

SYDNEY RAILWAY
COMPANY.

An Act to incorporate a Company to be called
“The Sydney Railway Company.” [10th
October, 1849.]

Preamble.

Proprietors incorpo-
rated by the name of
“The Sydney Rail-
way Company.”

WHEREAS the making and maintaining of railways in the Colony of New South Wales would be of great public utility and it is deemed advisable to grant encouragement to such enterprising persons as may be desirous and willing to make and maintain such railways by granting to them an Act of Incorporation Be it therefore enacted by His Excellency the Governor of New South Wales with the advice and consent of the Legislative Council thereof That William Bradley William Bowman Thomas Barker Charles Cowper Thomas Holt the younger Arthur Jeffreys David Jones Moses Joseph Charles Kemp Robert Lowe Samuel Lyons Archibald Michie Thomas Sutcliffe Mort Abraham Moses Charles Nicholson George Oakes John Norton Oxley Robert Porter Henry Gilbert Smith Charles Throsby William Walker Edward Weston and Adolphus William Young Esquires and all and every other person and corporation who shall hereafter become subscribers to the said undertaking and their several and respective successors executors administrators and assigns shall be and are united into a company for making completing and maintaining a railway or railways in the said Colony and other works by this Act authorized to be made and executed and for that purpose shall be one body corporate by the name and style of “The Sydney Railway Company” and by that name shall have perpetual succession and shall have a common seal and by that name 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 the said company shall have power and authority from and after the passing of this Act and at all times hereafter 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 and also that the said company shall from time to time and at all times have full power and authority to constitute make ordain and establish such by-laws regulations and ordinances as may be deemed necessary for the good rule and government of the said company Provided that such by-laws regulations and ordinances be not inconsistent herewith or with any laws in force in this Colony or repugnant to the law of England.

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2. And be it enacted That the capital stock of the company hereby established shall be one hundred thousand pounds sterling and shall be divided into twenty thousand shares of five pounds each and such shares shall be numbered beginning with number one and so on in regular arithmetical progression ascending whereof the common excess or difference shall always be one and every such share shall always be distinguished by the number to be applied to the same 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 and upon taking any share every subscriber shall pay to the manager or other proper officer of the said company the sum of five shillings sterling for every share which shall be so taken and shall pay the remaining amount of every such share to such person or persons and in such parts or proportions as the directors of the said company shall deem necessary and from time to time call for and require Provided always that no such call shall exceed the sum of ten shillings for or in respect of any one share and that no call or calls be made but at the distance of three months at the least from another and that notice of every such call shall be given in the *New South Wales Government Gazette* and in one or more of the newspapers published in the city of Sydney thirty days at the least before the day appointed for the payment of the same and on demand of the holder of any share the company shall cause a certificate under the seal of the said company of the proprietorship of such share to be delivered to such shareholder and the same shall be according to the form in the Schedule A to this Act annexed or to the like effect and that the said shares shall be and be deemed personal estate and transferable and transmissible accordingly and that every such share shall entitle the holder thereof to a proportionate part of the profit and dividends of the said company.

Capital to be
£100,000 divided
into 20,000 shares of
£5 each.

Shares to be personal
estate.

3. And be it enacted That the said company shall as soon as the same can be done cause the names additions and addresses of the several proprietors of shares in the capital stock of the said company together with the number of shares to which they shall be respectively entitled and also the proper number by which every such share shall be distinguished and the amount of the subscriptions paid thereon to be 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" to the end that each proprietor for the time being and his interest in the company may be known and that when and so often as any change of ownership in such shares shall take place by transfer or otherwise such change of ownership shall be duly entered in the said book.

Register of share-
holders.

4. And be it enacted That it shall be lawful for the proprietor of any share in the said undertaking and his executors or administrators to sell and dispose of any share to which he shall be entitled therein subject to the provisions herein contained and the form of conveyance of shares may be in the following words or to the like effect varying the names and descriptions of the contracting parties as the case may require—

Shares may be sold.

" I	of	in consideration	Form of conveyance.
" of	paid to me by		
" of	do hereby bargain sell assign and		
" transfer to the said			
"	share (or shares as the case may be)		
" numbered	of and in 'The Sydney		
" Railway Company' to hold unto the said			
"	his executors administrators and		
" assigns subject to the same conditions as I held the same			
	" immediately		

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“ immediately before the execution hereof and I the said
 “ do hereby agree
 “ to accept and take the said share (*or* shares) subject to
 “ the same rules orders restrictions and conditions As
 “ witness our hands and seals the day of
 “ A.D. 18 .”

And in every such case the said deed or conveyance being duly executed shall be delivered to the secretary or other proper officer of the said company to be kept by him and the said secretary or other proper officer shall enter a memorial of such transfer and sale for the use of the said company in a book to be kept for that purpose and shall endorse such entry on the conveyance and shall on demand deliver a new certificate to the purchaser and for every such entry together with such endorsement and certificate the company may demand any sum not exceeding two shillings and sixpence and on the request of the purchaser of any share an endorsement of such transfer shall be made on the certificate of such share instead of a new certificate being granted and such endorsement being signed by the secretary or other proper officer of the said company shall be considered in every respect the same as a new certificate and until such transfer shall be so delivered to the secretary or other proper officer as aforesaid the vendor of the share shall continue liable to the company for any calls that may be made upon such share and the purchaser or purchasers of the share shall not be entitled to receive any share of the profits of the said undertaking or to vote in respect of such share.

Evidence of property
in shares.

