

VICTORIA.



ANNO DECIMO SEXTO

VICTORIÆ REGINÆ.

By His Excellency CHARLES JOSEPH LA TROBE, ESQUIRE, Lieutenant Governor of the Colony of Victoria and its Dependencies, with the advice and consent of the Legislative Council.

An Act to incorporate a Company to be called "The Melbourne and Hobson's Bay Rail- way Company." [Assented to 20th January, 1853.]

WHEREAS the making and maintaining a Railway between the City of Melbourne and Hobson's Bay and the construction of wharves jetties and other necessary erections for the purpose of enabling ships and vessels to load and discharge their cargoes and land and take in passengers from and to such Railway 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 the same by granting to them an Act of Incorporation: **BE IT THEREFORE ENACTED** by His Excellency the Lieutenant Governor of Victoria with the advice and consent of the Legislative Council thereof, that William Nicholson, Nehemiah Guthridge, John Greenlaw Foxton, William Degraives, John Mason, John Alexander Burnett, Richard Grice, Alexander Airth Broadfoot, Samuel Bawtree, Thomas Dickson, and George Annand, 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 the Railway wharves jetties 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 MELBOURNE AND HOBSON'S BAY 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 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 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 Bye-laws

Preamble.

Proprietors incorporated by the name of "The Melbourne and Hobson's Bay Railway Company."

Seal.

Power to sue and be sued.

Hold lands.

Make Bye-laws.

Regulations and Ordinances as may be deemed necessary for the good Rule and Government of the said Company: PROVIDED that such Bye-laws Regulations and Ordinances be not inconsistent herewith or with any laws in force in this Colony or repugnant to the laws of England.

Capital to be
£100,000 di-
vided into 2000
Shares of £50
each.

Periods and
amounts of
Calls.

Shares to be
personal
Estate.

Register of
Shareholders.

Liability of
Shareholders.

II. That the Capital Stock of the Company hereby established shall be one hundred thousand pounds sterling and shall be divided into two thousand Shares of fifty pounds each and such Shares shall be numbered beginning with number one, and so on in regular or 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 ten pounds 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 five pounds for or in respect of any one share and that no Call or Calls be made but at the distance of one month at the least from another and that Notice of every such Call shall be given in the *Victoria Government Gazette*, and in one or more of the Newspapers published in the City of Melbourne fourteen 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 Owner thereof to a proportionate part of the profit and dividends of the said Company.

III. 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.

IV. 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 twice the amount of their subscribed shares only; that is to say for the amount subscribed and for a further additional amount equal thereto: 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 except as aforesaid 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.

V. 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 assets of the Company without prejudice nevertheless to his right at law or in equity against any other shareholder or shareholders.

Reimbursement of Shareholders.

VI. 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.

Evidence of Property in Shares.

VII. That the President of the said Company shall within twenty-one days from and after the first Tuesday in December 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 the 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 President Secretary or Chief Clerk pursuant to the Act 9th Victoria No. 9 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 inspection and if any such President 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 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 three months from the time the offence shall have been committed.

Names of Proprietors to be registered.

VIII. 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 *Victoria 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 and 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.

Evidence of Proprietorship.

IX. 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 misdemeanour.

False Declaration.

X. 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.

Shares held in Trust.

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

Liability to Calls.

Term Shareholder.

XII. That it shall be lawful for the Directors of the said Company from time to

Calls, how made.

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 fourteen days' notice at the least be given of each and every such call and that such successive calls be not made at less than the prescribed interval of one month 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.

Interest on
Calls.

XIII. 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 of fifteen per cent per annum from the day appointed for the payment thereof to the time of the actual payment.

Advances
from Share-
holders on In-
terest.

XIV. 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 monies due upon their respective shares beyond the sums actually called for and upon the principal monies so paid in advance or so much thereof as shall from time to time 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 ten per cent per annum for the time being as the shareholder paying such sum in advance and the said Company may agree upon.

Application of
Money to be
raised by De-
posits and
Calls.

XV. That the money to be raised or received by the said Company by virtue of this Act shall be laid out and applied in the first place in paying and discharging all costs and expenses incurred in applying for obtaining and passing this Act and all other expenses preparatory or relating thereto or to the formation of the said Company and the remainder of such money shall be applied in and towards the purchasing of lands and making and maintaining the said railway and other works and in otherwise carrying this Act into execution.

Power to sue
Defaulting
Shareholders.

XVI. 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 interest at the rate of fifteen per cent per annum from the day on which such call was payable up to the day of payment thereof.

