

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 Geelong and "Melbourne Railway Company." [Assented to 8th February, 1853.]**

WHEREAS the making and maintaining of a Railway, connecting the Town of Geelong, in the Colony of Victoria, with the City of Melbourne, in the said Colony, together with any branch lines therefrom that may be deemed advantageous, would be of great public utility, and it is deemed advisable to grant encouragement to such persons as may be desirous and willing to make and maintain such Railway, 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 John Henry Mercer, James Ford Strachan, Alexander Thomson, John Sleath Hill, George Thomas Lloyd, William Harding, Charles Nantes, Silas Harding, Charles Nuttall Thorne, Patricius William Welsh, Robert Reeves, and James Harrison, 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 Geelong and Melbourne 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, take and hold lands to them and their successors and assigns, for the use of the said undertaking and works, and generally for the purpose 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 with the provisions of this Act, or with any laws in force in this Colony, or repugnant to the laws of England.

Preamble.

Proprietors incorporated by the name of "The Geelong and Melbourne Railway Company."

Seal.

Power to sue and be sued,

hold lands,

make by-laws, &c.

II. That the Capital Stock of the Company hereby established shall be Three hundred and fifty thousand pounds sterling, and shall be divided into Seventeen thousand five hundred shares of Twenty pounds each; and such shares shall be numbered, beginning with number one, and so on in arithmetical progression, and every

Capital to be £350,000 divided into 17,500 shares of £20 each.

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 such person or persons as shall take a share or shares in the said Company, and their several and respective successors, executors, administrators, and assigns, and upon taking any share every subscriber shall pay to the President or other proper Officer of the said Company, the sum of One pound sterling for every share that 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 Two pounds 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 *Victoria Government Gazette*, and in one or more of the newspapers published in Geelong and Melbourne respectively 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 owner thereof to a proportionate part of the profit and dividends of the said Company; and if any such certificate as aforesaid shall be worn out, damaged, lost, or destroyed, then upon due proof thereof to the satisfaction of the said Company, a similar certificate shall be given to the proprietor of the share in respect whereof the certificate so worn out, damaged, lost, or destroyed, was granted, the said Company receiving for the same the sum of Five shillings and no more.

Periods and amounts of calls.

Shares to be personal estate.

Register of shareholders.

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.

Liability of shareholders.

IV. That if any execution either at law or in equity shall or may be issued against the property or effects of the said Company, and if there cannot be found sufficient wherewith to levy such execution, then such execution may be issued against any of the shareholders, to the extent of an amount equal to twice the amount of their shares respectively in the capital of the Company: 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 the 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 except as aforesaid 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 whatsoever, 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, any law, custom or usage to the contrary thereof in anywise notwithstanding.

Reimbursement of shareholders against whom executions levied.

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 proceeds of the Company.

Shares may be sold.

VI. That it shall be lawful for the proprietor of any share in the said undertaking, and his executors, administrators, successors and assigns, to sell and dispose of any share to which he shall be entitled therein, subject to the provisions herein

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:—

“ I, A. B. of \_\_\_\_\_ in consideration of \_\_\_\_\_ Form of conveyance.  
 “ paid to me by C. D. of \_\_\_\_\_ do hereby bargain, sell, assign,  
 “ and transfer to the said C. D. \_\_\_\_\_ share (or shares, as the case may be),  
 “ numbered \_\_\_\_\_ of and in the ‘Geelong and Melbourne Railway Com-  
 “ pany,’ to hold unto the said C. D. his executors, administrators, successors and  
 “ assigns, subject to the same conditions as I held the same immediately before  
 “ the execution hereof, and I, the said C. D., 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 for every such entry, together with such endorsement, 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 cer-  
 tificate of such share, 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.

VII. That a certificate of the proprietorship of any shares in the said Com- Evidence of property  
 pany, under the seal of the said Company as aforesaid, shall be admitted in all in shares.  
 Courts as *prima facie* evidence of the title of any shareholder, his executors, admi-  
 nistrators, successors, or assigns to the share therein specified.

VIII. That no shareholder shall sell or transfer any share which he shall Transfer of shares.  
 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 President of the said Com-  
 pany, or to such other person as the Directors shall authorise 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.

