions as are herein contained.

82. The lands to be taken or used for the line of the railways hereby authorized to be made shall not exceed one hundred yards in width except where a greater width shall be judged necessary for an approach to the railway or for wagons and other carriages to turn remain stand in lie or pass each other or for raising embankments for crossing valleys or low grounds or in cutting through high ground or for the erection or establishment of any fixed or permanent machinery toll-house warehouses wharf or other erections and buildings or for excavating removing or depositing earth or other materials Provided always that nothing herein contained shall authorize the company or any person acting under their authority to take injure or damage for the purposes of this Act any messuage dwelling-house or other permanent building or the immediate appurtenances thereof without the consent in writing of the owner and occupier thereof respectively until after the expiration of six calendar months from the time the company shall have given notice to the owner of the same being required for the purpose of this Act as hereinafter mentioned.

83. If in the exercise of the powers hereby granted it be found necessary to cross cut through raise sink or use any part of any road whether carriage-road or horse-road either public or private so as to render it impassable for or dangerous or extraordinarily inconvenient to passengers or carriages or to the persons entitled to the use thereof the company shall before the commencement of any such operations cause a sufficient road to be made instead of the road to be interfered with

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with and shall at their own expense maintain such substituted road in a state as convenient for passengers and carriages as the road so interfered with or as nearly so as may be.

Power to purchase
lands by agreement.

84. Subject to the provisions of this Act it shall be lawful for the company to agree with the owners of any lands by this Act authorized to be taken and which shall be required for the purposes of this Act and with all parties having any estate or interest in such lands or by this Act enabled to sell and convey the same for the absolute purchase for a consideration in money of any such lands or such parts thereof as they shall think proper and of all estates and interests in such lands of what kind soever.

Provisoos as to sale
and conveyance of
land belonging to
parties under dis-
ability.

85. It shall be lawful for all parties being seized possessed of or entitled to any such lands or any estate or interest therein to sell and convey or release the same to the company and to enter into all necessary agreements for that purpose and particularly it shall be lawful for all or any of the following parties so seized possessed or entitled as aforesaid so to sell convey or release (that is to say) all corporations tenants in tail or for life married women seized in their own right or entitled to dower guardians committees of lunatics and idiots trustees or feoffees in trust for charitable or other purposes executors and administrators and all parties for the time being entitled to the receipt of the rents and profits of any such lands in possession or subject to any estate in dower or to any lease for life or for lives and years or for years or any less interest and the power so to sell and convey or release as aforesaid may lawfully be exercised by all such parties other than married women entitled to dower or lessees for life or for lives and years or for years or for any less interest not only on behalf of themselves and their respective heirs executors administrators and successors but also for and on behalf of every person entitled in reversion remainder or expectancy after them or in defeasance of the estates of such parties and as to such married women whether they be of full age or not as if they were sole and of full age and as to such guardians on behalf of their wards and as to such committees on behalf of the lunatics and idiots of whom they are the committees respectively and that to the same extent as such wives wards lunatics and idiots respectively could have exercised the same power under the authority of this Act if they had respectively been under no disability and as to such trustees executors and administrators on behalf of their cestuique trusts whether infants issue unborn lunatics femmes covert or other persons and that to the same extent as such cestuique trusts respectively could have exercised the same powers under the authority of this Act if they had respectively been under no disability.

Power to purchase
lands for additional
accommodation.

86. It shall be lawful for the company in addition to the lands authorized to be compulsorily taken by them as aforesaid to contract with any party willing to sell the same for the purchase of any lands for the purpose of making and providing additional stations yards wharves stappings and places for the accommodation of passengers and for receiving depositing and loading or unloading goods or cattle to be conveyed upon the railway or along any canals constructed by the company and for the erection of weighing machines tolls houses and other buildings and conveniences and for any other purpose that may be deemed requisite or convenient for the use of the railway or for the general promotion of the objects of the company in connection with the undertaking or the works hereby authorized and it shall be lawful for all parties who under the provisions hereinbefore contained would be enabled to sell and convey lands to sell and convey the lands so authorized to be purchased for the last-mentioned purposes.

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87. It shall be lawful for the company to sell the lands which they have so acquired for extraordinary purposes as aforesaid or any part thereof in such manner and for such considerations and to such persons as the company may think fit and again to purchase other lands for the like purposes and afterwards sell the same and so from time to time but the total quantity of land to be held at any one time by the company for the purposes aforesaid shall not exceed two hundred acres.

Authority to sell such lands and to purchase others.

88. When the company shall have made and completed the map or plan and book of reference hereinbefore required to be made they shall give notice of the lands taken ascertained set out and required for the said railway to all the parties interested in such land or to the parties enabled by this Act to sell and convey or release the same or such of the said parties as shall after diligent inquiry be known to the company and by such notice shall demand from such parties the particulars of their estate and interest in such lands and of the claims made by them in respect thereof and every such notice shall state the particulars of the lands so taken set out or required as aforesaid and that the company are willing to treat for the purchase of such of the said lands as the company are not by this Act authorized to take without the previous consent of the owner and as to the compensation to be made to all parties for the lands taken and the damage that may be sustained by them by reason of the execution of the works.

Notice of lands required for the railway.

89. All notices required to be served by the company upon the parties interested in or entitled to sell any such lands shall either be served personally on such parties or left at their last usual place of abode (if any such can after diligent inquiry be found) and in case any such parties shall be absent from the Colony or cannot be found after diligent inquiry shall be left with the occupier of such lands or if there be no such occupier shall be affixed upon some conspicuous part of such lands.

Service of notices on owners and occupiers of lands.

90. If any such party be a corporation aggregate such notice shall be left at the principal office of business of such corporation or if no such office can after diligent inquiry be found shall be served on some principal member or officer (if any) of such corporation and such notice shall also be left with the occupier of such lands or if there be no such occupier shall be affixed upon some conspicuous part of such lands.

Service of notice on corporation aggregate.

91. If for twenty-one days after the service of such notice any such party shall fail to state the particulars of his claim in respect of any such land or to treat with the company in respect thereof or if such party and the company shall not agree as to the amount of the compensation to be paid by the company for the interest in such lands belonging to such party or which he is by this Act enabled to sell or for any damage that may be sustained by him by reason of the execution of the works the amount of such compensation shall be settled in the manner hereinafter provided for settling cases of disputed compensation. Provided that if no claim shall be made within twelve months after such notice as aforesaid by the party entitled to make such claim the same shall be deemed to have been waived and abandoned.

If parties fail to treat or in case of dispute question to be settled as after mentioned.

92. The purchase money or compensation to be paid for any lands to be purchased or taken from any party under any disability or incapacity and not having power to sell or convey such lands except under the provisions in this Act contained and the compensation to be paid for any permanent damage or injury to any such lands shall not be less than shall be determined by arbitrators appointed in the manner hereinafter provided.

Amount of compensation to be ascertained by arbitration in case of parties under disability.

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Disputes as to compensation to be settled by arbitrators.

93. In all cases where any difference shall arise or if no agreement can be come to between the company and the owners of any lands or of any interest in any such lands taken or required for or injuriously affected by the works of the said railways or any works connected therewith or by the execution of any of the powers hereby granted (including among such owners all parties by this Act enabled to sell or convey lands) as to the value of such lands or of any interest therein as to the compensation to be made in respect thereof the amount of compensation to be paid by the company in every such case shall be settled by arbitrators in manner hereinafter mentioned.

Appointment of arbitrators.

