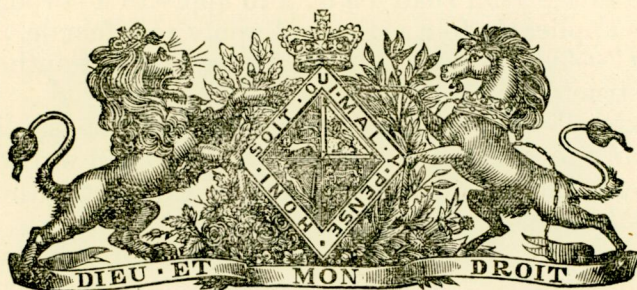


This PRIVATE BILL originated in the LEGISLATIVE ASSEMBLY, and, having this day passed, is now ready for presentation to the LEGISLATIVE COUNCIL for its concurrence.

*Legislative Assembly Chamber,
Sydney, 17 October, 1873. }*

STEPHEN W. JONES,
Clerk of Legislative Assembly.

New South Wales.



ANNO TRICESIMO SEPTIMO

VICTORIÆ REGINÆ.

An Act to incorporate a Company under the name of the "Deniliquin and Moama Railway Company" for the purpose of making constructing and maintaining a Railway between Deniliquin and Moama and for other purposes.

WHEREAS the making and maintaining of a railway from the township of Deniliquin to the township of Moama on the northern bank of the River Murray with proper stations bridges approaches and works connected therewith would be of great public and local advantage And whereas the persons hereinafter named together with others are desirous of carrying the said undertaking into execution and it is deemed advisable to give encouragement to such persons by granting to them (upon the completion of such Railway) portion of the Waste Lands of the Crown and by passing an Act incorporating them under the title of the Deniliquin and Moama Railway Company Be it therefore enacted by the Queen's Most Excellent Majesty by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled and by the authority of the same as follows :—

1. The following words in inverted commas in this Act and in the enactments herewith incorporated shall have the several meanings and include the several persons and matters hereby assigned to them unless the context is repugnant to such construction (that is to say) :—
"The Company"—The Company incorporated by this Act.
"Directors"—"Secretary"—The directors and secretary of the Company respectively.

79—A

"Goods"—

Deniliquin and Moama Railway.

"Goods"—Things of every kind conveyed upon the railway.

"Justice"—A Justice of the Peace for New South Wales not interested in the matter in relation to which the said word is used.

5 "Two Justices"—Two such Justices of the Peace as aforesaid assembled and acting together in Petty Sessions.

"Lands"—Messuages lands tenements and hereditaments of any tenure.

"Lease"—As well a lease as an agreement for a lease.

10 "Owner"—Any person or corporation enabled under the provisions of this Act to sell and convey lands to the Company.

"Shareholder"—Shareholder or member of the Company and in referring to any such shareholder expressions properly applicable to a person shall be held to apply to a corporation and words applicable to a male shall apply to a female.

15 "The Railway"—The railway and works by this Act authorized to be constructed.

"The undertaking"—The making and maintaining of the line of railway and the stations bridges approaches and works connected therewith and all other works by this Act authorized to be constructed.

20 "Toll"—Any rate or charge or other payment payable under this Act for any passenger animal carriage goods merchandize or thing conveyed on the railway.

25 2. This Act may be cited as "The Deniliquin and Moama Short title.
Railway Act of 1873."

3. The following persons Alfred William Finch Noyes William McKenzie William Bignell Donald Cameron Thomas Robertson and David Griffiths Jones and all persons and corporations who have
30 already subscribed or shall hereafter subscribe to the undertaking and their several and respective executors administrators successors and assigns are hereby united into a Company for the purpose of making and maintaining a railway from the township of Deniliquin to the township of Moama on the River Murray in New South Wales with
35 proper stations bridges approaches and works connected therewith in accordance with the provisions of this Act And for such purpose the said Company is hereby incorporated by the name of "The Deniliquin and Moama Railway Company" and by that name shall be a body corporate with perpetual succession and a common seal and by the
40 said name shall have power to purchase and hold lands for the purpose of the undertaking and shall and may sue and be sued plead and be impleaded answer and be answered unto defend and be defended in all Courts and places whatsoever.

Incorporation of Company by the name of "The Deniliquin and Moama Railway Company."

4. The capital of the Company shall be one hundred and twenty-
45 five thousand pounds divided into twenty-five thousand shares of five pounds each And one pound per share shall be the greatest amount of any one call and three months at least shall be the interval between successive calls and three-fourths of the amount of a share shall be the greatest aggregate amount of the calls to be made in any one year.

Capital to be £125,000 divided into 25,000 shares of £5 each.

50 5. It shall be lawful for the Company to borrow on mortgage or bond such sums of money as shall from time to time by an order at a general meeting of the Company be authorized to be borrowed not exceeding at any time one-half of the amount of the capital of the Company then actually paid up nor exceeding in the whole the sum of
55 sixty-two thousand five hundred pounds but no part of such money shall be borrowed until twelve thousand five hundred pounds of the said capital shall have been paid up and for securing the repayment of the money so to be borrowed with the interest thereon it shall be lawful
for

Power to borrow.

Deniliquin and Moama Railway.

for the Company to mortgage the undertaking and the future calls on the shareholders or to give bonds in manner hereinafter mentioned And all and every part of the money so to be borrowed on mortgage or bond shall be applied in carrying into execution the object and purposes of this Act.

6. Any money hereby authorized to be borrowed may be so borrowed in such sum or sums as the directors of the Company may think fit and for securing the repayment of the moneys so borrowed together with interest thereon it shall be lawful for the Company to issue debentures charged and secured upon the undertaking and tolls and such debentures shall be payable to the bearers thereof and shall entitle them to the rights and remedies hereinafter conferred on mortgagees And the interest of such debentures shall be paid in preference to any dividends payable to the shareholders of the Company And all debentures issued under the provisions of this Act shall be on an equal footing without priority one over the other.

Debentures may be issued.

7. Such debentures may be in the form or to the effect set forth in Schedule A hereto and shall be sealed with the common seal of the Company and be numbered arithmetically beginning with number one and so proceeding in an ascending arithmetical progression wherein the common difference shall be one And such debentures shall pass by delivery only and without any assignment or endorsement And the bearer of every such debenture shall have the same rights and remedies as if he were expressly named therein.

Form of debentures. Schedule A.

8. The principal and interest secured by debentures issued under this Act may be made payable in the City of Sydney in the Colony of New South Wales or in the City of Melbourne in the Colony of Victoria at the option of the bearer signified in writing signed by him and addressed to the directors bearing a memorandum to that effect endorsed thereon by the secretary or other officer appointed by the directors for that purpose And the bearer of any such debenture may from time to time alter the place of payment from the said City of Sydney to the said City of Melbourne or *vice versa* by giving at the office of the Company where the debenture shall for the time being be payable six calendar months previous notice in writing terminating on some half-yearly day of payment of interest of his wish to make such alteration and obtaining a memorandum of such alteration endorsed by such secretary or other officer on the debenture And it shall be lawful for the directors to provide for the payment in manner aforesaid of any principal money or interest secured by any debentures issued under this Act.