IX. That the receipt of the party in whose name any such share shall Shares held in trust.  
 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 share-  
 holders, 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, notwith-  
 standing any uses or trusts to which such share may then be subject, and whether  
 or not the said Company shall have notice of such uses or trusts; and the said  
 Company shall not be bound to see to the application of the money mentioned in  
 such receipt.

X. That the several persons who have subscribed, or who shall hereafter Liability to calls.  
 subscribe any money towards the said undertaking, or their legal representatives  
 respectively; shall pay the sums respectively subscribed for, 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 Term “shareholder.”  
 shareholder.

XI. That it shall be lawful for the Directors of the said Company from Call, how made.  
 time to time to make such calls of money upon the several shareholders, in respect  
 of the amount of capital subscribed for, 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 pre-  
 scribed 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

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 overdue calls

XII. 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 Ten pounds per cent. per annum, from the day appointed for the payment thereof to the time of the actual payment.

Advances from shareholders on interest.

XIII. 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 to be paid 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 rate as the shareholder paying such sum in advance and the said Company may agree upon.

Power to sue defaulting shareholders.

XIV. That if at the time appointed by the said Company or by 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 Ten pounds per cent. per annum from the day on which such call was payable.

Form of declaration in proceedings to recover amount of calls.

XV. 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 necessary.

XVI. 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, unless it shall appear either that any such call exceeds the prescribed amount, or that due notice of such call was not given, or that the prescribed interval between two successive calls had not elapsed.

Evidence of being shareholders.

XVII. 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.

Forfeiture of shares.

XVIII. That if any shareholder shall fail to pay any call payable by him, together with interest, at the rate aforesaid, 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 so think fit, declare the share, in respect of which such default shall have been made, forfeited, and that whether the said Company may have sued for the amount or not.

Notice of forfeiture.

XIX. 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 been transmitted otherwise than

than by transfer, and in consequence thereof the address of the party to whom the said share may for the time being belong shall not be known to the 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 Town of Geelong and City of Melbourne respectively; and the several notices aforesaid shall be given twenty-one days at least before the said Directors shall make such declaration of forfeiture.

XX. That after such forfeiture as aforesaid, it shall be lawful for the said Directors to sell the said forfeited share or shares, either by public auction or private contract, either separately or together, as to them shall seem fit, and any shareholder may purchase any forfeited share so sold as aforesaid.

Forfeited shares may be sold.

XXI. 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 President 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.

Title in purchaser of such shares.  
9 Vict., No. 9.

XXII. 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 forfeited shares to be sold.

XXIII. 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 so 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.

Shares to revert to defaulters if calls paid before sale.

XXIV. That as soon as four thousand three hundred and seventy-five shares of the capital stock of the said Company shall have been actually subscribed for, and the sum of Twelve 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, 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, waggons, and other machinery and contrivances, and real and personal property as may be necessary for making and maintaining the said Railway, 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 said Railway to commence at or near the Town of Geelong in the said Colony, and to pass through the Counties of Grant and Bourke to the City of Melbourne, provided that detailed plans and sections of each portion of the proposed line of railway as shall from time to time be proposed by the said Company to be constructed, shall be submitted to the Lieutenant-Governor and Executive Council for approval, and that no such portion of the line of railway shall be commenced upon until one month

Commencement of works.

after

after the approval thereof by the Governor, shall have been signified to the Company and been published by advertisement in the *Government Gazette*, or until the expiration of two months after the plans shall have been submitted to the Lieutenant-Governor for approval as aforesaid, and no objection to such plans shall have been made or given.

Plan of line and book of reference.

XXV. That before commencing the said 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 the 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 and occupiers (if known) of each and every portion of the said land through which 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.

Notice of intention to make railroad.

XXVI. That when, and so often as the said Company shall have determined upon making such line of Railroad, the said Company shall by advertisement in the *Victoria Government Gazette*, and in one or more of the Geelong and Melbourne newspapers respectively, at least thirty days before the commencement of the formation of 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 in Geelong.

Map and book of reference to be kept.

XXVII. That the said map or plan, and book of reference, shall be kept in the office of the said Company at Geelong, and exhibited at all convenient times for public examination, from the day 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.

Omissions in book of reference.