94. When any question of disputed compensation or any dispute or other matter authorized or directed by this Act to be settled by arbitration shall have arisen then unless both parties shall concur in the appointment of a single arbitrator each party on the request of the other party shall nominate and appoint an arbitrator to whom such dispute or other matter shall be referred and every appointment of an arbitrator shall be made on the part of the company under their common seal and on the part of any other party under the hand of such party or if such party be a corporation aggregate under the common seal of such corporation and such appointment shall be delivered to the arbitrator or arbitrators and shall be deemed a submission to arbitration on the part of the party by whom the same shall be made and after any such appointment shall have been made neither party shall have power to revoke the same without the consent of the other nor shall the death of either party operate as a revocation and if for the space of fourteen days after any such dispute or other matter shall have arisen and after a request in writing in which shall be stated the matter so required to be referred to arbitration shall have been served by the one party on the other party to appoint an arbitrator such last-mentioned party fail to appoint such arbitrator then upon such failure the party making the request and having himself appointed an arbitrator may appoint such arbitrator to act on behalf of both parties and such arbitrator may proceed to hear and determine the matters which shall be in dispute and in such case the award or determination of such single arbitrator shall be final and conclusive.

Vacancy of arbitrator to be supplied.

95. If before the matter so referred shall be determined any arbitrator appointed by either party die or become incapable or refuse or for fourteen days neglect to act as arbitrator the party by whom such arbitrator was appointed may nominate and appoint in writing some other person to act in his place and if for the space of seven days after notice in writing from the other party for that purpose he fail to do so the remaining or other arbitrator may proceed alone and every arbitrator so to be substituted as aforesaid shall have the same powers and authorities as were vested in the former arbitrator at the time of such his death refusal neglect or disability as aforesaid.

Appointment of umpire.

96. Where more than one arbitrator shall have been appointed such arbitrators shall before they enter upon the matters referred to them nominate and appoint by writing under their hands an umpire to decide any matters on which they shall differ or which shall be referred to him under the provisions of this Act and if such umpire shall die or refuse or for seven days neglect to act after being called upon to do so by the arbitrators they shall forthwith after such death refusal or neglect appoint another umpire in his place and the decision of every such umpire on the matters so referred to him shall be final.

One of the Judges of the Supreme Court to appoint umpire on neglect.

97. If in either of the cases aforesaid the arbitrators shall refuse or shall for seven days after request of either party to such arbitration neglect to appoint an umpire it shall be lawful for any of the Judges of the Supreme Court on the application of either party to such arbitration to appoint an umpire and the decision of such umpire on the

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the matters on which the arbitrators shall differ or which shall be referred to him under this Act shall be final.

98. If when a single arbitrator shall have been appointed such arbitrator shall die or become incapable or shall refuse or for fourteen days neglect to act before he shall have made his award the matters referred to him shall be determined by arbitration under the provisions of this Act in the same manner as if such arbitrator had not been appointed.

In case of death of single arbitrator the matter to begin *de novo*.

99. If where more than one arbitrator shall have been appointed either of the arbitrators refuse or for seven days neglect to act the other arbitrator may proceed alone and the decision of such other arbitrator shall be as effectual as if he had been the single arbitrator appointed by both parties.

If either arbitrator refuse to act the other to proceed *ex parte*.

100. If where more than one arbitrator shall have been appointed and where neither of them shall refuse or neglect to act as aforesaid such arbitrators shall fail to make their award within twenty-one days after the day on which the last of such arbitrators shall have been appointed or within such extended time (if any) as shall have been appointed for that purpose by both of such arbitrators under their hands the matters referred to them shall be determined by the umpire to be appointed as aforesaid.

If arbitrators fail to make their award within twenty-one days the matter to go to the umpire.

101. The said arbitrators or their umpire may call for the production of any documents in the possession or power of either party which they or he may think necessary for determining the question in dispute and may examine the parties or their witnesses on oath and administer the oaths necessary for that purpose.

Power of arbitrators to call for books &c.

102. Before any arbitrator or umpire shall enter into the consideration of any matters referred to him he shall in the presence of a Justice of the Peace make and subscribe the following declaration (that is to say)—

Arbitrator or umpire to make a declaration for faithful discharge of duty.

“ I A.B. do solemnly and sincerely declare that I will faithfully
“ and honestly and to the best of my skill and ability hear
“ and determine the matters referred to me under the
“ provisions of the Act passed to establish and incorporate
“ the Hunter River Railway Company.

“ A.B.

“ Made and subscribed in the presence of
And such declaration shall be annexed to the award when made and if any arbitrator or umpire having made such declaration shall wilfully act contrary thereto he shall be guilty of a misdemeanor.

Penalty for misconduct.

103. All the costs of any such arbitration and incident thereto to be settled by the arbitrators shall be borne by the company unless the arbitrators shall award the same or a less sum than shall have been offered by the company in which case each party shall bear his own costs incident to the arbitration and the costs of the arbitrators shall be borne by the parties in equal proportions unless the amount awarded shall be one-fourth less than the amount claimed in which case the whole costs shall be paid by the claimant. Provided that if either party shall be dissatisfied with the costs allowed by the arbitrators as aforesaid the costs may be taxed by the Prothonotary or other proper officer of the Supreme Court and the amount allowed by such officer shall be the amount of costs to be paid.

Costs of arbitration how to be borne.

104. The arbitrators shall deliver their award in writing to the company and the company shall retain the same and shall forthwith on demand at their own expense furnish a copy thereof to the other party and shall at all times on demand produce the said award and allow the same to be inspected or examined by such party or any person appointed by him for that purpose.

Award to be delivered to the said company.

105. The submission to any such arbitration may be made a rule of the Supreme Court on the application of either of the parties.

Submission may be made a rule of Court.

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Award not void through error in form.

106. No award made with respect to any question referred to arbitration under the provisions of this Act shall be set aside for irregularity or error in matter of form.

Compensation to absent parties to be determined by a surveyor appointed by two Justices.

107. The purchase money or compensation to be paid for any lands to be purchased or taken by the company from any party who by reason of absence from the Colony is prevented from treating or who cannot after diligent inquiry be found and the compensation to be paid for any permanent injury to such lands shall be such as shall be determined by the valuation of a surveyor nominated for that purpose as hereinafter mentioned.

Two Justices to nominate a surveyor.

108. Upon application by the company to two Justices and upon such proof as shall be satisfactory to them that any such party is by reason of absence from the Colony prevented from treating or cannot after diligent inquiry be found such Justices shall by writing under their hands nominate an able practical surveyor for determining such compensation as aforesaid and such surveyor shall determine the same accordingly and shall annex to his valuation a declaration in writing subscribed by him of the correctness thereof.

Surveyor to make a declaration for the faithful discharge of duties.

109. Before such surveyor shall enter upon the duty of making such valuation as aforesaid he shall in the presence of such Justices or one of them make and subscribe the declaration following at the foot of such nomination (that is to say)—

“ I A. B. do solemnly and sincerely declare that I will faithfully and impartially and honestly according to the best of my skill and ability execute the duty of making the valuation hereby referred to me.

“ A. B.

Penalty for misconduct.

“ Made and subscribed in the presence of

And if any surveyor shall corruptly make such declaration or having made such declaration shall wilfully act contrary thereto he shall be guilty of a misdemeanor and the said nomination and declaration shall be annexed to the valuation to be made by such surveyor and shall be delivered to the company to be kept for the purpose and in the manner hereinbefore provided in case of awards and all the expenses of and incident to every such valuation shall be borne by the said company.

Valuation to be delivered to company.

Purchase money and compensation how to be estimated.

110. In estimating the purchase money or compensation to be paid by the company in any of the cases aforesaid regard shall be had by the arbitrators or surveyors as the case may be not only to the value of the land to be purchased or taken by the company but also to the damage (if any) to be sustained by the owner of the lands by reason of the severing of the lands taken from the other lands of such owner or otherwise injuriously affecting such other lands by the exercise of the powers of this Act and the said arbitrators and surveyors in assessing such compensation are authorized and empowered and shall take into consideration the enhancement in value of the adjoining land belonging to the party to whom compensation is to be made by the increased facilities of access to the different stations and termini of the said railways or otherwise by reason of the making of such railways in reduction of such compensation.