5. And be it enacted That a certificate of the proprietorship of any share in the said company under the seal of the said company as aforesaid shall be admitted in all Courts as *prima facie* evidence of the title of any shareholder his executors administrators successors or assigns to the share therein specified but the want of such certificate shall not hinder or prevent the holder of any share from disposing thereof or receiving his share of the profits in respect thereof.

No share to be trans-
ferred while in
arrear.

6. And be it enacted That no shareholder shall sell or transfer any share which he shall possess in the said company after any call shall have been made by the said directors for any sum or sums of money in respect of such share unless he at the time of such transfer shall have paid or discharged to the manager of the said company or to such other person as the directors shall authorize to receive the same the whole and entire sum of money which shall have been called for in respect of such share so to be sold and transferred.

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

7. And be it enacted That the said company shall not be bound to see to the execution of any trust whether express implied or constructive to which any of the said shares may be subject and the receipt of the party in whose name any such share shall stand in the books of the said company or if it shall stand in the name of more parties than one the receipt of one of the parties named in the register of shareholders shall from time to time be a sufficient discharge to the said company for any dividend or other sum of money payable in respect of such share notwithstanding any trusts to which such share may then be subject and whether or not the said company shall have notice of such trusts and the said company shall not be bound to see to the application of the money paid upon such receipt.

Subscribers to the
stock and their rep-
resentatives to pay
as appointed by the
directors.

8. And be it enacted That the several persons who have subscribed or who shall hereafter subscribe any money towards the said undertaking or their legal representatives respectively shall pay the sums respectively so subscribed or such portions thereof as shall from time to time be called for by the directors of the said company at such times and places as shall be appointed by the said directors and with respect to the provisions in this Act contained for enforcing the pay-
ment

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ment of calls the word "shareholder" shall extend to and include the personal representatives of every shareholder.

Term "shareholder" to include representatives.

9. And be it enacted That it shall be lawful for the directors of the said company from time to time to make such calls of money upon the several shareholders in respect of the amount of capital subscribed or owing by them respectively as they shall deem necessary provided that thirty days notice at the least be given of each and every such call and that successive calls be not made at less than the prescribed interval of three months as aforesaid and that no call exceed the prescribed amount aforesaid and that 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 company or the directors thereof.

Power to make calls upon the shareholders for money and obligation to pay.

10. And be it enacted That if before or on the day appointed for such payment any shareholder shall not pay the amount of any call to which he is liable every such shareholder shall be liable to pay interest for the same at the rate allowed by law from the day appointed for the payment thereof to the time of the actual payment.

Interest to be paid on over-due calls.

11. And be it enacted That it shall be lawful for the said company 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 advances shall be made the company may pay interest at such a rate not exceeding the legal rate of interest for the time being as the shareholder paying such sum in advance and the said company may agree upon.

Power to receive advances from shareholders on interest.

12. And be it enacted That if at the time appointed by the said company or the directors thereof for the payment of any call any shareholder shall fail to pay the amount of such call to which he shall be liable it shall be lawful for the said company to sue such shareholder for the amount thereof in any Court of law or equity having competent jurisdiction and to recover the same with lawful interest from the day on which such call was payable.

Power to sue defaulting shareholders.

13. And be it enacted That in any action or suit to be brought by the said company against any shareholder to recover any sum of money due and payable to the said company for any call it shall not be necessary to set forth the special matter but it shall be sufficient for the said company to declare and allege that the defendant is the holder of one share or more in the said company (stating the number of shares) and is indebted to the said company in 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 said company by virtue of this Act.

Declarations in suits to recover money due on calls.

14. And be it enacted That 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 said company and that such call was made and such notice thereof given as is directed by this Act and it shall not be necessary to prove the appointment of the directors who made such call nor any other matter whatsoever and thereupon the said company shall be entitled to recover what shall be due upon such call and interest thereon.

Proof of call and of defendant's having been a shareholder at the time sufficient.

15. And be it enacted That the production of the register of shareholders required to be kept in the office of the said company shall be *prima facie* evidence of such defendant's being a shareholder and of the number and amount of his shares.

Register of shareholders to be *prima facie* evidence.

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Shares in arrear may
be declared forfeited.

16. And be it enacted That if any shareholder shall fail to pay any call payable by him together with interest (if any shall have accrued thereon) the directors of the said 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 share in respect of which such default shall have been made forfeited and that whether the said company have sued for the amount of such call or not.

Notice to be given of
intention to declare
share forfeited.

17. And be it enacted That before declaring any share forfeited the directors of the said company shall cause notice of their intention to declare such share to be forfeited to be left at or transmitted by post to the usual or last known place of abode of the person appearing by the register of shareholders required to be kept in the office of the said company 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 said directors or if the interest in any share shall be known by the said directors to have become transmitted otherwise than by transfer and so the address of the party to whom the said share may for the time being belong shall not be known to the said directors the said directors shall give public notice of such intention in the *New South Wales 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 said directors shall make such declaration of forfeiture.

Forfeited shares may
be sold.

18. And be it enacted That after such forfeiture as aforesaid it shall be lawful for the said 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 and any shareholder may purchase any forfeited share so sold as aforesaid.

Evidence of proprie-
torship in purchasers
of forfeited shares.

19. And be it enacted That a declaration in writing by some credible person not interested in the matter made in conformity with the provisions of an Act of the Governor and Legislative Council of New South Wales passed in the ninth year of the reign of Her present Majesty Queen Victoria intituled "*An Act for the more effectual abolition of Oaths and Affirmations taken and made in various departments of the Government of New South Wales and to substitute Declarations in lieu thereof and for the suppression of voluntary and extra-judicial Oaths and Affidavits*" 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 manager or other officer of the said 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.