XXVIII. That no advantage shall be taken of or against the said Company, nor 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 be made to appear to any two Justices of the Peace, acting in and 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,

XXIX. 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 Railway, 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 and construct upon, across, under, or over any such Railway or other works, or any lands, 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 water-courses 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

remove materials,

construct inclined planes, tunnels, &c.,

alter course of rivers, &c., and of roads, &c.,

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 lands adjoining or near thereto, to erect and make such toll and other houses, warehouses, yards, stations, engines, and other works and conveniences connected with such Railway as the said Company shall think proper; and also from time to time to alter, repair, or discontinue the before-mentioned works, or any of them, and to substitute others in their stead; and where 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, or of the lands connected therewith; and also to enter upon and use any existing private road, and generally to do and execute all other matters and things necessary or convenient for constructing, maintaining, altering, or repairing and using such Railway 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 to do so, 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.

and to erect toll-houses, warehouses, &c.

Power to use private roads.

Company to make full satisfaction.

XXX. Provided always, 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 impassible for or dangerous 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 and convenient road to be made instead of the road to be interfered with.

Substitution of roads.

XXXI. That after any lands intended to be taken or used for the purposes of this Act, shall have been set out and ascertained, it shall be lawful for any corporation, tenant in tail or for life, or for any other partial or qualified estate or interest, husband, feme covert, guardian, trustee, and feoffee in trust for charitable or other purposes, committee, executors, and administrators, 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, or not to be found, and for, and on behalf of their cestuique trust, whether infant, issue unborn, lunatic, idiot, feme covert, or other person, and to and for all femes covert who are or shall be seized, 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 or are, or shall be seized, possessed of, or interested in any lands which shall be so set out and ascertained for the purposes aforesaid, to 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 may be made according to the following form, or as near thereto as the number of the parties, and the circumstances of the case will reasonably admit, (namely):

Sale and conveyance of lands by trustees.

“ I (or we) of \_\_\_\_\_, in consideration of the sum of \_\_\_\_\_  
 “ to me (or us) paid by the ‘Geelong and Melbourne Railway  
 “ Company,’ established and incorporated by an Act of the Governor and Legisla-  
 “ tive Council of Victoria, passed in the \_\_\_\_\_ year of the reign of Her Majesty  
 “ Queen Victoria, intituled ‘An Act to incorporate a Company to be called the  
 “ Geelong and Melbourne Railway Company,’ do hereby grant, release, and convey  
 “ to the said Railway Company, all (describe the premises to be conveyed)  
 “ together with all ways, rights, and appurtenances thereunto belonging, and all my  
 “ (or our) estate, right, title, and interest, in and to the same and every part thereof,  
 “ To hold to the said Company, and their successors, for ever, according to the  
 “ true intent and meaning of the said Act. In witness whereof I (or we) have  
 “ hereunto set my (or our) hand (or hands) and seal (or seals) the \_\_\_\_\_ day of  
 “ A.D. 18\_\_\_\_.”

Form of conveyance

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,

Conveyance dispensed with.

trusts, and interests whatsoever: Provided always, that after any lands which the said Company are by this Act authorised 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.

Compensation for lands.

XXXII. That all trustees, corporations, and other persons hereinbefore capacitated or enabled to sell and convey lands, and the owner or occupier of any lands taken or used for the purpose of such 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 of 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, corporation, 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 valuers to be appointed as hereinafter is directed.

Mode of valuation.

XXXIII. And for settling all differences which may arise between the said Company and the several owners of or persons interested in any lands which shall or may be 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, in respect of any lands taken, used, damaged, or injuriously affected as aforesaid: Be it enacted, That upon the application of either party, 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, notwithstanding the said justices may be shareholders in the said Company, but having no further or immediate interest in the matter, by writing under their hands, to nominate and appoint three valuers 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 valuers, 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: Provided always that the said valuers assessing such compensation are authorised and empowered to, and shall take into consideration, in reduction of such compensation, the enhancement in value of the land adjoining, or other property whatsoever, belonging to the party to whom compensation is to be made, by reason or on account of the said Railway.

Notice of appointment of valuers.

XXXIV. 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 said 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 *Victoria Government Gazette*, and in one or more of the Geelong and Melbourne newspapers respectively, describing the premises in respect of which compensation is to be applied for, ten days at the least before making such application,

Substitution of valuator.