Company to pay compensation within fourteen days after next half-yearly meeting.

111. In all cases where compensation shall be determined as aforesaid the directors shall at the next half-yearly meeting of the company lay before the company the said valuation and the company is hereby required to pay the amount of the said compensation to the party lawfully entitled thereto or to his agent duly authorized in his behalf within fourteen days next after such half-yearly meeting of the company and demand of the same.

Purchase money payable to parties under disability amounting to £200 to be deposited in the bank.

112. If the purchase money or compensation which shall be payable in respect of any lands or any interest therein purchased or taken by the company from any corporation tenant for life or in tail married

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married woman seized in her own right or entitled to dower guardian committee of lunatic or idiot trustee executor or administrator or person having a partial or qualified interest only in such lands and not entitled to sell or convey the same except under the provisions of this Act or the compensation to be paid for any permanent damage to any such lands amount to or exceed the sum of two hundred pounds the same shall be paid into the hands of the Master in Equity to be by him deposited in one of the banks in the city of Sydney to the account there of such Master in Equity *ex parte* "The Hunter River Railway Company" in the matter of A. and B. (the party entitled) pursuant to the method prescribed by any Act or by any rules for the time being in force for regulating moneys paid into the Supreme Court in its equitable jurisdiction and such money shall remain so deposited until the same be applied to some one or more of the following purposes (that is to say) in the redemption of the quit rent or the discharge of any debt or incumbrance affecting the land in respect of which such money shall have been paid or affecting other lands settled therewith to the same or the like uses trusts or purposes or in the purchase of other lands to be conveyed limited and settled upon the like uses trusts and purposes and in the same manner as the lands in respect of which such money shall have been paid stood settled or if such money shall be paid in respect of any buildings taken under the authority of this Act or injured by the proximity of the works in removing or replacing such buildings or substituting others in their stead in such manner as the Supreme Court or the Primary Judge in Equity shall direct or in payment to any party becoming absolutely entitled to such money.

Application of
moneys deposited.

113. Such money may be so applied as aforesaid upon an order of the said Court or the Primary Judge in Equity made on the petition of the party who would have been entitled to the rents and profits of the lands in respect of which such money shall have been deposited and until the money can be so applied it may upon the like order be invested by the said Master in Equity in the purchase of shares in the company hereby incorporated or in the company incorporated by the name of the Sydney Railway Company or in Government or real securities and the interest dividends and annual proceeds thereof paid to the party who would for the time being have been entitled to the rents and profits of the lands.

Order for application
and investment
meanwhile.

114. If such purchase money or compensation shall not amount to the sum of two hundred pounds and shall exceed the sum of twenty pounds the same shall either be paid into the bank and applied in the manner hereinbefore directed with respect to sums amounting to or exceeding two hundred pounds or the same may lawfully be paid to two trustees to be nominated by the parties entitled to the rents or profits of the lands in respect whereof the same shall be payable such nomination to be signified by writing under the hands of the party so entitled and in case of the coverture infancy lunacy or other incapacity of the parties entitled to such moneys such nomination may lawfully be made by their respective husbands guardians committees or trustees but such last-mentioned application of the moneys shall not be made unless the company approve thereof and of the trustees named for the purpose and the money so paid to such trustees and the produce arising therefrom shall be by such trustees applied in the manner hereinbefore directed with respect to money paid into the bank but it shall not be necessary to obtain any order of the Court for that purpose and if such moneys shall not exceed the sum of twenty pounds the same shall be paid to the parties entitled to the rents and profits of the lands in respect whereof the same shall be payable for their own use and benefit or in case of coverture infancy

Sums from £20 to
£200 to be deposited
or paid to trustees.

Sums not exceeding
£20 to be paid to
certain parties.

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infancy lunacy or other incapacity of such parties then such money shall be paid for their use to the respective husbands guardians committees or trustees of such persons.

Payments under this Act sufficient discharge to the company.

115. All payments which shall be made by the company in any of the cases aforesaid to the parties entitled under this Act to receive the same shall be a good and valid discharge to the company and they shall not be bound or required to see to the application of any of the moneys paid to the Master in Equity or other person by virtue hereof or to see to the performance of any trusts.

Form of conveyances.

116. Conveyances of lands to be purchased or taken under the provisions of this Act may be according to the form in the Schedule D to this Act annexed or as near thereto as the circumstances of the case will admit or by deed in any other form which the company may think fit and all conveyances made according to the form in the said Schedule or as near thereto as the circumstances of the case will admit shall be effectual to vest the lands thereby conveyed in the company and shall operate to merge all terms of years attendant by express declaration or by construction of law on the estate or interests so thereby conveyed and to bar and to destroy all such estates tail and all other estates rights titles remainders reversions limitations trusts and intents whatsoever of and in the lands comprised in such conveyances which shall have been purchased or compensated for by the consideration therein mentioned but although terms of years be thereby merged they shall in equity afford the same protection as if they had been kept on foot and assigned to a trustee for the company to attend the reversion and inheritance.

Costs of conveyances.

117. The costs of all such conveyances shall be borne by the company and such costs shall include all charges and expenses incurred on the part as well of the seller as of the purchaser of all conveyances and assurances of any such lands and of any outstanding terms or interests therein and of deducing evidencing and verifying the title to such lands terms or interests and of making out and furnishing such abstracts and attested copies as the company may require and all other reasonable expenses incident to the investigation deduction and verification of such title.

Taxation of costs of conveyances.

118. If the company and the party entitled to any such costs shall not agree as to the amount thereof such costs shall be taxed by the Master in Equity or other proper officer of the Supreme Court upon the application of either party and the company shall pay what the said Master or other proper officer shall certify to be due in respect of such costs to the party entitled thereto or in default thereof it shall be lawful for any Judge of the Supreme Court to make an order for the payment of the same and the said costs may be recovered in the same way as any other costs payable under an order of the said Court or a Judge thereof and the expense of taxing such costs shall be borne by the company unless upon such taxation one-sixth part of the amount of such costs shall be disallowed in which case the costs of such taxation shall be borne by the party whose costs shall be so taxed and the amount thereof shall be ascertained by the said Master or other proper officer and deducted by him accordingly in his certificate of such taxation.

Lands taken in pursuance of this Act to vest in company without conveyance.

119. Provided always that after any lands which the company are by this Act authorized to take shall have been set out ascertained and appropriated for the purposes of this Act such lands and the fee simple and inheritance thereof together with the yearly profits thereof and all the estate use trust and interest of every person therein shall thenceforth be vested in and become the sole property of the company to and for the purposes of this Act for ever and it shall not be necessary for the company to obtain a conveyance from the owner of or any person interested in such lands.

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120. Before the company shall use any such lands for any of the purposes aforesaid they shall if required so to do by the owner or occupier thereof separate the same by a sufficient fence from the lands adjoining thereto with such gates as may be required by the owner or occupier for the convenient occupation of such lands and shall also to all private roads used by them as aforesaid put up fences and gates in like manner in all cases where the same may be necessary to prevent the straying of cattle from or upon the lands traversed by such roads and in case of any difference between the owners or occupiers of such roads and lands and the company as to the necessity for such fences and gates such fences and gates shall be put up by the company as any two Justices of the Peace shall deem necessary for the purposes aforesaid on application being made to them.

Company to separate the lands before using them.

121. If the line of the railway cross any public highway or parish road then either such road shall be carried over the railway or the railway shall be carried over such road by means of a bridge of the height and width and with the ascent or descent by this Act in that behalf provided and such bridge with the immediate approaches and all other necessary works connected therewith shall be executed and at all times thereafter maintained at the expense of the company provided always that with the consent of two or more Justices in Petty Sessions as after mentioned it shall be lawful for the company to carry the railway across any highway on the level.

Crossing of roads.