9 Vic. No. 9.

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

20. And be it enacted That the said 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 payable in respect thereof 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

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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.

21. And be it enacted That if payment of such arrears of call and interest and expenses be made before any share so forfeited and vested in the said company 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.

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

22. And be it enacted That as soon as five thousand shares of the capital stock of the said company shall have been actually subscribed for and the sum of ten thousand pounds paid up and not before it shall be lawful for the said company and they are hereby authorized and empowered by themselves their deputies agents officers and workmen to make construct and finally complete alter and keep in repair a railway or railways with one or more sets of rails or tracks and all other proper works and conveniences adjoining thereto or connected therewith and to purchase and acquire such stationary or locomotive steam engines and carriages wagons and other machinery and contrivances and real or personal property as may be necessary for the making and maintaining the said railway or railways and for the transport of passengers and merchandise thereon and for other purposes of this Act and may hold and possess the land over which the said railway shall pass and such adjoining lands as may be required the first of such railways to commence at or near to the city of Sydney in the said Colony and to pass through the counties of Cumberland and Camden to the town of Goulburn in the county of Argyle and also through such other places in the county of Cumberland as may be deemed the most desirable route for carrying a railway towards Bathurst Provided that a map or plan of every such route shall be deposited in the office of the Secretary of this Colony so soon as the same shall have been determined upon.

On payment of £10,000 pounds company authorized to commence works.

23. And be it enacted That before commencing any line of railroad by this Act authorized to be made the said 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 railroad is intended 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 entered the name or names of the owners and proprietors or occupiers if known of each and every portion of the said land through which any such line of railroad shall pass with a description of the said land setting forth the bearings of such railroad the nature and quality the state of cultivation the inclosures (if any) and the quantity of such land which shall or may be required for the purpose of making such railroad.

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

24. And be it enacted That when and so often as the said company shall have determined upon making any line of railroad the said company shall by advertisement in the *New South Wales Government Gazette* and in one or more of the Sydney newspapers at least forty days before the commencement of the formation of any such road give notice that they intend to make the said railroad 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.

Company to give notice of their intention to make railroad.

25. And be it enacted That the said map or plan and book of reference shall be kept in the office of the said company at Sydney and exhibited at all convenient times for public examination from the day of the date on which such notice shall be first published and all persons shall and may have free liberty and permission at all proper and convenient times to view and examine the said map or plan and book of reference.

Map and book of reference to be kept in the office of the said company.

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

26. And be it enacted That no advantage shall be taken of or against the said company or any interruption be given to the making of any such railway and other works on account of any error or omission in the said book of reference but it shall be lawful for the said 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 error or omission 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

27. And be it enacted That for the purposes and subject to the provisions of this Act it shall be lawful for the said company their successors deputies agents and workmen and all other persons by them authorized and they are hereby empowered to enter into and upon the lands of any person or corporation whatsoever and to survey and take levels of the same or of any part thereof and to ascertain and stake or set out and appropriate for the purposes herein mentioned such parts thereof as may be necessary for the laying out making constructing and the convenient operation of such railways and all other works matters and conveniences as are hereby authorized to be made and in or upon such lands or any lands adjoining thereto to bore dig cut trench embank and sough and also to remove or lay take carry away and use any earth gravel stone timber or any other materials or things which may be dug or obtained therein or otherwise in the execution of any of the powers of this Act 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 obstruct the making maintaining altering repairing or using the same respectively according to the true intent and meaning of this Act without any previous agreement with the owner or occupier of such lands and also to make or construct upon across under or over any such railway or other works or any land streets hills valleys roads rivers canals brooks streams or other waters such inclined planes tunnels embankments aqueducts bridges roads ways passages conduits drains piers arches cuttings and fences as the said company shall think proper and also to alter the 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 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 such railway 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 any such railway as the said company shall think proper and also from time to time to alter repair 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 woodlands or forests it shall be lawful for the said 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 naturally may obstruct or impair any such 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

remove materials

construct inclined
planes tunnels &c.

alter the course of
rivers &c.

and of roads &c.

and to erect toll
houses warehouses
&c.

Power to use private
roads.

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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 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 all persons and corporations interested in any lands which shall be 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 said 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.

Company to make full satisfaction.

28. Provided always and be it enacted That 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 said company shall before the commencement of any such operations cause a sufficient road to be made instead of the road to be interfered 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.

Before roads interfered with others to be substituted.

29. And be it enacted That the lands to be taken or used for the line of any railway hereby authorized to be made shall not exceed one hundred yards in width except where greater width shall be judged necessary 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 warehouse 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 said 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 Provided also that nothing in this Act contained shall be construed to affect the rights of the Crown in any ungranted lands within the said Colony or to authorize the said Company to enter upon or take possession of any such land without the previous permission of the Executive Government of the said Colony.

Breadth of the land to be taken for the railway.

Houses &c. not to be injured.

Crown lands not to be taken without permission.

30. And be it enacted That after any lands shall have been set out and ascertained for making any such railway or any part thereof and for providing and constructing the works and conveniences hereby authorized to be made or any of them it shall be lawful for any corporation tenant in tail or for life or for any other partial or qualified estate or interest husband femme covert guardian trustee and feoffee in trust for charitable or other purposes committee executor and administrator and all trustees and persons whomsoever not only for and on behalf of themselves their heirs and successors but also for and on behalf of the person entitled in reversion remainder or expectancy after them if incapacitated and for and on behalf of their cestui que trust whether infant issue unborn lunatic idiot femme covert or other person and to and for all femmes covert who are or shall be seised possessed of or interested in their own right or entitled to dower or other interest in the same and for all and every other person and persons whomsoever who is are or shall be seised possessed of or interested in any lands which shall be set out and ascertained for the purposes aforesaid to

Bodies politic &c. empowered to sell and convey lands.