XXXV. That if before the said valuers, or any two of them, shall have made their valuation as aforesaid, any or either of the said valuers, appointed as aforesaid shall die, or become incapable, or neglect or refuse to act in the matter, the said justices may nominate and appoint, in writing, some other valuator to act in his place, and every valuator so to be substituted as aforesaid, shall have the same powers and authorities as were vested in the former valuator at the time of such, his death, or disability, neglect or refusal as aforesaid.

Declaration by valuator.

XXXVI. That before such valuers shall enter upon the duty of making such valuation as aforesaid, they shall severally, in the presence of such justices, or one or more of them, make and subscribe a declaration at the foot of such nomination in the words following, that is to say:—

“ 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



“ duty of making the valuation hereby referred to me.

“ A. B.”

“ Made and subscribed

“ in the presence of

And if any valuator having made such declaration, shall act contrary thereto, he shall be guilty of a misdemeanor.

XXXVII. That the said nomination and declaration shall be annexed to the valuation to be made by such valutors, and shall be delivered to the President 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, or other parties, if required.

Production of such documents.

XXXVIII. That all the expenses of and incident to every such valuation shall be borne by the said Company, in the event of the said valutors, or any two of them, awarding a higher value for the premises in dispute than had been previously offered for the same by the said Company, but should the said valutors, or any two of them, award a sum equal only to, or less than the sum so offered by the said Company, then all the said expenses shall be borne by the person or persons interested in the said premises, the value of which shall be so in dispute, and shall be deducted by the Company out of the money payable by the Company to the person or persons so interested as aforesaid.

Expenses, how borne.

XXXIX. 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 that behalf, fourteen days next after such half-yearly meeting of the said Company.

Time for payment of compensation.

XL. That whenever the said Geelong and Melbourne Railway shall cross any highway, turnpike-road, or private road for carriages of any description, the said Company, at their own expense, shall carry such highway, turnpike or other road over or under such Railway by means of a bridge or archway, and shall not cross the same on the level of such road or roads.

Gates across highways.

XLI. That the said Company shall, and they are hereby required, at their own proper expense, within six months after any lands shall have been taken for the use of any Railway by this Act authorized to be made, to 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.

Fencing of railway.

XLII. That the immediate government and management of the affairs of said Company shall be vested in six Directors, who shall be proprietors of at least twenty shares each, and who shall be chosen by the shareholders of the said Company, or appointed by the Lieutenant-Governor, in the manner hereinafter mentioned; 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 or against any question before them, the President shall have the casting vote. Provided that if the payment of any interest upon any of the capital of the said Company shall be guaranteed by the Government, two of the said Directors shall from time to time be appointed by the Lieutenant-Governor, for such period and in such manner during the continuance of such guarantee as to the Lieutenant-Governor shall seem meet: And it shall not be necessary that the persons so to be appointed Directors, shall be shareholders in the said Company.

Board of Directors.

Quorum.

Proviso.  
Two Directors to be chosen by the Lieutenant-Governor during the continuance of guarantee of interest.

XLIII. That no shareholder shall be entitled to vote in the meetings of the said Company who shall not be possessed of three shares, at the least, in the capital stock of the said Company, and that every shareholder, who shall be possessed of three or more shares in the said Company, shall for the first three shares be entitled to one vote, and for every additional number of six shares to one additional vote: Provided that no shareholder shall be entitled to more than ten votes at the said meetings; and all shareholders may vote by proxy, if they shall see fit, provided such

Voting regulated.

such proxy be a shareholder, and do procure from the shareholder whom he shall represent, or for whom he shall vote, or from his attorney lawfully authorised, an appointment in or to the following effect:—

Form of Proxy.

“ I, (or we) \_\_\_\_\_, of \_\_\_\_\_ do hereby nominate  
 “ constitute, and appoint \_\_\_\_\_, one of the proprietors of the Geelong  
 “ and Melbourne Railway Company, to be my (or our) proxy, in my (or our)  
 “ name (or names) to vote and give my (or our) assent or dissent from any business,  
 “ matter, or thing relating to the said Company, that shall be mentioned or pro-  
 “ posed at any General (or Special) Meeting of the said Company, or any adjourn-  
 “ ment thereof, in such manner as he shall think fit for the benefit of the said  
 “ Company. In witness whereof, I (or we) have herunto set my (or our) hand  
 “ (or hands) this \_\_\_\_\_ day of \_\_\_\_\_, 18 \_\_\_\_.” And every question  
 of election of public officers, or other matters or things which shall be proposed,  
 described, 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 proprietors of  
 more than five hundred shares.