Principal and interest payable where.

9. It shall be lawful for the Company if they shall have paid off any money borrowed under the authority of this Act to borrow again the amount so paid off and so on from time to time but such power of re-borrowing shall not be exercised without the authority of a general meeting of the Company specially convened for that purpose.

Power to re-borrow.

10. A certificate under the hands of any two of the directors and the secretary endorsed on any debenture issued by the Company of the sum thereby secured being part of the total amount which the Company at the date of such certificate may legally borrow shall be sufficient evidence of the authority to borrow and to issue such debenture.

Evidence of authority to borrow by a debenture.

11. If the Company shall exercise the power of borrowing conferred by this Act they shall once during the months of January and July in each year publish in the *Government Gazette* a statutory declaration to be made by two of the directors and the secretary stating the amount of the subscribed capital of the Company the amount paid up thereon and the amount which the Company

Declaration in Gazette with respect to borrowing power.

Deniliquin and Moama Railway.

Company is at the date of the said declaration legally entitled to borrow on debentures and that the total amount then raised by the Company on debentures does not exceed the amount which the Company can then legally borrow.

5 12. The certificate of a Justice that a specified amount of the capital has been paid up and a copy of the order of the general meeting of the Company authorizing the borrowing of money on mortgage or bond certified by the chairman for the time being of the directors and by the secretary to be a true copy shall be sufficient evidence of the
10 fact of such specified amount of the capital having been paid up and of the order for borrowing having been made And upon production to any Justice of the books of the Company and of such other evidence as he shall think sufficient such Justice shall grant the said certificate.

Evidence of authority for borrowing on mortgage or bond.

15 13. It shall be lawful for the mortgagees of the Company to enforce the payment of arrears of interest or the arrears of principal and interest due on their mortgage by the appointment of a receiver as hereinafter provided Provided that the mortgage debt or debts in arrear shall not be less than the sum of one thousand pounds.

Appointment of receiver.

20 14. It shall be lawful for the directors of the Company for the time being with the consent of the majority of the shareholders present at a general meeting duly held for that purpose at which shall be present and vote the holders of not less than one thousand shares and sixty or more shareholders to increase the capital of the Company to any amount not exceeding two hundred and fifty thousand pounds
25 in the aggregate for the purpose of completing and maintaining the railway and other works hereby authorized And to raise such increased capital by creating an additional number of shares of five pounds each and to cause such shares to be sold or allotted to such persons as the directors shall approve of and on such terms and at such
30 prices as they can obtain for the same And such shares when sold shall be subject to the provisions of this Act and shall be personal estate and transmissible as such and shall entitle the holders to the same benefits rights and privileges in respect thereof as if the same had been subscribed for in the formation of the original capital.

Power to increase capital.

35 15. The said new shares shall vest in and belong to the shareholders who shall accept the same and pay the value thereof to the said Company at the times and by the instalments fixed by the directors And if any shareholder fail for one calendar month after the offer of any new share to him to accept the same and pay the
40 said instalments in respect thereof it shall be lawful for the directors to dispose of such shares in such manner as they shall deem most beneficial to the interests of the Company.

Pre-emption to original shareholders.

45 16. If at the time of any augmentation of the said capital taking place the existing shares of the Company shall not be at a premium then such new shares may be issued in such manner and on such terms as the directors may think fit.

If shares not at a premium.

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

Shares to be personal estate.

50 18. Every person who shall have subscribed under this Act for or shall otherwise have become entitled to a share in the said Company and whose name shall have been entered on the register of shareholders hereinafter mentioned shall be deemed a shareholder of the Company and shall be entitled to participate in the profits of the Company in proportion to the amount of capital which he shall have
55 paid up.

Shareholders.

19. The directors shall cause a book to be kept to be called the "register of shareholders" and in such book there shall be fairly and distinctly entered from time to time the names of the several corporations and the names occupation and addresses of the several
persons

Register of shareholders.

Deniliquin and Moama Railway.

persons entitled to shares in the Company together with the number of shares to which they shall be respectively entitled distinguishing each share by its number and the amount of the subscriptions paid on such shares and the surnames or corporate names of the said 5 shareholders shall be placed in alphabetical order.

20. On demand of any shareholder the directors of the Company shall cause a certificate of the proprietorship of such shares to be delivered to such shareholder And such certificate shall have the common seal of the Company affixed thereto and shall specify the 10 shares to which such shareholder is entitled and the same may be according to the form in Schedule B hereto or to the like effect And for such certificate the Company may demand any sum not exceeding two shillings and sixpence. Certificates of shares.
Schedule B.

21. The said certificate shall be admitted in all Courts as *prima facie* evidence of the title of such shareholder his executors administrators successors or assigns to the share therein specified but the want of such certificate shall not prevent any shareholder from disposing of his share or from receiving his share of profits in respect thereof. Certificate to be evidence.

22. If any such certificate be worn out or damaged then upon the same being produced at some meeting of the directors such directors may order the same to be cancelled and thereupon another similar certificate shall be given to the party in whom the property of such certificate and of the share therein mentioned shall be at the time vested or if such certificate be lost or destroyed then upon proof thereof to the satisfaction of the directors a similar certificate shall be given to the party entitled to the certificate so lost or destroyed and in either case a due entry of the substituted certificate shall be made by the secretary in the register of shareholders and for every such certificate so given or exchanged the Company may demand any sum 20 not exceeding two shillings and sixpence. Certificate to be renewed when destroyed.

23. Subject to the provisions of this Act any shareholder may sell or transfer all or any of his shares and every such transfer shall be by deed in which the consideration shall be truly stated and such deed may be according to the form in the Schedule C hereto or to the 35 like effect. Transfer of shares.
Transfer of shares to be by deed.

24. The said deed of transfer (when duly executed) shall be delivered to the secretary and be kept by him and the secretary shall enter a memorial thereof in a book to be called the "Register of Transfers" and shall endorse such entry on the deed of transfer and shall on demand deliver a new certificate to the purchaser and for every such entry together with such endorsement and certificate the company may demand any sum not exceeding two shillings and sixpence and on the request of the purchaser of any share an endorsement of such transfer shall be made on the certificate of such share 40 instead of a new certificate being granted and such endorsement being signed by the secretary shall be considered in every respect the same as a new certificate and until such transfer has been so delivered to the secretary 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 50 purchaser of the share shall not be entitled to receive any share of the profits of the undertaking or to vote in respect of such share. Transfer of shares to be registered &c.