Form of De-
claration.

XVII. 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.

Proofs neces-
sary.

XVIII. That on the trial or hearing of any 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 or any other matter whatsoever; and thereupon the said Company shall be entitled to recover what shall be due upon such call and interest thereon. And 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.

Evidence of
being Share-
holders.

Forfeiture of
Shares.

XIX. 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. And 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 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 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 *Victoria Government Gazette* and also in one or more of the newspapers published in the City of Melbourne and the several notices aforesaid shall be given thirty days at least before the said Directors shall make such declaration of forfeiture.

Notice of Forfeiture

XX. 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. And 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.

Forfeited Shares may be Sold.

Title in Purchaser of such share.

9 Vict. No. 9.

XXI. 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 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.

Number of Shares to be so Sold.

XXII. 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.

Reversion of Shares how obtained.

XXIII. 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 to any person or persons who shall be previously approved of by the Directors 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 Form of Conveyance.
 " consideration of paid to me by
 " do hereby bargain sell assign and transfer
 " to the said share (or shares as the case may be) numbered
 " of and in the 'Melbourne and Hobson's Bay Railway

" Company' to hold unto the said his executors administrators and
 " assigns subject to the same condition as I hold the same 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 restric-
 " tions and conditions.
 " As witness our hands and seals the day of A.D. 18 .” And in
 every such case the said Deed of 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 one shilling per share 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 conveyance 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 : Provided always that any shareholder who shall have
 paid up the full amount of the share or shares by him subscribed for and forming the
 subject of such sale shall be entitled to sell and dispose of and assign the same to any
 person whomsoever without the consent of the Directors.

Transfer of
Shares.

XXIV. 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.

Board of
Directors.

Quorum.

XXV. 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 ten shares
 each and who shall be chosen by the shareholders of the said Company by ballot 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 and that the President or other chairman
 shall vote at the Board as a Director and in case of there being an equal number of
 votes for or against any question before them the President or other chairman shall have
 the casting vote and such Directors shall be entitled to take and receive to their own use
 out of the monies and proceeds arising from the tolls of the said Railway for their loss of
 time in the performance of their duties under the provisions of this Act and in carrying
 the same into execution the sum of six pounds for and in respect of each and every meeting
 which shall be holden by them during the year such sum of six pounds to be divided
 equally between the Directors who shall have attended such meeting at the commence-
 ment thereof and remained there during the continuance and up to the termination
 thereof : Provided always that the amount of such remuneration to the Directors shall
 in no one year exceed in the whole the sum of three hundred pounds.

Voting regu-
lated.

XXVI. That every Shareholder who shall be possessed of any number of shares
 under and including ten shares in the said Company shall be entitled to one vote in the
 deliberations of the Company of eleven shares and up to twenty-five shares to two votes
 and of twenty-six shares and upwards to three votes in such deliberations and all
 Shareholders may vote by proxy if they shall see fit provided such proxy be a Share-
 holder and do produce from the Shareholder whom he shall represent or for whom he
 shall vote an appointment in or to the following form or effect :—

Forms of
Proxy.

" I (or we) of do
 " hereby nominate constitute and appoint
 " one of the proprietors of the ' Melbourne and Hobson's Bay Railway

" Company' to be my (or our) proxy in my (or our) name and in my (or our) absence
 " to vote and give my (or our) assent to or dissent from any business matter or thing
 " relating to the said Company that shall be mentioned or proposed at any General
 " or Special Assembly of the said Company or any adjournment thereof if I shall
 " not be present in such manner as he shall think fit for the benefit of the said
 " Company. In witness whereof have hereunto set hand this
 " day of one thousand eight hundred and ."

And every question of election of public officers or other matters or things which shall be proposed discussed or considered at any public meeting of the said Company under the authority of this Act shall be determined and decided by the majority of votes and proxies then and there present: Provided always that the same person shall not vote as proxy for any number of persons who together shall be entitled to more than six votes.

XXVII. That if any Shareholder be or become 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 Lunatics and Minors, &c.