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contract for sell and convey the same or any part thereof unto the said company and all such contracts agreements sales conveyances and assurances shall be made at the expense of the said company and shall be made according to the following form or as near thereto as the number of the parties and the circumstances of the case will admit (namely)—

**Form of conveyance
to the company.**

"I of in consideration of the
 " sum of to me paid by the Sydney Railway
 " Company established and incorporated by an Act of the
 " Governor and Legislative Council of New South Wales
 " passed in the thirteenth year of the reign of Her Majesty
 " Queen Victoria intituled '*An Act to incorporate a Com-*
 " '*pany to be called " The Sydney Railway Company "*' do
 " hereby grant release and convey to the said Sydney Rail-
 " way Company all (*describe the premises to be conveyed*)
 " together with all ways rights and appurtenances there-
 " unto belonging and all my estate right title and interest
 " in and to the same and every part thereof to hold to the
 " said Sydney Railway Company and their successors 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 day of in
 " the year of our Lord ."

And all such conveyances and assurances as aforesaid shall be good valid and effectual in the law to all intents and purposes and shall operate and be as a merger of all outstanding terms of years and be a complete and effectual bar to all estates tail and other estates rights titles remainders reversions limitations trusts and interests whatsoever Provided always that after any lands which the said company are by this Act authorized to take without the previous consent of the owner or occupier shall have been set out ascertained and appropriated for the purposes herein mentioned such lands and the fee simple and inheritance thereof together with the yearly profits thereof and all the estate use trust and interest of any person therein shall thenceforth be vested in and become the sole property of the said company to and for the purposes of this Act for ever and it shall not be necessary to obtain a conveyance from the owner or person interested in such land.

Lands taken in pursuance of this Act to be vested in the company without any conveyance.

Satisfaction to be made for lands taken for the railway or other works.

31. And be it enacted That all trustees corporations and other persons hereinbefore capacitated or enabled to sell and convey lands and the owner and occupier of any lands taken or used for the purpose of any railway or other works hereby authorized may accept and receive satisfaction for the value of such lands taken or used as aforesaid and also compensation for the damages sustained or which may be sustained by the making or completing the said works and also of and by reason of the severing or dividing the same lands and for and on account of the detriment injury damage loss inconvenience or prejudice which may be sustained by such trustees corporations or other persons in such gross sums as shall be agreed upon between the said owner occupier or other person interested in the said lands and the said company and in case the said company and the several parties interested in any such lands cannot or do not agree as to the amount or value of such satisfaction and compensation the same shall be ascertained and settled by surveyors to be appointed as hereinafter is directed.

Compensation for
lands taken and other
injuries to be deter-
mined by surveyors.

32. And for settling all differences which may arise between the said company and the several owners of or persons interested in any land which shall or may be taken used damaged or injuriously affected by the execution of any of the powers hereby granted and for determining the amount of compensation to be paid by the said company

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company in respect of any lands taken used damaged or injuriously affected as aforesaid Be it enacted That upon the application of either party or in case the owner or person entitled to such compensation shall be absent from the Colony or cannot be found then upon application by the said company it shall be lawful for any two Justices in Petty Sessions assembled in the district in which the lands taken used or injuriously affected are situated and having no interest in the matter by writing under their hands to nominate and appoint three able practical surveyors for determining what compensation shall be paid by the said company to the owner or person interested in the lands taken used or injuriously affected as aforesaid and such surveyors or any two of them shall determine the same accordingly and shall annex to their valuation a declaration in writing subscribed by them of the correctness thereof and such valuation shall be binding and conclusive upon all parties Valuation to be final. Provided always that the said 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 in reduction of such compensation.

33. And be it enacted That before making any such application to the Justices as aforesaid either party shall give at least ten days notice to the other of his or their intention to make such application and where the owner or person interested in the land shall be absent from the Colony or cannot be found notice of such intention shall be given by the said company by advertisement in the *New South Wales Government Gazette* and in one or more of the Sydney newspapers describing the premises in respect of which compensation is to be assessed ten days at the least before making such application. Notice to be given before appointment of surveyors.

34. And be it enacted That if before the said surveyors or any two of them shall have made their valuation as aforesaid any or either of the said surveyors appointed as aforesaid shall die or become incapable to act in the matter the said Justices may nominate and appoint in writing some other surveyor to act in his place and every surveyor so to be substituted as aforesaid shall have the same powers and authorities as were vested in the former surveyor at the time of such his death or disability as aforesaid. Justices may appoint a surveyor instead of surveyor becoming incapable to act.

35. And be it enacted That before such surveyors shall enter upon the duty of making such valuation as aforesaid they shall severally in the presence of such Justices or one of them make and subscribe a declaration at the foot of such nomination in the words following (that is to say)— Surveyors to make declarations.

“ I A. B. do solemnly and sincerely declare that I will faithfully
 “ 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.

“ 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. Surveyor acting corruptly guilty of misdemeanor.

36. And be it enacted That the said nomination and declaration shall be annexed to the valuation to be made by such surveyors and shall be delivered to the manager or other proper officer of the said company and shall be preserved together therewith by the said company and they shall at all times produce the said valuation and other documents on demand to the owners of the land comprised in such valuation and to all other parties interested therein and allow copies of the same to be made by such owner if required. Nomination declaration and valuation to be delivered to manager of company and to be produced on demand.