122. If the railway cross any public highway or parish road on a level the company shall erect and at all times maintain good and sufficient gates across such road on each side of the railway where the same shall communicate therewith and shall employ proper persons to open and shut such gates and such gates shall be kept constantly closed across such roads on both sides of the railway except during the time when horses cattle carts or carriages passing along the same shall have to cross such railway and such gates shall be of such dimensions and so constructed as when closed to fence in the railway and prevent cattle or horses passing along the road from entering upon the railway and the person intrusted with the care of such gates shall cause the same to be closed as soon as such horses cattle carts or carriages shall have passed through the same under a penalty of forty shillings for every default therein Provided always that it shall be lawful for the Government Inspector of Railways (if any) in any case in which he is satisfied that it will be more conducive to the public safety that the gates on any level crossing over any such road should be kept closed across the railway to order that such gates shall be kept so closed instead of across the road and in such case such gates shall be kept constantly closed across the railway except when engines or carriages passing along the railway shall have occasion to cross such road in the same manner and under the like penalty as above directed with respect to the gates being kept closed across the road.

Provisions in cases where roads are crossed on a level.

123. In case of accidents or slips happening or being apprehended to the cuttings embankments or other works of the said railway it shall be lawful for the company and their workmen and servants to enter upon the land adjoining thereto at any time whatsoever for the purpose of repairing or preventing such accidents and to do such works as may be necessary for the purpose but in every such case the company shall within forty-eight hours after such entry make a report to the Government Inspector of Railways if any and if not then to the nearest Bench of Magistrates specifying the nature of such accident or apprehended accident and of the works necessary to be done and such powers shall cease and determine if the said Government Inspector or Bench of Magistrates shall after considering the said report certify that their exercise is not necessary for the public safety Provided also that such works shall be as little injurious to the said adjoining

Power for railway companies to enter upon adjoining lands to repair accidents subject to certain restrictions.

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adjoining lands as the nature of the accident or apprehended accident will admit of and shall be executed with all possible dispatch and full compensation shall be made to the owners and occupiers of such lands for the loss or injury or inconvenience sustained by them respectively by reason of such works the amount of which compensation in case of any dispute about the same shall be settled in the same manner as cases of disputed compensation in other cases under this Act and provided also that no land shall be taken permanently for any such works otherwise than is herein provided with respect to the lands originally taken for the purpose of making the said railway.

Construction of
bridges over roads.

124. Every bridge to be erected for the purpose of carrying the railway over any road shall be built in conformity with the following regulations (that is to say)—

The width of the arch shall be such as to leave thereunder a clear space of not less than thirty-five feet if the arch be over a public highway and of twenty-five feet if over a parish road and of twelve feet if over a private road.

The clear height of the arch from the surface of the road shall not be less than sixteen feet for a space of twelve feet if the arch be over a turnpike road and fifteen feet for a space of ten feet if over a public carriage road and in each of such cases the clear height at the springing of the arch shall not be less than twelve feet the clear height of the arch for a space of nine feet shall not be less than fourteen feet over a private road.

The descent made in the road in order to carry the same under the bridge shall not be more than one foot in thirty feet if the bridge be over a public highway one foot in twenty feet if over a parish road and one foot in sixteen feet if over a private road not being a tramroad or railroad or if the same be a tramroad or railroad the descent shall not be greater than the ruling gradient of such tramroad or railroad.

Construction of
bridges over railroad.

125. Every bridge erected for carrying any road over the railway shall be built in conformity with the following regulations (that is to say)—

There shall be a good and sufficient fence on each side of the bridge of not less height than four feet and on each side of the immediate approaches of such bridge of not less than three feet.

The road over the bridge shall have a clear space between the fences thereof of thirty-five feet if the road be a public highway and twenty-five feet if a parish road and twelve feet if a private road.

The ascent shall not be more than one foot in thirty feet if the road be a turnpike road one foot in twenty feet if a parish road and one foot in sixteen feet if a private road not being a tramroad or railroad or if the same be a tramroad or railroad the ascent shall not be greater than the ruling gradient of such tramroad or railroad.

The width of the
bridges need not
exceed the width of
the road in certain
cases.

126. Provided always that in all cases where the average available width for the passage of carriages of any existing road within fifty yards of the points of crossing the same is less than the width hereinbefore prescribed for bridges over or under the railway the width of such bridges need not be greater than such average available width of such roads but so nevertheless that such bridges be not of less width in case of a public highway or parish road than twenty feet Provided also that if at any time after the construction of the railway the average available width of any such road shall be increased

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increased beyond the width of such bridge on either side thereof the company shall be bound at their own expense to increase the width of the said bridge to such extent as they may be required by the trustees or surveyors of such road not exceeding the width of such road as so widened or the maximum width herein presented for a bridge in the like case or over or under the railway.

127. Provided also That if the mesne inclination of any road within two hundred and fifty yards of the point of crossing the same or the inclination of such portion of any road as may require to be altered or for which another road shall be substituted shall be steeper than the inclination hereinbefore required to be preserved by the company then the company may carry any such road over or under the railway or may construct such altered or substituted road at an inclination not steeper than the said mesne inclination of the road so to be crossed or of the road so requiring to be altered or for which another road shall be substituted.

Existing inclination of roads crossed or diverted need not be improved.

128. The company shall make and at all times thereafter maintain the following works for the accommodation of the owners and occupiers of lands adjoining the railway (that is to say)—

Works for benefit of owners.

Such and so many convenient gates bridges arches culverts and passages over under or by the sides of or leading to or from the railway as shall be necessary for the purpose of making good any interruptions caused by the railway to the use of the lands through which the railway shall be made and such works shall be made forthwith after the part of the railway passing over such lands shall have been laid out or formed or during the formation thereof

Gates bridges &c.

Also sufficient posts rails hedges ditches mounds or other fences for separating the land taken for the use of the railway from the adjoining lands not taken and protecting such lands from trespass or the cattle of the owners or occupiers thereof from straying thereon by reason of the railway together with all necessary gates made to open towards such adjoining lands and not towards the railway and all necessary stiles and such posts rails and other fences shall be made forthwith after the taking of any such lands if the owners thereof shall so require and the said other works as soon as conveniently may be

Fences.

Also all necessary arches tunnels culverts drains or other passages either over or under or by the sides of the railway of such dimensions as will be sufficient at all times to convey the water as clearly from the lands lying near or affected by the railway as before the making of the railway or as nearly so as may be and such works shall be made from time to time as the railway works proceed

Drains.

Also proper watering places for cattle or compensation in lieu thereof where by reason of the railway the cattle of any person occupying any lands lying near thereto shall be deprived of access to their former watering places and such watering places shall be so made as to be at all times sufficiently supplied with water as theretofore and as if the railway had not been made or as nearly so as may be and the company shall make all necessary watercourses and drains for the purpose of conveying water to the said watering places

Watering places.

Provided always that the company shall not be required to make such accommodation works in such a manner as would prevent or obstruct the working or using of the railway nor to make any accommodation works with respect to which the owners and occupiers of the lands shall

shall

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shall have agreed to receive and shall have been paid compensation instead of the making them.

Penalty on persons omitting to fasten gates.

129. If any person omit to shut and fasten any gate set up at either side of the railway for the accommodation of the owners or occupiers of the adjoining lands as soon as he and the carriage cattle or other animals under his care have passed through the same he shall forfeit for every such offence any sum not exceeding forty shillings.

Power to raise a further sum amongst shareholders or by the admission of new subscribers.

130. It shall be lawful for the company by the order of any general meeting to raise any further sum or sums of money not exceeding altogether four hundred thousand pounds in addition to the said capital of one hundred thousand pounds for executing completing and maintaining the railway and other works hereby authorized and the company are hereby authorized and empowered to raise any such further sum or sums by contribution amongst themselves or by the admission of other persons or subscribers to the company and by issuing new shares of five pounds each to such contributors or subscribers but so that each contributor or subscriber shall not pay a less price than five pounds for each new share and all such new shares shall be personal estate and be transmissible accordingly and every person who shall contribute and pay upon or in respect of such new shares or who may become entitled thereto and their several and respective successors executors administrators and assigns shall be and are hereby declared to be owners or proprietors of shares in the company and shall become united to and incorporated with the company.