Votes of lunatics and  
 minors, &c.

XLIV. That if any shareholder be a lunatic or idiot, the committee of such  
 lunatic or idiot may vote on his behalf; 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 the proxy of such committee or guardian respectively.

First general meeting.

XLV. That within three months 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 Town of Geelong, between the  
 hours of ten o'clock in the forenoon and four o'clock in the afternoon, of which  
 meeting not less than fifteen days' notice shall be given by advertisement in  
 the *Victoria Government Gazette*, and in one or more newspapers published in the  
 Town of Geelong and City of Melbourne respectively, which notice three of  
 the said shareholders are hereby authorized to give; and there shall be held in  
 each and every year after the present year two general meetings of the share-  
 holders, to be convened upon the first Tuesday in the months of January and July  
 in each year, at the hour of eleven o'clock in the forenoon, in the said Town of  
 Geelong, or at such other hour or place as the said Company at the preceding  
 general meeting shall from time to time direct and appoint, of which future general  
 meeting not less than fifteen 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 twenty shares in  
 the said Company, six persons to be Directors to manage and conduct the affairs of  
 said Company, and the Directors so chosen, or a majority of such Directors, shall  
 duly choose out of their number one who shall be President of the said Company:  
 Provided always, that the shareholders may be afterwards called together by the  
 Directors of the said Company, notwithstanding any omission to meet as herein-  
 before required.

Omission to meet.

Retirement of  
 Directors.

XLVI. And with regard to the Election of Directors, 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 among the said Directors, until all the first set of Directors in office  
 at the first general meeting in July shall have so retired, then in each succeeding  
 year the Director who shall have been longest in office shall retire, and so 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 pre-  
 sent, by themselves or their proxies, shall elect a new Director in 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.

Re-election of  
 Directors.

In case new Directors  
 not chosen.

XLVII. 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

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.

XLVIII. That every vacancy in the office of Director, occasioned by death, resignation, illness, disqualification, or refusing to act, 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 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 death, illness, resignation, disqualification, refusal to act, or removal of any Director, or by any such other means 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, illness, resignation, disqualification, refusal to act, or removal, or such other matter had not taken place or occurred.

Vacancy of Director filled.

XLIX. 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.

Contractors excluded.

L. And be it enacted, that the said Directors, so elected or appointed as aforesaid, or the majority of them, 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 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 moneys of the said Company, as to the major part in value of the shareholders present at any general or special meeting 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 *Victoria Government Gazette*, and also in one or more of the newspapers published in the Town of Geelong and City of Melbourne respectively, and shall be binding upon and observed by all parties, and shall be sufficient in any Court of Law or Equity, to justify all persons who shall act under the same, and the production of the *Government Gazette*, in which such Rules, By-laws, and Regulations shall be published, shall, in any Court of Law or Equity, be deemed sufficient evidence of the same respectively.

Engineers and other officers appointed.

LII. That it shall be lawful for any number of shareholders holding in the aggregate one thousand seven hundred and fifty 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 *Victoria Government Gazette*, and in one or more of the newspapers published in Geelong and Melbourne respectively.

Extraordinary meeting of Company.

LII. That fifteen days public notice, at the least, of all meetings, whether general or extraordinary, convened by the Directors, 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.

Notice thereof

LIII. That in consideration of the great charges and expenses which the said Company must necessarily incur and sustain in making and maintaining the said Railway and other the works hereby authorized to be made, it shall be lawful for the said Company, from time to time and at all times hereafter, to ask, demand, take,

Tolls allowed.

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 Railway, or in the carriages connected therewith as aforesaid, at such rates per mile as shall be established from time to time by the Directors of the said Company, not exceeding for each passenger by the first class of carriage fourpence halfpenny, for the second class of carriage three pence, and for the third class of carriage one penny halfpenny; and not exceeding for the carriage of goods, wares, and merchandise, for each and every ton sixpence per mile, and so in proportion for any less quantity; 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, and provisions as the said Directors, or the majority of them, shall from time to time prescribe and direct; and that such Railway may 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 starting of each and every train, and provided also that if the rates, tolls, or dues charged by the said Company, under and by virtue of this Act, shall be found excessive, it shall and may be lawful for the Lieutenant-Governor, with the advice of the Executive Council of the Colony of Victoria 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 Lieutenant-Governor and Executive, at the expiration of every six months after any part of the said Railway shall have been opened, 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 Railway, and of the annual expenditure and disbursements in maintaining and keeping up the same during the said six months; 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 manner hereinbefore mentioned, and subject to such audit as His Excellency the Lieutenant-Governor for the time being shall direct.