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Expenses to be borne
by company.

37. And be it enacted That all the expenses of and incident to every such valuation shall be borne by the said company.

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

38. And be it enacted That in all cases where compensation shall be assessed or determined as aforesaid the directors of the said company for the time being shall at the next half-yearly meeting of the said company lay before the said company the said valuation and the said 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 this behalf within fourteen days next after such half-yearly meeting of the said company.

Power to make
branch railways and
own steamboats to
ply in connection
with the railway.

39. And be it enacted That the said company shall and may (if they deem it expedient) make a branch railway to every or any part of the Colony and manage such branch railway and procure and own such carriages steamboats and vessels as may be necessary to ply on the roads or in the waters of any rivers in connection with any such railway and for that purpose shall exercise and possess all the powers privileges and authorities necessary for the making and management of the same in as full and ample a manner as they are hereby authorized to do with respect to any such railway.

Gates to be main-
tained across high-
ways.

40. And be it enacted That whenever the said railways or any of the branches thereof cross or shall hereafter cross any highway turnpike road or private road for carriages of any description on the level of such road or roads the said company shall erect and at all times maintain a good and sufficient gate on each side of such highway turnpike or other road which gates shall be constantly closed except during the time when horses cattle carts or carriages passing along such turnpike or other road shall have to cross such railways and such gates shall be of such dimensions and so constructed as when closed across the ends of such turnpike or other road to fence in the said railway and prevent cattle or horses passing along the road from entering upon the railway Provided always that it shall be lawful (in case it shall be more conducive for the public safety) for the said company at their own expense to carry such turnpike or other road over or under such railway by means of a bridge or archway in lieu of crossing the same on the level.

Proviso.

Company to fence off
railway.

41. And be it enacted That the said company shall and they are hereby required at their own proper expense after any land shall have been taken for the use of any railway by this Act authorized to be made separate the same and keep the same constantly separated from the lands adjoining to such railway with good and sufficient posts rails hedges ditches mounds or other fences and in case the owner of any lands adjoining such railway shall require the same the said company shall at the like expense make and maintain all necessary gates and stiles to enable such owner to cross the said railway.

Company's affairs to
be managed by a
board of directors.

42. And be it enacted That the immediate government and management of the affairs of the said company shall be vested in six directors who shall be proprietors of at least fifty shares each and who shall be chosen by the shareholders of the said company in the manner hereinafter provided but not less than three directors shall constitute a board for the transaction of business of which the president shall always be one except in case of sickness or necessary absence in which case the directors present may choose one of their number as chairman in his stead that the president shall vote at the board as a director and in case of there being an equal number of votes for and against any question before them the president shall have the casting vote.

Quorum for business.

Number of votes to
be given by share-
holders ascertained.

43. And be it enacted That no shareholder shall be entitled to vote in the deliberations of the said company who shall not be

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- out of their number one who shall be president of the said company
 Omission to meet not
 to work forfeiture. Provided always that the omission to meet as hereinbefore required shall work no forfeiture but the shareholders may be afterwards called together by the directors of the said company for the time being.
- Retirement of direc-
 tors. 46. And be it enacted That at each general meeting which shall be held in the month of July in each year one director shall retire from office such retirement to be decided by ballot until all the first set of directors in office at the first general meeting in July shall have so retired and then in each succeeding year the director who shall have been longest in office shall retire and so on from time to time during the continuance of the said company and at every such general meeting in the month of July in each and every year the shareholders then present by themselves or their proxies shall elect a new director in the place of the director who shall have so retired in the manner hereinbefore provided for the election of the first set of directors Provided always that every director who shall by rotation or otherwise go out of office on any annual day of election shall be eligible to be immediately re-elected a director of the said company and any director who shall at any time be re-elected shall be deemed to have been in office only from the time of such re-election and that all the said first set of directors shall have so retired before any new or re-elected director shall retire.
- Director retiring
 may be immediately
 re-elected. 47. And be it enacted That in case any general meeting of the company at which a new director ought to have been chosen shall have been adjourned from any cause whatever and a new director shall not have been chosen at such meeting then and in every such case the directors in office for the time being shall continue and have full power to act until a new director shall be duly chosen.
- Directors to continue
 in office till new ones
 chosen. 48. And be it enacted That every vacancy in the office of director occasioned by death resignation disqualification or removal or by any other means than by going out of office by rotation as hereinbefore mentioned shall be filled up by the election of a new director at a special general meeting of the shareholders to be convened by the board of directors for that purpose within two calendar months next after such vacancy shall occur and every shareholder who shall be elected to supply any vacancy in the office of director occasioned by the death resignation disqualification or removal of any director as aforesaid shall continue in office so long only as the person in whose place or stead he may be elected would have been entitled to continue in office if such death resignation disqualification or removal had not happened.
- Vacancy in the office
 of director to be
 filled up within two
 months. 49. Provided always and be it enacted That no person being concerned or interested in any contract under the said company shall be capable of being chosen a director of the said company and no director shall be capable of being interested in any contract with the company during the time he shall be a director.
- No person concerned
 in contracts under
 the company shall be
 capable of being a
 director. 50. And be it enacted That the said directors shall have the power of nominating and appointing all and every the engineers and other officers and persons connected with the said company at such salaries or rates of remuneration as to the said directors shall seem proper and shall have the management and superintendence of the affairs of the said company and they may lawfully exercise all the powers of the company except as to such matters as are directed by this Act to be transacted by a general meeting of the company but the exercise of all such powers shall be subject to the by-laws rules and regulations of the said company and the shareholders shall have power from time to time to alter and amend or to make such rules by-laws and regulations for the good government of the said company and of such railways works and property hereinbefore mentioned and
- Directors to appoint
 engineers and other
 officers. for
- Shareholders to make
 and amend by-laws.