Pre-emption to proprietors of original shares.

131. Provided always that when and as from time to time the directors of the company shall determine to issue new shares under the provisions of this Act they shall by a circular letter to be sent by post or otherwise and addressed to each of the then proprietors of the present shares in the company signify the number of new shares proposed to be issued and the lowest price intended to be taken for the same respectively and the proprietors of such present shares shall within a period to be stated in such circular letter but not less than thirty days from the sending thereof be entitled to the option of taking all or any of such shares so to be newly created in preference to any other person and that such of the said proprietors of present shares who within such period of thirty days may signify in writing to the manager or clerks of the company to be addressed to and left for them at the office of the company their desire to partake in the distribution of such new shares shall as between themselves be entitled to have so many of such newly created shares allotted to them respectively as shall be in proportion to the number of present shares in the undertaking then belonging to them respectively.

After pre-emption had by original proprietors new shares to be disposed of by the directors.

132. In case any proprietor of present shares in the undertaking shall not within the period to be fixed for such purpose by the directors of the company (and which shall not be less than thirty days) pay the price or deposit to be required on any newly-created shares to be allotted to him then and without prejudice to the remedies of the company against any such proprietor or subscriber who shall neglect to pay in his newly created shares it shall be lawful to the directors to allot any such shares to any other proprietor or person whomsoever at such price for each such share as the directors may think proper but not less than five pounds for the same respectively.

Proprietors may raise an additional sum if necessary by mortgage.

133. In case at any time it shall be thought expedient by the company to raise any sum or sums of money by way of loan it shall be lawful for the company by any order of any general meeting of the company to borrow and take up at interest in addition to the money which the company are authorized by the eleventh clause of this Act to receive in advance from the shareholders any such sum as to them shall seem meet and convenient not exceeding at any time one-third of

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of the amount of the capital of the company then actually paid up and the company or the directors of the company after an order shall have been made for that purpose by any general meeting are hereby authorized and empowered to mortgage or assign the property of the company and the rates arising or to arise by virtue of this Act or any part thereof (the costs and charges of assigning the same to be paid out of the said rates) as a security for any such sum of money to be borrowed as aforesaid with interest to such person or to his trustee as shall advance the same all which said mortgages or assignments shall be made under the common seal of the company and in the form or to the effect in Schedule E to this Act annexed and shall operate to charge the property and rates which may be acquired by the company or which may arise after the date of such mortgage or assignment as well as the property and rates possessed by the company or which may have arisen at the date of such mortgage or assignment any rule of law to the contrary thereof notwithstanding and all and every the persons to whom such mortgages or assignments shall be made shall be equally entitled one with the other to their proportions of the said rates and premises according to the respective sums in such mortgages or assignments mentioned to be advanced without any preference by reason of the priority of date of any such mortgage or assignment or any other account whatsoever and an entry or memorial of every such mortgage or assignment containing the number and date thereof and the names of the persons with the proper additions to whom the same shall have been made and of the sum borrowed together with the rate of interest to be paid thereon shall within fourteen days next after the date thereof be entered in a book to be kept by the clerk or other officer of the company which said book shall and may be perused at all reasonable times by any of the proprietors or creditors of the company or other persons interested therein without fee or reward.

134. Every person to whom any such mortgage or assignment shall have been made as aforesaid or who shall be entitled to the money due thereon shall and may from time to time transfer his right and interest therein to any person whomsoever which transfer shall or may be in the form or to the effect in Schedule F to this Act annexed and every such transfer shall within twenty-eight days after the date thereof be produced to the manager or secretary of the company who shall cause an entry or memorial to be made thereof in the same manner as the original mortgages or assignments for which the said secretary shall be paid the sum of two shillings and sixpence and after such entry made every transfer shall entitle such assignee his executors administrators and assigns to the full benefit thereof and payment thereon and it shall not be in the power of any person who shall have made such transfer to make void release or discharge the same or any sum of money thereon due or thereby secured or any part thereof.

135. The interest of the money which shall be raised by mortgage as aforesaid shall be paid half-yearly to the several persons entitled thereto in preference to any interest or dividends due or payable by virtue of this Act to the shareholders or any of them and shall from time to time be fully paid and discharged or provided for before the yearly or other interest or dividends due to the shareholders or any of them shall be paid made or provided and in case the same or any part thereof shall be behind and unpaid by the space of twenty-one days next after the same shall have become due and payable as aforesaid and the same shall not be paid within seven days next after demand thereof in writing shall have been made to the company or left at the office of the company it shall be lawful for two or more Justices of the Peace acting in and for the city of Sydney aforesaid and

Mortgage may be transferred.

Interest of money borrowed to be paid in preference to dividends.

Hunter River Railway Company.

and they are hereby required on request to them made by or on behalf of any mortgagee whose interest shall be so in arrear by an order under their hands to appoint one or more person or persons to receive the whole or such part of the said rates as are liable to pay such interest so due and unpaid as aforesaid and the money so to be received by such person or persons is hereby declared to be so much money received by or to the use of the person to whom such interest shall be then due until the same together with the costs and charges of recovering and receiving the rates shall be fully satisfied and paid and after such interest and costs shall have been paid and satisfied the power and authority of such receiver and receivers for the purposes aforesaid shall cease and determine or otherwise the said interest so due and unpaid as aforesaid may be sued for and recovered with costs by an action of debt in the Supreme Court.

Mortgagees not to vote.

136. No person to whom any such mortgage or assignment shall be made or transferred as aforesaid shall be deemed a proprietor of any share or shall be capable of acting or voting by virtue of such mortgage or assignment either as principal or by proxy as such at any meeting of the company for or on account of his having lent or advanced any sum of money on the credit of any such mortgage or assignment.

In case mortgages paid off power to raise the amount again.

137. In case the company shall raise any sum of money by mortgage and shall afterwards be required or be desirous to pay off and shall pay off all or any part of the principal sum secured by such mortgage then and in every such case it shall be lawful for the company and they are hereby authorized and empowered immediately or at any time or times thereafter again to raise in lieu of the principal money so paid off or to be paid off by them so much and such sum of money as they shall from time to time have paid off or be required or be desirous to pay off to the holder of the mortgage or any part thereof and so from time to time as often as the same shall happen but so nevertheless that the mortgage debts of the said company shall not in any event exceed one-third of the amount of the capital of the company actually paid up.

Company may mortgage property and the rates therefrom as security for dividend or interest guaranteed by Government.

138. In case Her Majesty's Government of the said Colony shall at any time enter into any agreement with the said company to guarantee to the shareholders of the company the payment of any sum or sums of money either as a dividend or as interest on the paid-up capital of the company or any part thereof at any rate to be agreed on between Her Majesty's said Government and the company it shall be lawful for the company (if Her Majesty's Government shall require the same) to assign or mortgage the property of the company and the rates arising or to arise by virtue of this Act or any part thereof as a security for any such sum or sums of money as shall be paid by the said Government to the shareholders of the company in pursuance of such guarantee and such assignment or mortgage shall operate to charge the property and rates which may be acquired by the company or which may arise after the date of such mortgage or assignment as well as the property and rates possessed by the company or which may have arisen at the date of such mortgage or assignment any rule of law to the contrary thereof notwithstanding.

Application of money to be raised.

139. All the moneys to be raised by the company by virtue of this Act shall be laid out and applied in the first place for and towards the payment discharge and satisfaction of all costs charges and expenses incurred in applying for obtaining and passing this Act and of all other expenses preparatory or relating thereto and all the residue and remainder of such money shall be applied in and towards the purchasing of lands and grounds the making completing and maintaining of railways ways wharfs quays tunnels bridges and other works and all other the purposes of this Act.