25. No shareholder shall be entitled to transfer any share after any call shall have been made in respect thereof until he shall have paid such call nor until he shall have paid all calls for the time being 55 due on every share held by him. Transfer not to be made until calls paid.

26. It shall be lawful for the directors to close the register of transfers for a period not exceeding fourteen days previous to each ordinary meeting and they may fix a day for the closing of the same of which seven days notice shall be given by advertisement in some newspaper Closing of transfer books.

Deniliquin and Moama Railway.

newspaper as after mentioned and any transfer made during the time when the transfer books are so closed shall as between the Company and the party claiming under the same but not otherwise be considered as made subsequently to such ordinary meeting.

- 5 27. If the interest in any share shall have become transmitted in consequence of the death or bankruptcy or insolvency of any shareholder or in consequence of the marriage of a female shareholder or by any other lawful means than by a transfer according to the provisions of this Act such transmission shall be authenticated by a declaration in writing as hereinafter mentioned or in such other manner as the directors shall require and every such declaration shall state the manner in which and the party to whom such shares shall have been so transmitted and shall be made and signed by some credible person before a Justice or before a Commissioner of the Supreme Court for 10 taking affidavits and such declaration shall be left with the secretary and thereupon he shall enter the name of the person entitled under such transmission in the register of shareholders and for every such entry the Company may demand any sum not exceeding five shillings and until such transmission has been so authenticated no person claiming by virtue of any such transmission shall be entitled to receive any 15 share of the profits of the undertaking nor to vote in respect of any such share as the holder thereof.

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

28. If such transmission be by virtue of the marriage of a female shareholder the said declaration shall contain a copy of the 25 register of such marriage or other particulars of the celebration thereof and shall declare the identity of the wife with the holder of such share and if such transmission have taken place by virtue of any testamentary instrument or by intestacy the probate of the will or the letters of administration or an official extract therefrom shall together with such 30 declaration be produced to the secretary and upon such production in either of the cases aforesaid the secretary shall make an entry of the declaration in the said register of transfers.

Proof of transmission by marriage will &c.

29. The Company shall not be bound to see to the execution of any trust whether express implied or constructive to which any of the 35 said shares may be subject and the receipt of the party in whose name any such share shall stand in the books of the Company or if it stands in the names of more parties than one the receipt of one of the parties mentioned in the register of shareholders shall from time to time be a sufficient discharge to the Company for any dividend or other sum of 40 money payable in respect of such share notwithstanding any trusts to which such share may then be subject and whether or not the Company have had notice of such trusts and the Company shall not be bound to see to the application of the money paid upon such receipt.

Company not bound to regard trusts.

30. The several persons who have subscribed any money towards 45 the undertaking or their legal personal representatives respectively shall pay the sums respectively so subscribed or such portions thereof as shall from time to time be called for by the Company at such times and places as shall be appointed by the Company and with respect to the provisions of this Act for enforcing the payment of calls the word 50 "Shareholder" shall extend to and include the legal personal representatives of such shareholder.

Payment of calls subscriptions to be paid when called for.

31. It shall be lawful for the directors from time to time to make such calls of money upon the respective shareholders in respect of the amount of capital respectively subscribed or owing by them as they 55 shall think fit provided that twenty-one days notice at the least be given of each call and that no call exceed the sum of ten shillings in respect of any one share and that the aggregate amount of calls made in any one year do not exceed the sum of three pounds and every shareholder

Power to make calls.

Deniliquin and Moama Railway.

shareholder shall be liable to pay the amount of the calls so made in respect of the shares held by him to the persons and at the times and places from time to time appointed by the said directors.

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

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

34. If at the time appointed by the directors for the payment of any call any shareholder fail to pay the amount of such call it shall be lawful for the Company to sue such shareholder for the amount thereof in any court of law or equity having competent jurisdiction and to recover the same with lawful interest from the day on which such call was payable. Enforcement of calls by action.

35. If any action or suit to be brought by the Company against any shareholder to recover any money due for any call it shall not be necessary to set forth the special matter but it shall be sufficient for the Company to declare that the defendant is the holder of one share or more in the Company (stating the number of shares) and is indebted to the Company in the sum of money to which the calls in arrear shall amount in respect of one call or more upon one share or more (stating the number and amount of each of such calls) whereby an action hath accrued to the Company by virtue of this act. Declaration in action for calls.

36. 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 the holder of one share or more in the Company and that such call was in fact made and such notice thereof given as is directed by this Act and it shall not be necessary to prove the appointment of the directors who made such call nor any other matter whatsoever and thereupon the Company shall be entitled to recover what shall be due upon such call with 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 or that calls amounting to more than the sum prescribed for the total amount of calls in one year had been made within that period. Matter to be proved in action for calls.

37. The production of the register of shareholders containing the name of the said defendant as a shareholder shall be prima facie evidence of his being a shareholder. Proof of proprietorship.

38. If any shareholder fail to pay any call payable by him together with the interest if any that shall have accrued thereon, the directors at any time after the expiration of two months from the day appointed for payment of such call may declare the share in respect of which such call was payable forfeited and that whether the Company have sued for the amount of such call or not. Non-payment of calls. Forfeiture of shares for non-payment.

39. Before declaring any share forfeited the directors shall cause notice of such intention to be left at or transmitted by the post to the usual or last place of abode of the person appearing by the register of shareholders to be the proprietor of such share and if the holder of any such share be absent from the Colony or if his usual or last

Notice of forfeiture to be given before declaration thereof.

last

Deniliquin and Moama Railway.

last place of abode be not known to the directors by reason of its being imperfectly described in the shareholders' address book or otherwise or if the interest in any such share shall be known by the directors to have become transmitted otherwise than by transfer as
 5 hereinbefore mentioned but a declaration of such transmission shall not have been registered as aforesaid and so the address of the parties to whom the same may have been transmitted or may for the time being belong shall not be known to the directors the directors shall give public notice of such intention in the *Government Gazette* and
 10 also in some newspaper published in Sydney as well as in one published or circulating in the district wherein the railway is situated and the several notices aforesaid shall be given twenty-one days at least before the directors shall make such declaration of forfeiture.

40. The said declaration of forfeiture shall not take effect so as
 15 to authorize the sale or other disposition of any share until such declaration have been confirmed at some general meeting of the Company to be held after the expiration of two months at the least from the day on which such notice of intention to make such declaration of forfeiture shall have been given and it shall be lawful for the
 20 Company to confirm such forfeiture at any such meeting and by an order at such meeting or at any subsequent general meeting to direct the share so forfeited to be sold or otherwise disposed of.

41. After such confirmation as aforesaid it shall be lawful for
 the directors to sell the forfeited shares either by public auction or
 25 private contract and if there be more than one such forfeited share then either separately or together as to them shall seem fit and any shareholder may purchase any forfeited share so sold.