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for the well governing of the engineer workmen and other persons employed by the said company and for regulating the securities to be required of the several officers and other persons who shall be entrusted with the moneys of the said company as to the major part of the shareholders shall seem meet which said rules by-laws and regulations being put into writing under the common seal of the said company shall be published in the *New South Wales Government Gazette* and also in one or more of the newspapers published in the city of Sydney and shall be binding upon and observed by all parties and shall be sufficient in any Court of law to justify all persons who shall act under the same.

By-laws to be published.

51. And be it enacted That it shall be lawful for any number of shareholders holding in the aggregate one thousand shares by writing under their hands at any time to require the said directors to call an extraordinary meeting of the said company and such requisition shall fully express the object of the meeting required to be called and shall be left at the office of the said company and forthwith upon the receipt of such requisition the said directors shall convene a meeting of the shareholders and if after twenty-one days after such notice the directors shall fail to call such meeting the shareholders aforesaid qualified as aforesaid may call such meeting by giving sixty days public notice thereof in the *New South Wales Government Gazette* and in one or more of the newspapers published in the city of Sydney.

Call of extraordinary meeting of the company.

52. And be it enacted That fifteen days public notice at the least of all meetings whether general or extraordinary shall be given by advertisement in the *New South Wales Government Gazette* and one or more newspapers as hereinbefore mentioned which notice shall specify the place day and hour of meeting and every notice of an extraordinary meeting shall specify the purpose for which such meeting is called.

Fifteen days notice by advertisement to be given of all meetings of the company.

53. And in consideration of the great charges and expenses which the said company must necessarily incur and sustain in making and maintaining the said railways and other the works hereby authorized to be made Be it enacted That it shall be lawful for the said 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 said 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 steam boats or vessels connected therewith as aforesaid at such rates per mile as shall be established from time to time by the directors of the said company that the transportation of persons and property the construction of cars and carriages the weight of loads and all other matters and things in relation to the use of such railways and their branches shall be in conformity to such rules regulations and provisions as the said 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 Provided always that if the rates tolls or dues that may be established by the said 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 as that the same shall not produce to the said company a greater rate of clear annual profits divisible upon the subscribed and paid up capital stock of the said company than fifteen pounds annually for every one hundred pounds of such capital and in order that the true state of the said company shall be known it shall be the duty of the president and directors thereof to file in the office of the Colonial Secretary of this Colony for the information of the Legis-

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

Scale of tolls may be revised by the Legislature.

Statement of expense and receipts to be filed in the Colonial Secretary's Office for the infor-

ture

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mation of the Legislature seven years after the completion of the work.

ture 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 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 president of the said company and by such accountant verified by solemn declaration to be made before any one of Her Majesty's Justices of the Peace or before a notary public in the manner hereinbefore mentioned And provided also that it shall be the duty of the said president and directors of the said company once in each and every year after the expiration of the said seven years to file in the said office of the Secretary of the said Colony for the information of the Legislature a like statement signed by the accountant and countersigned by the president as aforesaid.

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

54. And be it enacted That whatever may be the rate of divisible profits on the said railways it shall be lawful for Her Majesty's Government if it shall think fit subject to the provisions hereinafter contained at any time after the expiration of the term of twenty-one years to purchase the said railway with all its hereditaments stock and appurtenances in the name and on behalf of Her Majesty upon giving to the said 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 railway 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 said company Provided also that such option of purchase shall not be exercised except with the consent of the company while any such revised scale of tolls fares and charges shall be in force.

Proviso for reference to arbitration.

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

55. And be it enacted That it shall be lawful for the Postmaster General for the time being or his chief deputy in this Colony acting for and on behalf of Her Majesty's Government by notice in writing under his hand or under the hand of such deputy as aforesaid delivered to the said 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 said company on their railway 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 or his said deputy shall direct together with the guards appointed and employed by the Postmaster General or his said deputy in charge thereof and any other officers of the Post Office and thereupon the said company shall from and after the day named in such notice at their own costs provide sufficient carriages and engines on the said railway for the conveyance of such mails and post letter bags to the satisfaction of the Postmaster General or his deputy 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

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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 or his said deputy 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 of the said company 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 exceed the maximum established by the company.

56. And be it enacted That the said company shall be entitled to such reasonable remuneration to be paid by the Postmaster General or his deputy 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 his deputy 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 or his deputy and the said 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 or his deputy and the other by the said 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.

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

57. And be it enacted That in all references to be made under the authority of this Act the Postmaster General or his deputy 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 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*.

Nomination of arbitrators and umpire.

58. And be it enacted That 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 railways 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 Colonial Secretary of this Colony or such officer duly authorized for that purpose and the said 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.

59. And be it enacted That the said 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 said company and to establish and lay down upon such

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

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such lands adjoining the line of the said railways or any of their branches a line of electrical telegraphs 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 Her Majesty's Colonial Government 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 difference as may be settled by arbitration.

Half-yearly dividends of the profits to be made.