Scale of Tolls.

Statements to be filed in the Colonial Secretary's office.

Right of purchasing the Railway.

LIV. 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 the term of ten years, and within the period of twenty 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 six 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 three then next preceding years, or at the option of Her Majesty's Government, upon payment of the price 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 lawfully made to the said Company.

Mails, &c., under direction of Postmaster-General.

LIV. 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.

LVI. That

LVI. That whenever it shall be necessary for the public service that any of the officers or soldiers of 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, should travel by or use 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 conveyed.

LVII. That the said Company being required so to do by Her Majesty's Colonial Government, shall be bound to allow every person or persons duly authorised in that behalf, with servants and workmen, at all reasonable times to enter into or upon the lands of the said Company; and establish and lay down upon such lands adjoining the line of the said Railway, a line of Electric Telegraph for Her Majesty's service, and to give to him and them every reasonable facility for laying down the same, and for using the same for the purpose of receiving and sending messages on Her Majesty's service, without any remuneration whatever to the Company: Provided always, that subject to a prior right of use thereof, for the purpose of Her Majesty's service, such telegraph may be used by the Company for the purposes of the Railway, and the public.

Electrical telegraph.

LVIII. That the only mode of propelling any carriage, waggon, truck, or other vehicle, on the said Railway, shall be by traction by the locomotive engine being attached to the front of each train of vehicles, unless in case of any accident it shall be found absolutely necessary for the protection of life or property, to apply the locomotive power behind.

Propulsion of Trains.

LIX. That if any other Railway Company 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 line or any branch thereof, which may be built and constructed by the said Geelong and Melbourne 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 Geelong and Melbourne Railway Company, shall convey and transport all passengers, goods, chattles, and merchandise of every kind, so arriving at the said junction onwards and backwards to their respective destinations, at all convenient and usual times, on the said trunk line or any branch thereof without any unnecessary delay or hindrance, subject to the payment of such rates, tolls, or dues, per mile as may be agreed upon.

Junction with other Railways.

LX. That the Directors of the said Company shall at each of the half-yearly general meetings make dividends of the tolls, incomes and profits, arising to the said Company, first deducting therefrom the costs charges and expenses of the said Company, as well for the repairs of the works belonging to them, as the salaries and allowances of the several officers and servants, and for such other purposes connected with the said Company, or the government thereof, as may be deemed proper by the said Directors consistent with the By-laws, rules, and regulations of the said Company.

Half-yearly dividends.

LXI. 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.

Receipts by minors and lunatics.

LXII. 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 reserved.

LXIII. That no dividend shall be paid, or payable, or set aside for payment thereof, in respect of any share, until all calls 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.

LXIV. That nothing herein contained shall be deemed or constituted to exempt the Railway by this Act authorised 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

Future legislation.

of the Legislature, or from any future alteration, or repeal of this Act, under the authority of the Legislature.

Increase of capital.

LXV. That it shall be lawful for the said Company to raise any further sum or sums of money, not exceeding altogether five hundred thousand pounds in addition to the said capital of three hundred and fifty thousand pounds for executing, completing, and maintaining the Railway and other works hereby authorized; and the said Company are hereby authorized and empowered to raise the same by contribution amongst themselves, or by the admission of other persons as subscribers to the said Company, and by opening new shares of twenty pounds each, to such contributors or subscribers, but so that each such contributor or subscriber shall not pay a less price than twenty 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 thereunto, 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.

Pre-emption of new shares.

LXVI. Provided always, 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 President or clerk of the said Company, to be addressed to and left for them 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 present shares in the said undertaking then belonging to them respectively.

Subsequent allotment.

LXVII. 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 proprietor or person whomsoever, at such price for each such share as the said Directors may think proper, but not less than twenty pounds for the same respectively.