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140. And in consideration of the great charges and expenses which the company must necessarily incur and sustain in making and maintaining the railway and other the works hereby authorized to be made it shall be lawful for the company from time to time and at all times hereafter to ask demand take recover and receive to and for the use and benefit of the company a toll for and in respect of all passengers and property of every description which shall be conveyed or transported upon such railways or any of their branches or in the carriages steamboats or vessels connected therewith as aforesaid at such rates per mile as shall be established from time to time by the directors of the company provided that the transport 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 such railways and their branches shall be in conformity to such rules regulations and provisions as the directors shall from time to time prescribe and direct and that such railways and their branches may be used by any person or persons who may comply with such rules and regulations.

Toll granted to the company on transportation of passengers and property.

141. If the rates tolls or dues that may be established by the company under and by virtue of this Act shall be found excessive it shall and may be lawful for the Legislature to reduce the said rates tolls or dues so that the same shall not produce to the company a greater rate of clear annual profits divisible upon the subscribed and paid-up capital stock of the company than fifteen pounds annually for every one hundred pounds of such capital.

Scale of tolls may be revised by the Legislature.

142. In order that the true state of the company may be known it shall be the duty of the chairman and directors thereof to file in the office of the Colonial Secretary of this Colony for the information of the Legislature thereof at the expiration of seven years after the said railway shall have been completed as aforesaid a just and true statement and account of the moneys by them disbursed and laid out in making and completing the said railway and other works in manner aforesaid and also of the amount of tolls and revenues of the said railways and of the annual expenditure and disbursements in maintaining and keeping up the same during the said seven years the said several accounts and statements to be signed by the accountant and countersigned by the chairman of the company and to be by such accountant verified by solemn declaration to be made before any one of Her Majesty's Justices of the Peace And provided also that it shall be the duty of the said chairman and directors of the company once in each and every year after the expiration of the said seven years to file in the office of the said Colonial Secretary for the information of the said Legislature a like statement signed by the accountant and countersigned by the chairman as aforesaid and verified as aforesaid.

Statement of expenses and receipts to be filed in the Colonial Secretary's Office for the information of the Legislature.

143. Whatever may be the rate of divisible profits on the said railways and other works it shall be lawful for Her Majesty's Government of the Colony if it shall think fit subject to the provisions hereinafter contained at any time after the expiration of the term of twenty-one years from the passing of this Act to purchase the said railways and other works with all its hereditaments stock and appurtenances in the name and on behalf of Her Majesty upon giving to the company three calendar months notice in writing of such intention and upon payment of a sum equal to twenty-five years' purchase of the annual divisible profits estimated on the average of the seven then next preceding years Provided that if the average rate of profits for the said seven years shall be less than the rate of fifteen pounds in the hundred it shall be lawful for the company if they shall be of opinion that the said rate of twenty-five years' purchase of the said average profits is an inadequate rate of purchase of such railways and other

Right of purchasing the railway and its appurtenances reserved to Her Majesty's Government.

Proviso for reference to arbitration.

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other works and property reference being had to the prospects thereof to require that it shall be left to arbitration in case of difference to determine what (if any) additional amount of purchase money shall be paid to the company. Provided also that such option of purchase shall not be exercised except with the consent of the company while any such reduced scale of tolls fares and charges as aforesaid shall be in force.

Mails guards &c. to be forwarded on the railway under the direction of the Postmaster General.

144. It shall be lawful for the Postmaster General of this Colony acting for and on behalf of Her Majesty's Government by notice in writing under his hand delivered to the company to require that the mails or post letter bags shall from and after a day to be named in such notice (being not less than twenty-eight days from the delivery thereof) be conveyed and forwarded by the company on their railways either by the ordinary trains of carriages or by special trains as need may be at such hours or times in the day or night as the Postmaster General shall direct together with the guards appointed and employed by the Postmaster General in charge thereof and any other officers of the Post Office and thereupon the company shall from and after the day named in such notice at their own costs provide sufficient carriages and engines on the said railways for the conveyance of such mails and post letter bags to the satisfaction of the Postmaster General and to receive and take up carry and convey by such ordinary or special train of carriages or otherwise as need may be all such mails or post letter bags as shall for that purpose be tendered to them or any of their officers servants or agents by any officer of the Post Office and also receive take up carry and convey in and upon the carriage or carriages carrying such mails or post letter bags the guards in charge thereof and any other officer of the Post Office and shall receive take up and deliver and leave such mails or post letter bags guards and officers at such places in the line of such railway or railways on such days and such hours or times in the day or night and subject to all such reasonable regulations and restrictions as to speed of travelling places times and durations of stoppages and times of arrival as the Postmaster General shall in that behalf from time to time order or direct. Provided always that the rate of speed to be required shall in no case exceed the maximum rate of speed prescribed by the directors for the conveyance of passengers by their first class trains nor shall the company be responsible for the safe custody or delivery of any mail bags so sent.

Rate of speed not to be required to exceed the maximum established by the company.

Compensation for carrying the mails to be fixed by agreement or arbitration.

145. The company shall be entitled to such reasonable remuneration to be paid by the Postmaster General for the conveyance of such mails post letter bags mail guards and other officers of the Post Office in manner required by such Postmaster General or by such other officer of the Post Office as he shall in that behalf nominate as aforesaid as shall (either prior to or after the commencement of such service) be fixed and agreed on between the Postmaster General and the company or in case of difference of opinion between them the same shall be referred to the award of two persons one to be named by the Postmaster General and the other by the company and if such two persons cannot agree on the amount of remuneration or compensation then to the umpirage of some third person to be appointed by such two first-named persons previously to their entering upon the inquiry and the said award or umpirage as the case may be shall be binding and conclusive on the said parties and their respective successors and assigns.

Nomination of arbitrators and umpires.

146. In all references to be made under the authority of this Act the Postmaster General or the said company as the case may be shall nominate his or their arbitrator within fourteen days after notice from the other party or in default it shall be lawful for the arbitrator appointed

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appointed by the party giving notice to name the other arbitrator and such arbitrators shall proceed forthwith in the reference and make their award therein within twenty-eight days after their appointment or otherwise the matter shall be left to be determined by the umpire and if such umpire shall refuse or neglect to proceed and make his award for the space of twenty-eight days after the matter shall have been referred to him then a new umpire shall be appointed by the two first-named arbitrators who shall in like manner proceed and make his award within twenty-eight days or in default be superseded and so on *toties quoties*.

147. Whenever it shall be necessary for the public service to move any of the officers or soldiers of Her Majesty's forces of the line ordnance corps marines militia or police force by the said railway or any of the branches thereof the directors thereof shall and are hereby required to permit such forces respectively with their baggage stores arms ammunition and other necessaries and things to be conveyed at the usual hours of starting at such prices or upon such conditions as may from time to time be contracted for between the said Colonial Secretary or any officer duly authorized for that purpose and the company for the conveyance of such forces on the production of a route or order for their conveyance signed by the proper authorities.

Obligation to transport troops along the line at contract rate.

148. The company on being required so to do by Her Majesty's Colonial Government shall be bound to allow every person or persons duly authorized in that behalf with servants and workmen at all reasonable times to enter into or upon the lands of the company and to establish and lay down upon such lands adjoining the line of the said railway or any branches thereof a line of electric telegraph for Her Majesty's service and to give to him and them every reasonable facility for laying down the same and for using the same for the purpose of receiving and sending messages on Her Majesty's service subject to such reasonable remuneration to the company as may be agreed upon between the company and the said Government or in case of disagreement as may be settled by arbitration as aforesaid. Provided always that subject to a prior right of use thereof for the purposes of Her Majesty's service such telegraph may be used by the company for the purposes of the railway upon such terms as may be agreed upon between the parties or in the event of a difference as may be settled by arbitration as aforesaid.