XXVIII. That within thirty days after the passing of this Act the first general meeting of the Shareholders for putting this Act in execution shall be held at some convenient place within the City of Melbourne between the hours of ten in the forenoon and three in the afternoon of which meeting not less than ten days' notice shall be given by advertisement in the *Victoria Government Gazette* and in one or more of the newspapers published in the said City which notice three or more of the said Shareholders are hereby authorized to give and there shall be held in each or every of the then succeeding years two general meetings of the Shareholders to be convened upon the first Tuesday in the months of June and December in each year at the hour of eleven in the forenoon in the said City or at such other hour or place as the said Company at the preceeding general meeting shall from time to time direct and appoint of which future general meeting not less than ten days' notice shall be given by public advertisement as hereinbefore mentioned or in such other manner as the said Company at their respective general meetings shall direct and at such first general meeting the Shareholders then present by themselves or their proxies shall proceed to elect by the majority of votes out of such shareholders as at the time of such election shall respectively be possessed in their own right of not less than ten shares in the said Company six persons to be Directors to manage and conduct the affairs of the said Company and the Directors so chosen shall choose out of their number one who shall be President of the said Company: 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. First general meeting.
Notice thereof
Omission to meet.

XXIX. That at each general meeting which shall be held in the month of December in each year two Directors shall retire from office such retirement to be decided by lot until the first set of Directors in office at the first general meeting in December shall have so retired and then in each succeeding year the Directors 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 December in each and every year the Shareholders then present by themselves or their proxies shall elect new Directors in the place of the Directors 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. 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. Retirement of Directors.
Re-election of Directors.
New Directors not chosen.

XXX. That every vacancy in the office of Director occasioned by death resignation or otherwise shall be filled by the Shareholders at the next general meeting. Vacancy of Director filled.

tion 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 three 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 have continued in office if such death disqualification or removal had not happened.

Contractors
excluded. XXXI. 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.

Engineers and
other Officers
appointed. XXXII. 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 said 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 bye-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 bye-laws and regulations for the good government of the said Company and of such Railway works and property hereinbefore mentioned and for the well governing of the engineers 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 monies of the said Company as to the major part of the shareholders shall seem meet which said rules bye-laws and regulations being put into writing under the common seal of the said Company shall be published in the *Victoria Government Gazette* and also in one or more of the newspapers published in the City of Melbourne 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.

Bye laws.

Company may
commence
Works as soon
as this Act is
passed. XXXIII. That from and immediately after the passing of this Act 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 necessary wharves piers jetties 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 waggons and other machinery and contrivances and real or personal property as may be necessary for the making and maintaining the said Railway or Railways wharves piers jetties and other works and for the transport of passengers and merchandise thereon and for the other purposes of this Act and the said Company may hold and possess the land over which the said Railway shall pass and such adjoining lands as may be required for the use and convenience of the same such Railway to commence at or near to the South side of Flinders Street in the City of Melbourne and between the said Flinders Street and the River Yarra Yarra and to terminate in or upon a certain wharf pier or jetty to be constructed by the said Company on the North side of Hobson's Bay in the said Colony as the same is more particularly delineated and described in the maps or plans thereof deposited in the office of the surveyor general of the said Colony: Provided that each of the said sets of rails or tracks shall be of the uniform gauge or width of five feet three inches.

And hold
lands.

Alteration, &c.
of Pier, &c. XXXIV. That the said Company may from time to time as occasion may require with the consent of His Excellency the Lieutenant-Governor for the time being add to prolong extend alter or vary any pier wharf or jetty by this Act authorized to be constructed: Provided that no such pier wharf or jetty shall extend into the said Bay more than one thousand yards from low water mark.

Time for com-
pletion of
Railway. XXXV. That the several works hereby authorized to be undertaken and constructed by the said Company and the several engines carriages trucks and other vehicle-

required for the uses thereof shall be completed and procured respectively and the Railway in actual operation within two years from the time of the passing of this Act: Provided always that His Excellency the Lieutenant-Governor for the time being with the advice of the Executive Council may from time to time extend the said period for any further period not exceeding two years.

XXXVI. That it shall be lawful for the said Company to take and hold any lands by way of grant from the Crown or by purchase or demise from any Corporation or person whomsoever or otherwise for the purpose of constructing the said Railway and all the works connected therewith.

Company empowered to purchase lands.

XXXVII. 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 necessary for waggons and other carriages to turn remain stand on lie or pass each other or for raising embankments for crossing 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 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 Land for Railway.

Crown Lands.

XXXVIII. That the said Company do and shall erect all and such bridge or bridges as shall be deemed necessary and be required by the Crown for the purpose of connecting any land that may be severed by the said Railway with the land from whence the same shall have been severed and the said Company shall from time to time maintain and keep the same respectively in good and sufficient repair as also all roads gates and fences connected with the same respectively and that the road over the said bridges or either of them shall be not less than seventeen feet in width and the ascent of every such bridge or bridges shall not exceed one foot in every twenty-five feet and there shall be a good and sufficient fence on each side of the said bridges respectively of not less height than four feet and on each side of the immediate approaches of such bridges of not less than three feet.