60. And be it enacted That the directors of the said company shall at each of the half-yearly general meetings make dividends of the tolls income and profits arising to the said company first deducting therefrom the costs charges and expenses of the said company as well as of the repairs of the works belonging to them as for the salaries and allowances of the several officers and servants and for such other purposes connected with the said company as may be deemed proper by the said directors consistent with the by-laws rules and regulations of the said company.

Receipt of guardians of minors and of committees of lunatics to be good discharges.

61. And be it enacted That if any money be payable from the said company to any shareholder or other person being a minor idiot or lunatic the receipt of the guardian of such minor or the receipt of the committee of such lunatic shall be a sufficient discharge to the said company for the same.

A portion of the profits may be reserved before declaring dividends.

62. And be it enacted That before apportioning the profits to be divided among the shareholders the said directors may if they think fit set aside therefrom such sum as they may think proper to meet contingencies or for enlarging repairing or improving the works connected with the said railway and the branches thereof or any part of the said undertaking and may divide the balance only among the shareholders.

No dividend to be paid on shares in arrear.

63. And be it enacted That no dividend shall be paid in respect of any share until all calls then due in respect of such and every other share held by the person to whom such dividend may be payable shall have been paid.

Execution against shareholders to the extent of their unpaid shares.

64. And be it enacted That if any execution either at law or in equity shall have been issued against the property or effects of the said 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 said company as aforesaid without fee Provided further that nothing herein contained shall extend to charge or make liable any shareholder of the said company or his real or personal estate with or for any debt or demand whatever due or to become due from or by the said 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 said company not then paid up any law custom or usage to the contrary thereof in anywise notwithstanding.

Shareholders not liable beyond the amount of their unpaid shares.

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65. And be it enacted That 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 proceeds of the company.

Shareholders to be reimbursed amount paid beyond calls due.

66. And be it enacted That if any other railway company hereafter to be incorporated by law shall build and construct any other railway from any place or places in this Colony it shall be lawful for the said railway company so building and constructing the said other railway to form a junction with the main trunk or any branch thereof which may be built and constructed by the said Sydney Railway Company at such point or points place or places as may be desired or considered most advantageous by such railway company and the said Sydney Railway Company shall convey and transport all passengers goods chattels and merchandise of every kind so arriving at the said junction onwards and backwards at all convenient and usual times on the said trunk or any branch thereof without any unnecessary delay or hinderance to their respective destinations subject to the payment of such rates tolls or dues per mile as may be paid in similar cases to the said Sydney Railway Company.

Power to form junctions given to other railway companies.

67. And be it enacted That nothing herein contained shall be deemed or construed to exempt the railways by this Act authorized to be made from the provisions of any general Act relating to this Act or of any general Act relating to railways in this Colony which may hereafter pass during the present or any future Session of the Legislature or from any future alteration or repeal of this Act under the authority of the Legislature.

Railway not exempted from the provisions of future Acts of the Legislature.

68. And be it enacted That it shall be lawful for the said company 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 railways and other works hereby authorized and the said 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 said company and by issuing new shares of five pounds each to such contributors or subscribers but so that each such contributor or subscriber shall not pay a less price than five pounds for each new share and that all such new shares shall be and be deemed personal estate and be transmissible accordingly and every corporation and 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 said company and shall become united to and incorporated with the said company.

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

69. Provided always and be it enacted That when and as from time to time the directors of the said 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 said 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 said company to be addressed to and left for them at the office of the said company their desire to partake

Pre-emption to proprietors of original shares.

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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 said undertaking then belonging to them respectively.

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

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

Proprietors may
raise an additional
sum if necessary by
mortgage.

71. And be it enacted That in case it shall at any time be thought expedient by the said company to raise any sum or sums of money by way of loan it shall be lawful for the said company by any order of any general meeting of the said company to borrow and take up at interest in addition to the money which the said company are authorized by the eleventh clause of this Act to receive and advance from the shareholders any such sum as to them shall seem meet and convenient not exceeding at any time one-third of the amount of the capital of the said company then actually paid up and the said company or the directors of the said company after an order shall have been made for that purpose by any general meeting are hereby authorized and empowered to assign the property of the said 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 said company and in the words or to the effect following (that is to say)—

Form of mortgage.

“ No.

“ The Sydney Railway Company by virtue of an Act passed in
“ the thirteenth year of the reign of Her Majesty Queen
“ Victoria intituled ‘ *An Act to incorporate a Company to*
“ *be called “The Sydney Railway Company”*’ in considera-
“ tion of the sum of paid to the said com-
“ pany by of doth
“ assign unto the said his (*or her*)
“ executors administrators and assigns the said company’s
“ undertaking and all and singular the rates arising by
“ virtue of the said Act and all the estate right title and
“ interest of in and to the same To hold unto the said
“ his (*or her*) executors administrators and assigns
“ until the said sum of together with interest
“ for the same after the rate of for every one
“ hundred pounds for a year shall be fully paid and satis-
“ fied Given under our common seal this day of
“ in the year of our Lord 18 .”

And all and every the person and persons to whom such mortgage or assignment shall be made shall be equally entitled one with the other to his her or their proportion or 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

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or assignment containing the number and date thereof and the name or names of the person or 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 or books to be kept by the clerk or other officer of the said company which said book or books shall and may be perused at all reasonable times by any of the proprietors or creditors of the said company or other person interested therein without fee or reward and 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 words or to the effect following (that is to say)—

“I (or we) of in consideration of the sum of Form of transfer of mortgage.
 “ paid by of do hereby transfer a certain
 “ mortgage number made by the Sydney Railway
 “ Company bearing date the day of
 “ for securing the sum of and interest and
 “ all my (or our) right and property therein to the said
 “ his (or her) executors administrators and
 “ assigns Dated this day of in the
 “ year of our Lord 18 .”