42. A statutory declaration in writing by some credible person
 not interested in the matter made before any justice that the call in
 30 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 and confirmed in manner hereinbefore required shall be sufficient evidence of the facts therein stated and such declaration and the receipt of the secretary of the Company for the price of such share
 35 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
 40 any irregularity in the proceedings in reference to such sale.

43. The Company shall not sell or transfer more of the shares
 of any such defaulter than will be sufficient as nearly as can be ascer-
 tained at the time of such sale to pay the arrears then due from such
 defaulter on account of any calls together with interest and the ex-
 45 penses attending such sale and declaration of forfeiture and if the money produced by the sale of any such forfeited shares 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 the surplus shall on demand be paid to the
 50 defaulter.

44. If payment of such arrears of calls and interest and expenses
 be made before any share so forfeited and vested in the Company shall
 have been sold such share shall revert to the party to whom the same
 belonged before such forfeiture in such manner as if such calls had
 55 been duly paid.

45. If any execution either at law or in equity shall have been
 issued against the property or effects of the Company and if there
 cannot be found sufficient whereon to levy such execution then such
 execution may be issued against any of the shareholders to the extent
 of

Forfeiture to be confirmed by a general meeting.

Sale of forfeited shares.

Evidence as to forfeiture of shares.

No more shares to be sold than sufficient for payment of calls.

On payment of calls before sale forfeited share to revert.

Remedies against shareholders—
 Execution against shareholders to the extent of their shares in capital not paid up.

Deniliquin and Moama Railway.

of their shares respectively in the capital of the Company not then paid up And no shareholder or his real or personal estate shall be liable for any debt or demand whatever due or to become due from or by the Company or in anywise relating to the said undertaking for any of the matters or things authorized by this Act to be made done or completed beyond the extent of his shares in the capital of the Company not then paid up 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 without fee.

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

47. Every mortgage and bond for securing money borrowed by the Company shall be by deed under the common seal of the Company wherein the consideration shall be truly stated and every such mortgage deed or bond may be according to the form in the Schedule D or E hereto or to the like effect. Mortgages and bonds to be by deed.

48. The respective mortgagees shall be entitled one with another to their respective proportions of the tolls sums and premises comprised in such mortgages and of the future calls paid by the shareholders if comprised therein according to the respective sums in such mortgages mentioned to be advanced by such mortgagees respectively and to be repaid the sums so advanced with interest without any preference one above another by reason of priority of the date of any such mortgage or of the meeting at which the same was authorized. Rights of mortgagees.

49. No such mortgage (although it should comprise future calls on the shareholders) shall unless expressly so provided preclude the Company from receiving and applying to the purposes of the Company any calls to be made by the Company. Application of calls notwithstanding mortgage.

50. The respective obligees in such bonds shall proportionately according to the amount of the moneys secured thereby be entitled to be paid out of the tolls or other property or effects of the Company the respective sums in such bonds mentioned and thereby intended to be secured without any preference one above another by reason of priority of date of any such bond or of the meeting at which the same was authorized or otherwise howsoever. Rights of obligees.

51. A register of mortgages and bonds shall be kept by the secretary and within fourteen days after the date of any such mortgage or bond an entry or memorial specifying the number and date of such mortgage or bond and the sums secured thereby and the names of the parties thereto with their proper additions shall be made in such register and such register may be perused at all reasonable times by any of the shareholders or by any mortgagee or bond creditor of the Company or by any person interested in any such mortgage or bond without fee or reward. Register of mortgages and bonds.

52. Any party entitled to any such mortgage or bond may from time to time transfer his right and interest therein to any other person and every such transfer shall be by deed wherein the consideration shall be truly stated and every such transfer may be according to the form in the Schedule F hereto or to the like effect. Transfers of mortgages and bonds to be by deed &c.

Deniliquin and Moama Railway.

53. Within thirty days after the date of every such transfer if executed within this Colony or otherwise within thirty days after the arrival thereof in this Colony it shall be produced to the secretary and thereupon the secretary shall cause an entry or memorial thereof to be made in the same manner as in the case of the original mortgage and after such entry every such transfer shall entitle the transferee to the full benefit of the original mortgage or bond in all respects and no party having made such transfer shall have power to make void release or discharge the mortgage or bond so transferred or any money thereby secured and for such entry the directors may demand a sum not exceeding two shillings and sixpence and until such entry the Company shall not be in any manner responsible to the transferee in respect of any such mortgage.
54. The interest of the money borrowed upon any such mortgage or bond shall be paid at the periods appointed in such mortgage or bond and if no period be appointed half-yearly to the several parties entitled thereto and in preference to any dividends payable to the shareholders of the Company.
55. The interest on any such mortgage or bond shall not be transferable except by deed.
56. The directors may if they think proper fix a period for the repayment of the principal money so borrowed with the interest thereof and in such case the directors shall cause such period to be inserted in the mortgage deed or bond and upon the expiration of such period the principal sum together with the arrears of interest thereon shall on demand be paid to the party entitled to such mortgage or bond and if no other place of payment be inserted in such mortgage deed or bond such principal and interest shall be payable at the principal office or place of business of the Company.
57. If no time be fixed in the mortgage deed or bond for the repayment of the money so borrowed the party entitled to the mortgage or bond may at the expiration or at any time after the expiration of twelve months from the date of such mortgage or bond demand payment of the principal money thereby secured with all arrears of interest upon giving six months previous notice for that purpose and in the like case the directors may at any time pay off the money borrowed on giving the like notice and every such notice shall be in writing or print or both and if given by a mortgagee or bond creditor shall be delivered to the secretary or left at the principal office of the Company and if given by the directors shall be given either personally to such mortgagee or bond creditor or left at his residence or if such mortgagee or bond creditor be unknown to the directors or cannot be found after diligent inquiry such notice shall be given by advertisement in the *Government Gazette* and in some newspaper published in Sydney and in one published or circulating in the district where the railway is situated.
58. If the directors shall have given notice of their intention to pay off any such mortgage or bond at a time when the same may lawfully be paid off by them then at the expiration of such notice all further interest shall cease to be payable on such mortgage or bond unless on demand of payment made pursuant to such notice or at any time thereafter the directors shall fail to pay the principal and interest due at the expiration of such notice on such mortgage or bond.
59. Where by this Act the mortgagees of the Company shall be empowered to enforce the payment of the arrears of interest or the arrears of principal and interest due on such mortgages by the appointment of a receiver then if within thirty days after the interest accruing upon any such mortgage has become payable and after demand thereof in writing the same be not paid the mortgagee may without
- Transfers of mortgages and bonds to be registered.
- Interest on mortgage to be paid in preference to dividends to shareholders.
- Transfers of interest to be lodged.
- Repayment of money borrowed at a time fixed.
- Repayment of money borrowed where no time fixed.
- Interest to cease on expiration of notice to pay off mortgage or bond.
- Arrears of interest when to be enforced by appointment of a receiver.
- Arrears of principal and interest.