Connection of severed lands.

XXXIX. That the said Company shall and they are hereby required at their own expense within six months after any land shall have been taken for the use of the said Railway and other works to separate the same and to keep the same constantly separated from the lands adjoining to such Railway and other works with good and sufficient posts rails hedges ditches mounds or other fences.

Company to fence off Railway from adjoining lands.

XL. That if any person shall obstruct or prevent any person employed by the said Company in setting out the line of the said railway or engaged in the construction thereof or of any part thereof or shall pull up or remove any stakes that may have been driven into the ground for the purpose of setting out the line of the said railway he shall forfeit and pay any sum not exceeding fifty pounds nor less than five pounds for every such offence.

Penalty on Persons obstructing the Works.

XLI. 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 original or extended Railway at such rates per mile or otherwise as shall be established from time to time by the Directors of the said Company so that the same shall not exceed for the carriage of goods and merchandise from the terminus at Hobson's Bay to Melbourne or the contrary the sum of ten shillings for each and every ton and so in proportion for any lesser quantity and the sum of one shilling and sixpence for every passenger by the first class of carriages and one shilling for every passenger by the second class of carriages in all ordinary trains and 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 Railway shall be in conformity to such rules regulations

Tolls allowed.

and provisions as the said Directors shall from time to time prescribe and direct and that such Railway may with the sanction of the Directors be used by any person or persons who may comply with such rules and regulations: Provided always that the said Company shall and will convey all persons whomsoever who shall be ready and apply to be conveyed five minutes before the time fixed for the starting of each and every train from either terminus. Provided also 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 twenty-five 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 publish in the *Government Gazette* and to file in the office of the Colonial Secretary of this Colony for the information of the Legislature from time to time at the expiration of every six months after the said Railway shall have been completed as aforesaid a just and true statement and account of the monies 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 Railway and of the expenditure and disbursements in maintaining and keeping up the same 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 that the said accounts shall be subject and liable to such further audit and investigation as His Excellency the Lieutenant-Governor for the time being may direct.

A list of tolls to be exhibited on boards affixed in conspicuous places.

Penalty for defacing or destroying boards.

How tolls are to be recovered in default of payment

XLII. That the said Company shall cause to be painted on boards and to be affixed and continued and renewed as often as the same shall be obliterated or defaced to or upon every toll-house or building at which any of the rates or tolls by this Act shall be collected or received in some conspicuous place in large and legible characters an account or list of the several rates and tolls which the said Company shall from time to time direct and appoint to be taken and which shall be payable by virtue of this Act and in case any owner or master of or person having or assisting in the charge of any carriage passing upon the said Railway or any collector of the rates or tolls aforesaid shall after and whilst such account or list shall be affixed as aforesaid demand or take more than the amount thereon specified such owner master collector or other person as aforesaid shall forfeit and pay any sum not exceeding twenty pounds for every such offence. And that if any person shall except by the direction of the said Company wilfully pull down deface or destroy any board which shall have been set up or affixed by virtue or in pursuance hereof or any stone or mark set up to denote distances on the said Railway or shall actually or constructively concur or aid therein he shall on conviction forfeit and pay a sum not exceeding twenty pounds for every such offence. That the rates or tolls hereby authorized to be taken shall be paid to such persons at such places upon or near the said Railway and in such manner and under such regulations as the said Company or as the said Directors shall by notice to be annexed to the account or list of rates or tolls direct or appoint and in case of refusal or neglect on demand to pay such rates or tolls as have accrued due unto the respective persons appointed to receive the same as aforesaid the said Company may sue for and recover the same by an action of debt or upon the case in any of Her Majesty's Courts of Record or the person to whom such rates or tolls ought to have been paid may and he is hereby empowered to seize the goods articles and other things for or in respect whereof any such rates or tolls ought to be or ought to have been paid or any part thereof and the carriage if any laden therewith or any other goods articles or things belonging to the person liable to pay such rates or tolls and detain the same until such payment shall be made together with all reasonable charges for such seizure and detention and if such goods articles and things shall not be redeemed within five days next after the taking thereof the same shall be sold and such rates tolls and charges satisfied thereout as the law directs in cases of distress for rent.

Half-yearly dividends.

XLIII. 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 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 Directors consistent with the bye-laws rules and regulations of the said Company.

XLIV. 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.

No Dividend
on Shares in
arrear.