Borrowing on mortgage.

LXVIII. 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 in advance from the Shareholders, any such sum as to them shall seem meet or expedient 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 at 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 as shall advance the same, all which said mortgages or assignments shall be made under the common seal of the said Company, and may be in the words or to the effect following, that is to say:

Form of mortgage.

“ No.                    The ‘Geelong and Melbourne Railway Company,’ by virtue of  
 “ an Act passed in the                    year of the reign of Her Majesty Queen Victoria,  
 “ intituled ‘an Act to Incorporate a Company to be called the Geelong and  
 “ Melbourne 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’s undertaking, and all  
 “ and singular the rates arising by virtue of the said Act, and all the estate, right,  
 “ title,

“ 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 pounds for every hundred pounds  
 “ for a year, shall be fully paid and satisfied. Given under our common seal,  
 “ this day of , A.D. 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, 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 their proper additions, to whom the same shall have been made, and of the sums 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 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  
 “ paid by of do hereby transfer a certain mortgage, num-  
 “ ber made by the Geelong and Melbourne Railway Company, bearing  
 “ date the day of for securing the sum of and in-  
 “ terest, and all my (or our) right and property therein to the said  
 “ his (or their) executors, administrators, and assigns. Dated this day  
 “ of A.D., 18 .” And every such transfer shall, within twenty-eight  
 days after the date thereof, be produced to the President 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 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.

Form of transfer.

LXIX. 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 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 instalment 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 twenty-one 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 Town of Geelong 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 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 then be due, until the same, together with the costs and charges of recovering and receiving the rates, shall be fully satisfied and paid; and after such interest and costs shall have been paid and satisfied the power and authority of such receiver and receivers for the purposes aforesaid shall cease, and determine, or otherwise the said interest, so due and unpaid as aforesaid, shall be sued for and recovered with costs, by an action of debt in Her Majesty's Supreme Court of the Colony of Victoria.

Interest on mortgage.

LXX. Provided always, 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.

Mortgagees not to vote.

LXXI. That

New mortgage.

LXXI. 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 authorised 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 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, 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 stock of the said Company then actually paid.

Mortgage security for dividend or interest guaranteed by Government.

LXXII. 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 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.

Payment of claims.

LXXIII. 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, and obtaining this Act, or connected therewith 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 the said Railway, ways, wharves, quays, tunnels, bridges, and other works, and other the purposes of this Act.

Names of proprietors to be recorded.

LXXIV. That the President 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 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 President, 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 Prothonotary of the Supreme Court 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 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, 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.

Evidence of proprietorship.

LXXV. 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 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.

Penalty for false declaration.

LXXVI. 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.

Obstructing setting out or free course of Railway.

LXXVII. That if any one 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, or if any person shall throw any gravel, stones, or rubbish, or any matter or thing upon any part



part of the said Railway, 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, prevent, or hinder, 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 less than ten pounds, and not exceeding one hundred 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.

LXXXVIII. That if any person shall wilfully obstruct or impede any officer or agent of the said Company in the execution of his duty upon the said Railway, or upon or in any of the stations or other works or premises connected therewith, or if any person shall wilfully trespass upon the said 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 any sum not less than five pounds, and not exceeding one hundred pounds, to be paid to Her Majesty, her heirs and successors, for the public uses of the said Colony, and in support of the Government thereof.

Obstructing officers of Company, or trespassing upon Railway.

LXXXIX. 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 kept to hard labour on the roads or other public works in Victoria, for any term not exceeding ten years, or be imprisoned for any term not exceeding three years.

Injuries to Works.

LXXX. 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 the 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 held thereupon.

Limitation of actions.

LXXXI. 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, chattles, 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 liability by Shareholders.

LXXXII. 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.

Rules for interpretation.

## SCHEDULE (A.)

## FORM OF CERTIFICATE OF SHARE.

THE GEELONG AND MELBOURNE RAILWAY COMPANY.

No.

This is to certify that A. B., of \_\_\_\_\_ is the proprietor of the  
share (or shares) numbered \_\_\_\_\_ of the Geelong and Melbourne Railway Company  
subject to the regulations of the said Company.

Given under the common seal of the Company,  
the \_\_\_\_\_ day of \_\_\_\_\_ A.D. 18 \_\_\_\_\_