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without prejudice to his rights to sue for the interest so in arrear in any Court of competent jurisdiction require the appointment of a receiver by an application to be made as hereinafter provided and if within six months after the principal money owing upon any such mortgage has become payable and after demand thereof in writing the same be not paid the mortgagee without prejudice to his right to sue for such principal money together with all arrears of interest in any such Court may if his debt amount to the prescribed sum alone or if his debt does not amount to the prescribed sum he may in conjunction with other mortgagees whose debts being so in arrear after demand as aforesaid shall together with his amount to the prescribed sum require the appointment of a receiver by an application to be made as hereinafter provided.

60. Every application for a receiver in the cases aforesaid shall be made to two Justices and on any such application it shall be lawful for such Justices by order in writing after hearing the parties to appoint some person to receive the whole or a competent part of the toll or sums liable to the payment of such interest or until such principal and interest as the case may be together with all costs including the charges or receiving the tolls or sums aforesaid be fully paid and upon such appointment being made all such tolls and sums of money as aforesaid shall be paid to and received by the person so to be appointed and the money so to be received shall be so much money received by or to the use of the party to whom such interest or such principal and interest as the case may be shall be then due and on whose behalf such receiver shall have been appointed and after such interest and costs or such principal interest and costs have been so received the power of such receiver shall cease.

61. At all reasonable times the books of accounts of the Company shall be open to the inspection of the respective mortgagees and bond creditors thereof with liberty to take extracts therefrom without fee or reward.

62. The capital to be raised by the creation of new shares shall be considered as part of the general capital and shall be subject to the same provisions in all respects whether with reference to the payment of calls or the forfeiture of shares on nonpayment of calls or otherwise as if it had been part of the original capital except as to the times of making calls for such additional capital and the amount of such calls which respectively it shall be lawful for the Company from time to time to fix as they shall think fit.

Consolidation of shares.

63. It shall be lawful for the directors from time to time with the consent of three-fifths of the votes of the shareholders present in person or by proxy at any general meeting of the Company when due notice for that purpose shall have been given to convert and consolidate all or any part of the shares then existing in the capital of the Company and in respect whereof the whole money subscribed shall have been paid up into a general capital stock to be divided amongst the shareholders according to their respective interests therein.

64. After such conversion or consolidation shall have taken place all the provisions contained in this Act which require or imply that the capital of the Company shall be divided into shares of any fixed amount and distinguished by numbers shall as to so much of the capital as shall have been so converted or consolidated into stock cease and be of no effect and the several holders of such stock may thenceforth transfer their respective interests therein or any parts of such interests in the same manner and subject to the same provisions as or according

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according to which any shares in the capital of the Company might be transferred under the provisions of this Act and the directors shall cause an entry to be made in some book to be kept for that purpose of every such transfer and for every such entry may demand any sum not exceeding two shillings and sixpence.

65. The directors shall from time to time cause the names of the several parties who may be interested in any such stock as aforesaid with the amount of the interest therein possessed by them respectively to be entered in a book to be kept for that purpose and to be called "The Register of Holders of Consolidated Stock" and such book shall be accessible at all seasonable times to the several holders of shares or stock in the Company. Register of stock.

66. The several holders of such stock shall be entitled to participate in the dividends or profits of the Company according to the amount of their respective interests in such stock and such interests shall in proportion to the amount thereof confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company qualification for the office of directors and for other purposes as would have been conferred by shares of equal amount in the capital of the Company but so that none of such privileges or advantages except the participation in the dividends and the profits of the Company shall be conferred by any aliquot part of such amount of consolidated stock as would not if existing in shares have conferred such privileges or advantages respectively. Proprietors of stock entitled to dividends.

67. All the money raised by the Company whether by subscriptions of the shareholders or by loan or otherwise shall be applied firstly in paying the costs and expenses incurred in obtaining this Act and all expenses incident thereto and secondly in carrying the purposes of the Company into execution. Application of capital.

General Meetings.

68. The first general meeting of the shareholders of the Company shall be held at some convenient place in Deniliquin within three months after the passing of this Act between the hours of ten in the forenoon and four in the afternoon And all subsequent general of the Company shall be held on the first Monday in the months of February or August or at such other stated periods as shall be appointed for that purpose by an order of a general meeting and the meetings so appointed to be held as aforesaid shall be called ordinary meetings and all meetings whether ordinary or extraordinary shall be held at some place to be appointed by the directors. Ordinary meetings to be held half-yearly.

69. No matters except such as are appointed by this Act to be done at an ordinary meeting shall be transacted at any such meeting unless special notice of such matters have been given in the advertisement convening such meeting. Business at ordinary meetings.

70. Every general meeting of the shareholders other than an ordinary meeting shall be called an extraordinary meeting and such meetings may be convened by the directors at such times as they think fit. Extraordinary meetings.

71. No extraordinary meeting shall enter upon any business not set forth in the notice upon which it shall have been convened. Business at extraordinary meetings.

72. It shall be lawful for a number of shareholders not being less than twenty holding in the aggregate shares to the amount of not less than one-tenth of the capital of the Company by writing under their hands at any time to require the directors to call an extraordinary meeting of the Company and such requisition shall fully express the object of the meeting required to be called and shall be left at the office of the Company or given to at least three directors or left at their Extraordinary meetings may be required by shareholders.

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their last or usual places of abode and forthwith upon the receipt of such requisition the directors shall convene a meeting of the shareholders and if for twenty-one days after such notice the directors fail to call such meeting the number of shareholders qualified as aforesaid
5 may call such meeting by giving fourteen days public notice thereof.

73. Fourteen days public notice at the least of all meetings Notice of meetings. whether ordinary or extraordinary shall be given by advertisement in the *Government Gazette* and in one newspaper published in Sydney as well as in some newspaper published in or circulating in the district
10 wherein the railway is situated which shall specify the place the day and the hour of meeting and every notice of an extraordinary meeting or of an ordinary meeting if any other business than the business hereby appointed for ordinary meetings is to be done thereat shall specify the purpose for which the meeting is called.

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

75. At every meeting of the Company one or other of the Chairman at general meetings. following persons shall preside as chairman that is to say the chairman of the directors or in his absence the deputy chairman (if any) or in the absence of the chairman and deputy chairman some one of the
30 directors of the Company to be chosen for that purpose by the meeting or in the absence of the chairman and deputy chairman and all the directors any shareholder to be chosen for that purpose by a majority of the shareholders present at such meeting.

76. The shareholders present at any such meeting shall proceed Business at meetings and adjournments. in the execution of the powers of the Company with respect to the matters for which such meeting shall have been convened and those only and every such meeting may be adjourned from time to time and from place to place and no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from
40 which such adjournment took place.