XLV. 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 idiot or lunatic shall be a sufficient discharge to the said Company for the same.

Receipt of
Minors and
Lunatics.

XLVI. 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 or any part of the said undertaking and may divide the balance only among the Shareholders.

Profits re-
served.

XLVII. That it shall be lawful for the said Company to raise any further sum or sums of money not exceeding altogether one 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 contributing among themselves or by the admission of other persons as subscribers to the said Company and by issuing new shares of fifty pounds each to such contributors or subscribers but so that each such contributor or subscriber shall not pay a less price than fifty 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 and administrators and assigns shall be and are hereby declared to be owners or proprietors of shares in the said Company and shall become entitled to and incorporated with the said Company.

Increase of
Capital.

XLVIII. That when the Directors of the said Company shall determine to issue new shares under the provisions of this Act they shall by a circular letter addressed to each of the then proprietors of the original 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 original 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 original shares who within such period of thirty days may signify in writing to the manager of the said Company to be addressed to and left at the office of the said 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 original shares in the said undertaking then belonging to them respectively.

Pre-emption
of new Shares

XLIX. That in case any proprietor of original 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 Directors may think proper but not less than fifty pounds respectively.

Subsequent
Allotment.

L. 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 Com-

Borrowing on
Mortgage.

pany by any order of any general meeting of the said Company to borrow and take up at interest from Her Majesty's Government or otherwise in addition to the money which the said Company are authorized by the fourteenth 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 half of the amount of the capital of the said Company then actually subscribed for 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 same rates) as a security for any such sum of money to be borrowed as aforesaid with interest to Her said Majesty's Government or to such person or 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 Melbourne and Hobson's Bay Railway Company by virtue of an Act passed
 " in the year of the reign of Her present Majesty Queen Victoria intituled
 " *An Act to incorporate a Company to be called 'The Melbourne and Hobson's Bay*
 " *Railway Company'* in consideration of the sum of paid to
 " the said Company by of
 " doth assign unto the said his (or her) executors
 " administrators and assigns the said Company 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 satisfied. Given
 " under our Common Seal this day of in the year of our
 " Lord one thousand eight hundred " 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 or her or 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 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 per-
 " son 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 thereon to any person whomsoever which transfer shall or may
 " be in the words or to effect following (that is to say)

Form of transfer of Mortgage.

" I (or we) of in consideration
 " of the sum of paid by
 " of do hereby transfer a certain mortgage number made
 " by the 'Melbourne and Hobson's Bay 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 one thousand eight hundred "
 " And every such transfer shall within twenty-eight days after the date thereof be pro-
 " duced to the President or clerk of the said Company who shall cause an entry or memo-
 " rial 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 five shillings 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: Provided that no such mortgage as aforesaid shall be made
 " after the expiration of three years from the passing of this Act.

LI. That the interest of the money which shall be raised by mortgage or otherwise as aforesaid shall be paid half-yearly to Her Majesty's Government or 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 said Shareholders or any of them shall be paid made or provided.

Interest on
Mortgage.

LII. 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 either as principal or by proxy 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.

Mortgagees
not to Vote.

LIII. 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 hereafter 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 holder of the mortgages or any of them or any part thereof and so from time to time as often as the same shall happen.

New Mort-
gage.

LIV. That it shall be lawful for any number of Shareholders holding in the aggregate one hundred 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 as aforesaid qualified as aforesaid may call such meeting by giving public notice thereof in the *Victoria Government Gazette* and one or more newspapers published in the City of Melbourne And that ten days' public notice at the least of all meetings whether general or extraordinary shall be given by advertisement in the *Victoria 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.

Extraordinary
meeting of the
Company.

Notice thereof

LV. That after the completion of the said Railway it shall be lawful for the Postmaster General for the time being in this Colony acting for and on behalf of Her Majesty's Government by any writing under his hand 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 fourteen from the delivery thereof) be conveyed and forwarded by the said Company on their Railway in any of their trains of carriages as the Postmaster General shall direct together with the guards appointed and employed by the Postmaster in charge thereof and any other officers of the Post Office and thereupon the said Company shall without any charge whatever 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 and to receive and take up carry and convey by such train 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 pursuant to such notice.

Mails, &c.
under direc-
tion of Post-
master Gene-
ral.