Obligation to permit a line of electric telegraph to be laid down by Her Majesty's Government.

149. It shall be lawful for the Governor from time to time to appoint any proper person to inspect and report on the railway stations works and buildings of the company and the engines and carriages belonging thereto and such inspector shall together with such persons as he may bring to his assistance have free access to such railway stations works buildings engines and carriages and shall be permitted to examine the same as fully and together with such assistants as may be required for the purposes of the said inspection and report and if the company or any of its directors agents officers servants or workmen shall refuse to allow or shall hinder or obstruct any such inspection or examination by the person so appointed the company or any such director agent officer servant or workman shall for every such offence forfeit upon conviction before any two Justices of the Peace any sum not exceeding twenty pounds.

Government inspector may be appointed to examine and report on railway &c.

Penalty for obstruction.

150. If any person shall throw any gravel stones or rubbish or any matter or thing upon any part of the railway to be made by virtue of this Act or shall drive or permit to wander stray or be driven upon any such railway or the approaches thereto any horse ass sheep swine or other beast or cattle of any kind or shall wilfully obstruct hinder or prevent any person in the execution of this Act or shall do any other act matter or thing to obstruct the free passage of any such railway or

Penalty on persons obstructing free course of railway.

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any part thereof every person so offending in any of the cases aforesaid shall forfeit and pay to the company for every such offence any sum not exceeding ten pounds and such penalty may be recovered before any two Justices of the Peace on complaint to them for that purpose exhibited by any person on behalf of the said company.

Punishment of persons obstructing railway so as to endanger safety of persons conveyed.

151. Every person who shall wilfully do or cause to be done any thing in such manner as to obstruct any engine or carriage using the said railway and to endanger the safety of persons conveyed in or upon the same shall be guilty of a misdemeanor and being convicted thereof shall be liable at the discretion of the Court before which he shall have been convicted to be imprisoned with or without hard labor for any term not exceeding two years.

Punishment for destroying works &c.

152. If any person shall wilfully or maliciously and to the prejudice of the company break injure damage throw down destroy steal carry or take away any part of the railway or other works to be made by virtue of this Act every such person shall be judged guilty of felony and every person so offending and being thereof lawfully convicted shall be liable at the discretion of the Court to be sentenced to hard labor on the roads or other public works of this Colony for any term not exceeding fifteen years nor less than three years or to be imprisoned with or without hard labor in any gaol or house of correction for any period not exceeding three years.

Punishment of persons employed on railway guilty of misconduct.

153. It shall be lawful for any officer or agent of the company or for any special constable duly appointed and all such persons as they may call to their assistance to seize and detain any engine-driver wagon-driver guard porter servant or other person employed by the company or by any other company or person in conducting traffic upon the railway belonging to the company or in repairing and maintaining the works of the said railway who shall be found drunk whilst so employed upon the said railway or who shall commit any offence against any of the regulations or by-laws of the company or who shall wilfully maliciously or negligently do or omit to do any act whereby the life or limb of any person passing along or being upon such railway or the works thereof respectively shall be or might be injured or endangered or whereby the passage of any engine carriage or trains shall be or might be obstructed or impeded and to convey such engine-driver guard porter servant or other person so offending or any person counselling aiding or assisting in such offence with all convenient despatch before some Justice of the Peace without any other warrant or authority than this Act and every such person so offending and every person counselling aiding or assisting therein as aforesaid shall upon conviction before such Justice (upon a complaint without information in writing) in the discretion of such Justice be imprisoned with or without hard labor for any term not exceeding two months or shall in the like discretion forfeit any sum not exceeding ten pounds and in default of payment thereof shall be imprisoned with or without hard labor for such period not exceeding two months as such Justice shall appoint unless the penalty be sooner paid.

Penalty for obstructing the officers of the said company or trespassing upon any railway.

154. If any person shall wilfully obstruct or impede any officer or agent of the company in the execution of his duty upon any railway or upon or in any of the stations or other works or premises connected therewith or if any person shall wilfully trespass upon any such railway or any of the stations or other works or premises connected therewith and shall refuse to quit the same upon request to him made by any officer or agent of the company every such person so offending and all others aiding or assisting therein shall and may be seized and detained by any such officer or agent or any person whom he may call to his assistance until such offenders can be conveniently taken before some Justice

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Justice of the Peace in the district or place wherein such offence shall be committed and upon conviction of such offence before any two Justices of the Peace he shall in the discretion of such Justices forfeit to the company any sum not exceeding five pounds.

155. No action or suit at law or in equity shall be brought or prosecuted against the company or any of its officers or members 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 notice in writing of such action and the cause thereof shall be given to the defendant one calendar month at least before the commencement of the action and the defendant or defendants in every such action may plead the general issue and give this Act and the special matter in evidence at any trial to be had thereupon.

No action to be brought for anything done by authority of this Act unless within six months after offence or cause of action.

156. If any party shall have committed any irregularity trespass or other wrongful proceeding in the execution of this Act or by virtue of any power or authority hereby given and if before action brought in respect thereof such party shall make tender of sufficient amends to the party injured such last-mentioned party shall not recover in any such action and if no such tender shall have been made it shall be lawful for the defendant at any time before issue joined to pay into Court such sum of money as he shall think fit and thereupon such proceedings shall be had as in other cases where defendants are allowed to pay money into Court.

Tender of amends.

157. If any execution either at law or in equity shall have been issued against the property or effects of the company and if there cannot be found sufficient whereon to levy such execution then such execution may be issued against any of the shareholders to the extent of their shares respectively in the capital of the company not then paid up Provided always that no such execution shall issue against any shareholder except upon an order of the Court in which the action suit or other proceeding shall have been brought or instituted made upon motion in open Court after sufficient notice in writing to the persons sought to be charged and upon such motion such Court may order execution to issue accordingly and for the purpose of ascertaining the names of the shareholders and the amount of capital remaining to be paid upon their respective shares it shall be lawful for any person entitled to any such execution at all reasonable times to inspect the register of shareholders required to be kept in the office of the company as aforesaid without fee Provided further that nothing herein contained shall extend to charge or make liable any shareholder of the company or his real or personal estate with or for any debt or demand whatever due or to become due from or by the company or in anywise relating to the said undertaking for any of the matters or things authorized by this Act to be made done or completed beyond the extent of his shares in the capital of the company not then paid up any law to the contrary thereof in anywise notwithstanding.

Execution against shareholders to the extent of their unpaid shares.

Shareholders not liable beyond the amount of their unpaid shares.

158. If by means of any such execution any shareholder shall have paid any sum of money beyond the amount then due from him in respect of calls he shall forthwith be reimbursed such additional sum by the directors out of the funds of the company.

Shareholders to be reimbursed amount paid beyond calls due.

159. The secretary or manager of the company shall within thirty days from and after the first day of January in each and every year or as soon thereafter as may be practicable cause a true and correct list of the names of all the persons who shall be then existing proprietors or shareholders of the company with the respective places of abode and descriptions verified by a declaration to be made by such secretary to be recorded in the office for the registry of deeds in the Colony and the same shall be open for inspection at all reasonable times

Names of proprietors to be recorded in the office of the Registrar of deeds.

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times by any person requesting the same on the payment of a fee of one shilling for each such inspection and if any such secretary shall omit or neglect to cause such a list to be recorded in manner aforesaid or shall wilfully falsify any such list he shall be subject and liable to a penalty of one hundred pounds to be recovered by an action of debt in the Supreme Court by any person who shall sue for the same Provided always that such action shall be commenced within two years from the time the offence shall be alleged to have been committed.

Persons whose names
are recorded to be
deemed proprietors.