77. At all general meetings of the Company every shareholder Votes of shareholders. shall have one vote for every share up to ten and he shall have an additional vote for every five shares beyond the first ten shares held by him up to one hundred and an additional vote for every ten shares
45 held by him beyond the first hundred shares. Provided always that no shareholder shall be entitled to vote at any meeting unless he shall have paid all the calls then due upon the shares held by him.

78. The votes may be given either personally or by proxies Manner of voting. being shareholders authorized by writing according to the form in the
50 Schedule G to this Act annexed or in a form to the like effect under the hand of the shareholder nominating such proxy or if such shareholder be a corporation then under their common seal and every proposition at any such meeting shall be determined by the majority of votes of the parties present including proxies the chairman of the
55 meeting being entitled to vote not only as a principal and proxy but to have a casting vote if there be an equality of votes.

79. No person shall be entitled to vote as a proxy unless the Regulations as to proxies. instrument appointing such proxy have been transmitted to the
secretary

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secretary of the Company less than forty-eight hours before the time appointed for holding the meeting at which such proxy is to be used.

80. If several persons be jointly entitled to a share the person whose name stands first in the register of shareholders as one of the holders of such share shall for the purpose of voting at any meeting be deemed the sole proprietor thereof and on all occasions the vote of such first named shareholder either in person or by proxy shall be allowed as the vote in respect of such share without proof of the concurrence of the other holders thereof.

Votes of joint shareholders.

81. If any shareholder be a lunatic or idiot such lunatic or idiot may vote by his committee and if any shareholder be a minor he may vote by his guardian or any of his guardians and every such vote may be given either in person or by proxy.

Votes of lunatics and minors.

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

Proof of a particular majority of votes only required if a poll demanded.

83. Alfred William Finch Noyes William McKenzie William Bignell Donald Cameron Thomas Robertson and David Griffiths Jones

Appointment and rotation of directors.

shall be the first directors of the Company and shall continue in office until the first general meeting of the Company to be holden within six months after the passing of this Act.

84. The shareholders present personally or by proxy may at such first general meeting as hereinbefore provided either continue in office the directors appointed by this Act or any number of them or may elect six persons to be directors the directors appointed by this Act being eligible as members of such new body and at the first half-yearly meeting to be held in the month of January in every year thereafter the shareholders present personally or by proxy shall elect persons to supply the places of the directors then retiring from office agreeably to the provisions hereinafter contained and the several persons elected at any such meeting being neither removed nor disqualified nor having resigned shall continue to be directors until directors are elected in their stead as hereinafter mentioned.

Election of directors.

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

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

86. No person shall be capable of being a director unless he be a shareholder nor unless he be possessed of at least twenty-five shares and no person holding an office or place of trust or profit under the Company or interested in any contract with the Company shall be capable of being a director and no director shall be capable of accepting any other office or place of trust or profit under the Company or of being interested in any contract with the Company during the time he shall be a director

Qualification of directors.

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director but nothing herein contained shall be construed to prevent the Company from assigning any remuneration to the chairman and directors for their services.

5 87. If any of the directors at any time subsequently to his election accept or continue to hold any other office or place of trust or profit under the Company or be either directly or indirectly concerned in any contract with the Company or participate in any manner in the profits of any work to be done for the Company or if such director at any time cease to be a holder of the prescribed number of shares in the Company then in any of the cases aforesaid the office of such director shall become vacant and thenceforth he shall cease from voting or acting as a director. Provided always that no person being a shareholder or member of any incorporated joint stock Company shall be disqualified or prevented from acting as a director by reason of any contract entered into between such joint stock Company and the Company incorporated by this Act but no such director being a shareholder or member of any such joint stock Company shall vote on any question as to any contract with such joint stock Company.

Cases in which office of director shall become vacant.

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

20 88. The directors appointed by this Act and continued in office as aforesaid or the directors elected to supply the places of those retiring as aforesaid shall subject to the provision hereinbefore contained for increasing or reducing the number of directors retire from office at the times and in the proportions following the individuals to retire being in each instance determined by ballot among the directors unless they shall otherwise agree that is to say—

Rotation of directors.

At the end of the first year after the first election of directors one-third of such directors to be determined by ballot among themselves unless they shall otherwise agree shall go out of office.

30 At the end of the second year one-half of the remaining number of such directors to be determined in like manner shall go out of office.

At the end of the third year the remainder of such directors shall go out of office.

35 And in each instance the places of the retiring directors shall be supplied by an equal number of qualified shareholders and at the first ordinary meeting in every subsequent year the prescribed number and if no number be prescribed one-third of the directors being those who have been longest in office shall go out of office and their places shall be supplied in like manner nevertheless every director so retiring from office may be re-elected immediately or at any future time and after such re-election shall with reference to the going out by rotation be considered as a new director.

45 89. If any director die or resign or become disqualified or incompetent to act as a director or cease to be a director by any other cause than that of going out of office by rotation as aforesaid the remaining directors if they think proper so to do may elect in his place some other shareholder duly qualified to be a director and the shareholder so elected to fill up any such vacancy shall continue in office as a director so long only as the person in whose place he shall have been elected would have been entitled to continue if he had remained in office.

Supply of occasional vacancies in office of directors.

Powers of Directors.

55 90. The directors shall have the management and superintendence of the affairs of the 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 shareholders but all the powers so to be exercised shall be exercised in accordance with

Powers of the Company to be exercised by the directors.

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with and subject to the provisions of this Act and the exercise of all such powers shall be subject also to the control and regulation of any general meeting specially convened for the purpose but not so as to render invalid any act done by the directors prior to any resolution
5 passed by such general meeting.

91. Except as otherwise provided by this Act the following powers of the Company that is to say the choice and removal of the directors except as hereinbefore mentioned and the increasing or reducing of their number where authorized by this Act the choice of
10 auditors the determination of the remuneration to the directors auditors treasurer and secretary the determination as to the amount of money to be borrowed on mortgage the determination as to the augmentation of capital and the declaration of dividends shall be exercised only at a general meeting of the shareholders.

Powers of the Company not to be exercised by the directors.

15 *Proceedings of Directors.*

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

Meetings of directors.

Quorum.

93. At the first meeting of directors held after the passing of this Act and at the first meeting of the directors held after each annual appointment of directors the directors present at such meeting shall choose one of the directors to act as a chairman of the directors
30 for the year following such choice and shall also if they think fit choose another director to act as deputy chairman for the same period And if the chairman or deputy chairman die or resign or cease to be a director or otherwise become disqualified to act the directors present at the meeting next after the occurrence of such vacancy shall choose
35 some other of the directors to fill such vacancy and every such chairman or deputy chairman so elected as last aforesaid shall continue in office so long only as the person in whose place he may be so elected would have been entitled to continue if such death resignation removal or disqualification had not happened.