LVI. That whenever it shall be necessary for the public service to move any of the officers or soldiers or Her Majesty's Forces of the Line Ordnance Corps Marines Militia or Police Force or any person or persons whomsoever in the employment of the Government and then in the actual discharge of some public duty by the said Railway the Directors thereof shall and are hereby required to permit such forces respectively with their baggage stores arms ammunition and other necessaries and things and such other persons as aforesaid to be conveyed at the usual hours of starting at such prices during the first year after the completion of the Railway as shall be charged by the Company for the conveyance of other passengers and after the expiration of the first year at one half the customary charges for the time being to the public.

Troops con-
veyed.

Electric Tele-
graph.

LVII. That the said Company on being required 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 lands adjoining the line of the said Railway a line of electrical telegraphs for her Majesty's service and to give 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 without any remuneration whatsoever for so doing: 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.

Propulsion
prohibited.

LVIII. That no locomotive engine of any description whatsoever shall be used on the said Railway for the purpose of propelling from the rear any carriage waggon truck or other vehicle of what nature or kind soever used on the said Railway but that the locomotive power shall only be applied and attached to the front of each and every train.

Future Legis-
lation.

LIX. That nothing herein contained shall be deemed or construed to exempt the Railway 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.

Right of pur-
chasing the
Railway.

LX. That whatever may be the rate of divisible profits on the said Railway 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 ten years and within the period of twenty years from the completion of the Railway to purchase the said Railway with all its hereditaments stock and appurtenances in the name and on the behalf of Her Majesty upon giving to the said Company six calendar months' notice in writing of such intention and upon payment of a sum equal to sixteen years' purchase of the annual divisible profits estimated on the average of the then next preceding three years: or at the option of Her Majesty's Government upon the payment of the sum of two hundred and fifty pounds for every one hundred pounds of the capital stock of the Company in addition to all debentures and loans made to the said Company.

Obstructing
free course of
Railway.

LXI. 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 for every such offence any sum not exceeding one hundred pounds.

Injuries to
Works.

LXII. That if any person shall wilfully or maliciously or 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 sentenced to any period not exceeding five years' hard labor on the roads or other public works of the Colony 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.

Obstructing
Officers of
Company, or
trespassing
upon Railway.

LXIII. 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 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 one hundred pounds.

LXIV. That any penalty imposed by this Act may be recovered by information or action of debt or by information or complaint before any Justice of the Peace of any jurisdiction residing near the place in which the offence has been committed for which such penalty is sought to be recovered or where the offender may at any time happen to be and one half of the said penalties shall go to the informer and the other half to Her Majesty her heirs and successors and in case any of the said penalties on conviction by any Justice of the Peace shall not be paid with the charges incident to the conviction immediately upon such conviction the same shall and may be levied by warrant under the hand and seal of such Justice upon the goods and chattels of every such offender and in case no sufficient distress shall be found then every such offender shall and may be committed by any Justice as aforesaid to gaol with or without hard labor in case of any first offence for any period not exceeding six calendar months and in case of any second or further offence for any period not exceeding twelve calendar months unless the said penalty and charges shall be sooner paid. And for the more easy and speedy conviction of such offenders every such Justice before whom any person shall be convicted of any offence against this act shall and may cause the conviction to be drawn up according to the following form or as near thereto as the nature of the case will admit viz. :—

Recovery and
Application of
Penalties.

“ Be it remembered That on the _____ day of _____ in the year of our Lord _____ A. D. _____ is convicted before me (or us) one (or two as the case may be) of Her Majesty’s Justices of the Peace for the (here specify the offence and the time and place when and where committed as the case may be) contrary to an Act passed in the year of the reign of Queen Victoria intituled (here insert the title of this Act) Given under my hand and seal (or our hands and seals) the year and day first above written.” And no *Certiorari* or other writ or process for the removal of any such conviction or any proceedings thereon into any of Her Majesty’s Courts of record shall be allowed or granted.

LXV. That no action or suit at Law or 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 three 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 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.

Limitation of
Action.

LXVI. That no shareholder shall be exempt from criminal responsibility by reason of his being such shareholder for or concerning any act or acts by him committed with respect to the goods chattels property or effects of the said Company but such shareholder shall be liable to prosecution and punishment in like manner as if he were not a shareholder.

Criminal lia-
bility of Share-
holders.

LXVII. 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 Tram Road or Tram Roads 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.

Rules for In-
terpretation.

SCHEDULE A.

FORM OF CERTIFICATE OF SHARE.

The Melbourne and Hobson's Bay Railway Company.

No.

This is to certify that A. B., of _____ is the proprietor of the
share (or shares) numbered _____ of the Melbourne
and Hobson's Bay 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 _____