And every such transfer shall within twenty-eight days after the date thereof be produced to the manager or clerk of the said 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 clerk shall be paid such sum as the said company shall appoint not exceeding 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.

72. And be it enacted That 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 said 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 said 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 said company or left at the office of the said company it shall be lawful for two or more Justices of the Peace acting in and for the city of Sydney aforesaid 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

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

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determine or otherwise the said interest so due and unpaid as aforesaid shall be sued for and recovered with costs by an action of debt in Her Majesty's Supreme Court of New South Wales.

Mortgagees not to vote.

73. Provided always and be it enacted That 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 assignment either as principal or by proxy as such at any meeting of the said 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.

74. And be it enacted That in case the said company shall raise any sum or sums 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 mortgages or any of them then and in every such case it shall be lawful for the said 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 and sums of money as they shall from time to time have paid off or be required or be desirous to pay off to the holders of the mortgages or any of them 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 said company actually paid up.

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

75. And be it enacted That 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 said company the payment of any sum or sums of money either as a dividend or as interest on the paid up capital of the said company at any rate to be agreed on between Her Majesty's said Government and the said company it shall be lawful for the said company (if Her Majesty's Government shall require the same) to assign or mortgage the property of the said 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 so guaranteed to be paid by the said Government to the shareholders of the said company in pursuance of such guarantee.

Application of money to be raised.

76. And be it enacted That all the money to be raised by the said 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 wharves quays tunnels bridges and other works and other the purposes of this Act.

Names of proprietors to be recorded in the Registrar General's Office.

77. And be it enacted That the manager of the said 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 said company with their respective places of abode and descriptions verified by a declaration to be made by such manager secretary or chief clerk in pursuance of the Act of the Governor and Legislative Council mentioned in the nineteenth clause of this Act to be recorded in the office of the Registrar General of the said Colony and the same shall be open for inspection at all reasonable times by any person requiring the same on the payment of a fee of one shilling for each such inspection and if any such manager shall omit or neglect to cause such list to be recorded in manner aforesaid or shall wilfully falsify any such list he shall be subject and liable to a penalty

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penalty of one hundred pounds to be recovered by an action of debt in the Supreme Court or any other Court of competent jurisdiction of the said Colony or its dependencies 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.

78. And be it enacted That every person whose name shall be so recorded as aforesaid shall be considered taken and held to be a proprietor or shareholder of the said company and shall be liable as such until a new list of the names of the proprietors or shareholders of the said company shall be recorded as aforesaid or until he shall have given notice in the *New South Wales Government Gazette* of his retirement from the said 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 said company during the time such person remained a proprietor or member thereof or to render any individual proprietor or member of the said company liable for any debts incurred by the said company except so far as he may be liable under the provisions of this Act.

Persons whose names are recorded to be deemed proprietors.

79. And be it enacted That if any person shall make and subscribe any of the declarations required by this Act to be made and shall wilfully make therein any false statement as to any material particular the person making the same shall be deemed guilty of a misdemeanor.

False declaration.

80. And be it enacted That if any person shall throw any gravel stones or rubbish or any matter or thing upon any part of any 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 any part thereof every person so offending in any of the cases aforesaid shall forfeit and pay to the said company for every such offence any sum not exceeding ten pounds and such penalty may be recovered in a summary way by the order and adjudication of any two Justices of the Peace on complaint to them for that purpose exhibited by the oath or affirmation of any person.

Penalty on persons obstructing free course of railway.

81. And be it enacted That if any person shall wilfully or maliciously and to the prejudice of the said company break injure damage throw down destroy steal carry or take away any part of any 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 transported beyond the seas for life or for any term not less than seven years or in mitigation of such punishment the Court before whom such person shall be tried may if they think fit award such sentence as the law directs in cases of petty larceny.

Punishment for destroying works &c.

82. And be it enacted That if any person shall wilfully obstruct or impede any officer or agent of the said 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 said 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 offender or offenders can be conveniently taken before some

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

Justice

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Justice of the Peace in the district or place wherein such offence shall be committed and when convicted before such Justice as aforesaid (who is hereby authorized and required upon complaint to him upon oath to take cognizance thereof and to act summarily in the premises) shall in the discretion of such Justice forfeit to Her Majesty any sum not exceeding five pounds.

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

83. And be it enacted That no action or suit at law or in equity shall be brought or prosecuted against the said 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.

Rules for the interpretation of this Act.

84. And be it enacted That where in this Act any word is used importing the singular number or masculine gender only the same shall be understood to include several matters as well as one matter several persons as well as one person and females as well as males and where the word "lands" is used the same shall be understood to include tenements and hereditaments and where the word "corporation" is used the same shall be understood to mean any body politic corporate or collegiate civil or ecclesiastical aggregate or sole and where the word "railway" is used the same shall be understood to mean and comprehend every road constructed by the said company which shall be used or intended to be used for the purpose of a railway or railways or tramroad or tramroads unless in any of the cases aforesaid it be otherwise specially provided or there be something in the subject or context repugnant to such construction.

Public Act.

85. And be it further enacted That this Act shall be deemed and taken to be a public Act and shall be judicially taken notice of as such by all Judges Justices and others without being specially pleaded.

SCHEDULE A.

FORM OF CERTIFICATE OF SHARE.

THE SYDNEY RAILWAY COMPANY.

No. _____ This is to certify that A. B. of _____ is the proprietor of
the _____ share (or shares) numbered _____ of the Sydney 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 _____