Permanent chairman of directors.

94. If at any meeting of the directors neither the chairman nor deputy chairman be present the directors present shall choose some one of their number to be the chairman of such meeting.

Occasional chairman of directors.

95. It shall be lawful for the directors to appoint one or more committees consisting of such number of directors as they think fit
45 within the prescribed limits if any And they may grant to such committees respectively power on behalf of the Company to do any acts relating to the affairs of the Company which the directors could lawfully do and which they shall from time to time think proper to entrust to them.

Committees of directors.

Power of committees.

96. The said committees may meet from time to time and may adjourn from place to place as they may think proper for carrying into effect the purposes of their appointment and no such committee shall exercise the powers entrusted to them except at a meeting at which they shall be present the prescribed quorum or if no quorum be
55 prescribed then a quorum to be fixed for that purpose by the general body of directors And at all meetings of the committees one of the members present shall be appointed chairman And all questions at any meeting of the committee shall be determined by a majority of votes

Meetings of committees.

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votes of the members present and in case of an equal division of votes the chairman shall have a casting vote in addition to his vote as a member of the committee.

97. The power which may be granted to any such committee Contracts by committee or directors how to be entered into.
 5 to make contracts as well as the power of the directors to make contracts on behalf of the Company may lawfully be exercised as follows (that is to say)—

10 With respect to any contract which if made between private persons would be by law required to be in writing and under seal such committee of the directors may make such contract on behalf of the Company in writing and under the common seal of the Company and in the same manner may vary or discharge the same.

15 With respect to any contract which if made between private persons would be by law required to be in writing and signed by the parties to be charged therewith then such committee or the directors may make such contract on behalf of the Company in writing signed by such committee or any two of them or any two of the directors and in the same manner
 20 may vary or discharge the same.

25 With respect to any contract which if made between private persons would by law be valid although made by parol only and not reduced into writing such committee or the directors may make such contract on behalf of the Company by parol only without writing and in the same manner may vary or discharge the same.

And all contracts made according to the provisions herein contained shall be effectual in law and shall be binding upon the Company and their successors and all other parties thereto their heirs executors or
 30 administrators as the case may be and on any default in the execution of any such contract either by the Company or any other party thereto such actions or suits may be brought either by or against the Company as might be brought had the same contracts been made between private persons only.

35 98. The directors shall cause notes minutes or copies as the case may require of all appointments made or contracts entered into by the directors of the orders and proceedings of the Company and of the directors and committees of directors to be duly entered in books to be from time to time provided for the purpose which shall be kept under
 40 the superintendence of the directors and every such entry shall be signed by the chairman of such meeting and such entry so signed shall be received in evidence as evidence in all events and before all Judges Justices and others without proof of such respective meetings having been duly convened or held or of the persons making or entering such
 45 orders or proceedings being shareholders or directors or members of committee respectively or of the signature of the chairman or of the fact of his having been chairman all of which last-mentioned matters shall be presumed until the contrary be proved.

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

55 100. No director by being party to or executing in his capacity of director any contract or other instrument on behalf of the Company or otherwise lawfully executing any of the powers given to the directors shall be subject to and be sued or prosecuted individually or collectively Informalities in appointment of directors not to invalidate proceedings.

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by any person whomsoever and the bodies or goods or lands of the directors shall not be liable to execution of any legal process by reason of any contract or other instrument so entered into signed or executed by them or by reason of any other lawful act done by them in the
 5 execution of any of their powers as directors and the directors their heirs executors and administrators shall be indemnified out of the capital of the Company for all payments made or liabilities incurred in respect of any acts done by them and for all losses costs and damages which they may incur in the powers granted to them and the directors
 10 for the time being of the Company may apply the existing and capital of the Company for the purposes of such indemnity and may if necessary for that purpose make calls of the capital remaining unpaid if any.

Auditors.

15 101. At the first general meeting after the passing of this Act Election of auditors.
 the shareholders shall elect two auditors in like manner as is provided for the election of directors and at the ordinary meeting of the Company in the month of January in each year thereafter the Company shall in like manner elect an auditor to supply the place of the auditor
 20 then retiring from office according to the provision hereinafter contained and every auditor elected as hereinbefore provided being neither removed nor disqualified nor having resigned shall continue to be an auditor until another be elected in his stead.

25 102. Every auditor shall have at least five shares in the Qualification of auditors.
 Company and he shall not hold any other office in the Company nor be in any other manner interested in its concerns except as a shareholder.

103. One of such auditors to be determined in the first instance Rotation of auditors.
 by ballot between themselves unless they shall otherwise agree and afterwards by seniority shall go out of office at the ordinary meeting
 30 in the month of January in each year but the auditors so going out shall be immediately re-eligible and after any such re-election shall with respect to the going out of office by rotation be deemed a new auditor.

104. If any vacancy take place among the auditors in the Vacancy in office of auditor.
 35 course of the current year then at any general meeting of the shareholders the vacancy may if they think fit be supplied by election of the shareholders.

105. The provision of this Act respecting the failure of an Failure of meeting to elect auditor.
 ordinary meeting at which directors ought to be chosen shall apply
 40 *mutatis mutandis* to any ordinary meeting at which an auditor ought to be appointed.

106. The directors shall deliver to such auditors the half-Delivery of balance sheet to auditors.
 yearly or other periodical accounts and balance sheet fourteen days at the least before the ensuing ordinary meeting at which the same are
 45 required to be produced to the shareholders as hereinafter provided.

107. It shall be the duty of such auditor to receive from the Duty of auditors.
 directors the half-yearly or other periodical accounts and balance sheet required to be presented to the shareholders and to examine the same.

50 108. It shall be lawful for the auditors to employ such account-Powers of auditors.
 ants and other persons as they may think proper at the expense of the Company and they shall either make a special report on the said accounts or simply confirm the same and such report or confirmation shall be read together with the report of the directors at the ordinary
 55 meeting.

*Deniliquin and Moama Railway.**Accountability of Officers.*

109. Before any person intrusted with the custody and control of moneys whether secretary collector or other officer of the Company shall enter upon his office the directors shall take sufficient security from him for the faithful execution of his office.

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

111. If any such officer fail to render such account or to produce and deliver up all the vouchers and receipts relating to the same in his possession or power or to pay the balance thereof when thereunto required or if for three days after being thereunto required he fail to deliver up to the directors or to any person appointed by them to receive the same all papers and writings property effects matters and things in his possession or power as an officer of the Company or belonging to the Company then on complaint thereof being made to a Justice such Justice shall summon such officer to appear before two or more Justices at a time and place to be set forth in such summons to answer such charge and upon the appearance of such officer or in his absence upon proof that such summons was personally served upon him or left at his last known place of abode such Justices may hear and determine the matter in a summary way and may assess and declare the balance owing by such officer and if it appears either upon confession of such officer or upon evidence or upon inspection of the accounts that any moneys of the Company are in the hands of such officer or owing by him to the Company such Justice may order such officer to pay the same and if he fail to pay the amount it shall be lawful for such Justice to grant a warrant to levy the same by distress or in default thereof to commit the offender to gaol for a period not exceeding three months unless the same be sooner paid.