160. Every person whose name shall be so recorded as aforesaid shall be considered taken and held to be a proprietor or shareholder of the company and shall be liable as such until a new list of the names of the proprietors or shareholders of the company shall be recorded as aforesaid or until he shall have given notice in the *Government Gazette* of his retirement from the company Provided however that nothing herein contained shall be deemed or construed to absolve any person from liability on account of any debts incurred by the company during the time such person remained a proprietor or member thereof or to render any individual proprietor or member of the company liable for any debts incurred by the company except so far as he may be liable under the provisions of this Act.

Custody and use of
corporate seal.

161. The directors shall have the custody of the common seal and the form thereof and all other matters relating thereto shall from time to time be determined at meetings of directors and the directors present at any such meeting shall have power to use the common seal for the affairs and concerns of the company and under such seal to authorize and empower any person without such seal to execute any deed and do all or any other such matters and things as may be required to be executed and done in behalf of the company but it shall not be necessary to use the corporate seal in respect of any of the ordinary business of the company or for the appointment of any attorney or solicitor for the prosecution of any action suit or other proceedings or of any officer or servant of the company and such seal may be affixed to any deed or document by the hand of any person whom the directors shall appoint in that behalf and the affixing thereof shall be attested by one director and such person so appointed and in case any conveyance or other instrument under seal shall be executed wherein it appears that such conveyance or other instrument is executed in consideration of a money payment therein stated to have been made to the company such execution shall have no operation in law or shall operate only as an escrow (according as may be indicated in the attestation aforesaid) until the treasurer or other officer charged with the receipt of moneys on behalf of the company shall have certified under his hand at the foot thereof that such consideration money has been duly paid.

Power to lease rail-
ways &c.

162. The company shall be at liberty upon an order made by three-fourths of the shareholders present in person or by proxy at any general meeting to lease the railways and other works of the company or any part thereof to any company or person upon and subject to all the usual and proper obligations on the part of the lessee for maintaining the railways or other works or the portion thereof comprised in such lease in good and efficient repair and working condition during the continuance thereof and for so leasing the same at the expiration of the term thereby granted and such other provisions conditions obligations and agreements as are usually inserted in leases of a like nature.

Powers and duties
vested in and im-
posed on company
transferred to lessee.

163. And such lease shall entitle the company or person to whom the same shall be granted to the free use of the railway or portion of railway and other works comprised therein and during the continuance

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continuance of any such lease all the powers and privileges granted to or which might otherwise be exercised and enjoined by the company hereby established or the directors thereof or their officers agents or servants by virtue of this Act with regard to the possession enjoyment and management of the railways or part thereof or other works comprised in such lease and the tolls to be taken thereon shall be exercised and enjoyed by the said lessee and the officers agents and servants of such lessee under the same regulations and restrictions as are hereby imposed on the company hereby established and their directors officers and servants and such lessee shall with respect to the railway or other work comprised in such lease be subject to all the obligations by this Act imposed on the company hereby established.

164. In case a majority of proprietors present in person or by proxy at any general meeting shall resolve that it is expedient to dissolve the company and to sell or dispose of the railways and other property works and effects of the company or to amalgamate the said company with any other company and to transfer such railways and other property works and effects to the amalgamated company an extraordinary general meeting shall be called for the purpose of reconsidering such resolution and of affirming or disaffirming the same and if at such last-mentioned meeting the same or any modification thereof substantially in accordance therewith shall be adopted by a resolution agreed to by proprietors present in person or by proxy holding three-fourths of the votes of the company then such dissolution sale amalgamation or transfer shall take place or be made accordingly Provided always that until all necessary arrangements shall be made by the directors (who are hereby empowered to make the same) for carrying such last-mentioned resolution into complete effect and until all claims and demands upon the company shall have been satisfied and all acts remaining to be done by the company shall have been completed the several provisions herein contained and all powers privileges rights and duties of the directors and of the shareholders respectively shall notwithstanding such resolution as last aforesaid remain and continue in full force so far as the same may be necessary for winding up the concerns of the company and making all such necessary arrangements for carrying such resolution into complete effect and for enabling the directors to pay and satisfy all claims and demands upon the company or to make a division amongst the shareholders of the remaining assets of the company.

Provisions for dissolution of company sales of effects or amalgamation with another company.

SCHEDULES REFERRED TO IN THE FOREGOING ACT.

SCHEDULE A.

Form of Certificate of Shares.

THE HUNTER RIVER RAILWAY COMPANY.

Number

This is to certify that _____ of _____ is the proprietor of the share numbered _____ of "The Hunter River Railway Company" subject to the regulations of the said company.

Given under the common seal of the company the _____ day of _____ in the year of our Lord one thousand eight hundred and _____.

SCHEDULE B.

Hunter River Railway Company.

SCHEDULE B.

Form of Transfer of Shares.

I of in consideration of the sum
of paid to me by
of do hereby transfer to the said
share numbered in the undertaking called "The Hunter
River Railway Company" standing in my name in the books of the company to hold unto
the said his executors administrators and assigns
(or successors and assigns) subject to the several conditions on which I held the same
at the time of the execution hereof and I the said do hereby agree
to take the said share subject to the same conditions.
As witness our hands and seals the day of

SCHEDULE C.

Form of Proxy.

I one of the proprietors of "The Hunter River
Railway Company" do hereby appoint of
to be my proxy in my absence to vote in my name upon any matter relating to the under-
taking proposed at the meeting of proprietors to be held on the day of
next or at any adjournment thereof in such manner as he shall think proper.
In witness whereof I the said have hereunto set my
hand (or if a corporation say the common seal of the corporation) the
day of one thousand eight hundred
and

SCHEDULE D.

Form of Conveyance.

I of in consideration of the sum
of paid to me (or as the case may be
into the hands of the Master in Equity of the Supreme Court or to
of and of two trustees
appointed to receive the same pursuant to the Act of Council passed to establish and incor-
porate the company called "The Hunter River Railway Company") by the said Hunter
River Railway Company do hereby convey to the said company their successors and assigns
all &c. (describing the premises to be conveyed) together with all ways rights and appur-
tenances thereto belonging and all such estate right title and interest in and to the same
as I am or shall become seized or possessed of or am by the said Act empowered to convey
to hold the premises to the said company their successors and assigns for ever according to
the true intent and meaning of the said Act.
In witness whereof I have hereunto set my hand and seal the of
in the year of our Lord

SCHEDULE E.

Form of Mortgage Deed.

THE HUNTER RIVER RAILWAY COMPANY.

Mortgage number

£

By virtue of the Act of the Governor and Legislative Council made and passed in
the seventeenth year of Her Majesty Queen Victoria intituled (insert title of this Act) we
"The Hunter River Railway Company" in consideration of the sum of
pounds paid to us by of do assign unto the
said his executors administrators and assigns the railway and other
property of the said company (and in case such loan shall be in anticipation of the capital
authorized to be raised all future calls on shareholders) and all the tolls and sums of
money arising and to arise by virtue of the said Act and all the estate right title and
interest of the company in the same to hold unto the said his executors
administrators and assigns until the said sum of pounds together with
interest for the same at the rate of for every one hundred pounds by the year be
satisfied (the principal sum to be repaid at the end of years from the date hereof
in case any period be agreed upon for that purpose at or any place of
payment other than the principal office of the company.

Given under our common seal this day of in the year of
our Lord one thousand eight hundred and

SCHEDULE F.

Australasian Coal Mining Company.

SCHEDULE F.

Form of Transfer of Mortgage.

I of in consideration of the sum
of paid to me by of
do hereby transfer to the said his executors administrators
and assigns a certain Mortgage number made by "The Hunter River Railway
Company" to bearing date the day of
for securing the sum of and interest
(or if such transfer be by indorsement the within security) and all my right estate and
interest in and to the money thereby secured "and in and to the tolls money and property
thereby assigned."

In witness whereof I have hereunto set my hand and seal this day of
one thousand eight hundred and