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

113. If any director or other person acting on behalf of the Company shall make oath that he has good reason to believe upon grounds to be stated in deposition and does believe that it is the intention of any such officer as aforesaid to abscond it shall be lawful for the Justice before whom the complaint is made instead of issuing his summons to issue his warrant for the bringing such officer before two Justices as aforesaid and it shall be lawful for the Justice before whom such officer may be brought either to discharge such officer if he thinks there is no sufficient ground for his detention or to order such officer to be detained in custody so as to be brought before two Justices at a time and place to be named in such order unless such officer gave bail to the satisfaction of such Justice for his appearance before such Justices to answer the complaint of the Company.

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114. No such proceeding against or dealing with any such officer as aforesaid shall deprive the Company of any remedy which they might otherwise have against such officer or any surety of such officer. Sureties not to be discharged.

5

Accounts.

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

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

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

118. The directors shall produce to the shareholders assembled at such meeting the said balance sheet and applicable to the period immediately preceding such meeting together with the report of the auditors thereon as hereinbefore provided. Balance sheet to be produced at the meeting.

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

Dividends.

120. Previously to every half-yearly meeting at which a dividend is intended to be declared the directors shall cause a scheme to be prepared showing the profits if any of the Company for the period current since the preceding half yearly meeting at which a dividend was declared and apportioning the same or so much thereof as they may consider applicable to the purposes of dividend among the shareholders according to the shares held by them respectively the amount paid thereon and the periods during which the same may have been paid and shall exhibit such scheme at such meeting And at such meeting a dividend may be declared according to such scheme. Previously to declaration of dividends a scheme to be prepared.

121. The Company shall not make any dividend whereby their capital stock will be in any degree reduced Provided always that the word "Dividend" shall not be construed to apply to a return of any portion Dividend not to be made so as to reduce capital.

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portion of the capital stock with the consent of all the mortgagees and bond creditors of the Company due notice being given for that purpose at an extraordinary meeting to be convened for that object.

122. Before apportioning the profits among the shareholders 5 the directors may if they think fit set aside thereout such sum as they may think proper to meet contingencies or for enlarging repairing or improving the works connected with the undertaking or any part thereof and may divide the balance only among the shareholders.

Power to directors to set apart a fund for contingencies.

123. No dividend shall be paid in respect of any share until all 10 calls then due in respect of that and every other share held by the person to whom such dividend may be payable shall have been paid.

Dividend not to be paid unless all calls paid.

By-Laws.

124. It shall be lawful for the Company from time to time to 15 make by-laws not being repugnant to the laws of this Colony or to the provisions of this Act for the following purposes (that is to say)—

Power to make by-laws.

For regulating the conduct of the officers and servants of the Company and providing for the proper management of the affairs of the Company in all matters not otherwise by this Act provided for.

20 For the protection of the railway and other property and works of the Company from trespass or injury.

For regulating the mode by which and the speed at which carriages using the railway are to be moved or propelled.

25 For regulating the loading and unloading of such carriages and the weights which they are respectively to carry.

For regulating the receipt and delivery of goods and other things which are to be conveyed upon or in such carriages.

30 For regulating the number of passengers to be carried in any carriage and the occupation of the seats therein.

In preventing or restricting smoking and the commission of any other nuisance in or upon such carriages or in any of the stations or premises occupied by the Company.

35 And generally for regulating the travelling upon or use of the railway but no such by-law shall authorize the closing of the railway or prevent the passage of engines or carriages on the railway at reasonable times except at any time when in conveyance of any of the works being out of repair or from any other sufficient cause it shall be necessary to close the railway or any portion thereof

40 And such by-laws shall be reduced into writing and shall have affixed thereto the common seal of the Company and be published in the *Government Gazette* and in two newspapers circulating in the district thirty days at least

45 before coming into operation And any person offending against any such by-law shall upon conviction before any two Justices forfeit for every offence any sum not exceeding five pounds to be imposed in such by-laws as

50 a penalty for any such offence And if the infraction or non-observance of any such by-laws be attended with danger or annoyance to the public or hindrance to the Company in the lawful use of the railway it shall be

for the Company summarily to interfere to obviate or remove danger annoyance or hindrance and that without

55 prejudice to the recovery of any penalty incurred by the infraction or non-observance of such by-laws.

125. The substance of such by-laws shall be painted on boards 60 or printed on paper and affixed to boards and placed and maintained in a legible state in some conspicuous part of every station and place of business belonging to the Company according to the nature and subject

Publication of by-laws.

Deniliquin and Moama Railway.

subject matter of such by-laws so that notice thereof may be given to all parties affected thereby and no penalty imposed by any such by-law shall be recoverable unless the same shall have been published and kept published as aforesaid.

5 126. The production of a written or printed copy of the by-laws of the Company having the common seal of the Company affixed thereto shall be sufficient evidence of such by-laws in all proceedings under the same. Evidence of by-laws.

10 127. Such by-laws when so published and affixed shall be binding upon and be observed by all parties and shall be sufficient to justify all persons acting under the same and for proof of the publication of any such by-laws it shall be sufficient to prove that a printed paper or painted board containing a copy of such by-laws was affixed and continued in manner by this Act directed and in case of the same being afterwards displaced or damaged then that such paper or board was replaced as soon as conveniently might be. By-laws to be binding on all parties. Provided that no such by-laws as shall be applicable to other persons than the members of the said Company and its officers agents servants and workmen shall be binding on such persons until two months after they shall have been laid before the Governor and Executive Council unless the said Governor with the advice of the said Council shall before the expiration of such period have signified their approbation thereof and the said Governor with the said advice shall have power at any time to disallow any such by-law as last aforesaid and thereupon the same shall not have and shall cease to have any force or effect in law.

25 128. Any summons or notice or any writ or other proceeding at law or in equity requiring to be served upon the Company may be served by the same being left at or transmitted through the post directed to the principal office of the Company or one of their principal offices where there shall be more than one or being given personally to the secretary or in case there be no secretary then by being given to any one director of the Company. Service of notices upon Company.

30 129. Notices requiring to be served by the Company upon the shareholders may unless expressly required to be served personally be served by the same being transmitted through the post directed according to the registered address or other known address of the shareholder within such period as to admit of its being delivered in the course of delivery within the period prescribed for the giving of such notice and in proving such service it shall be sufficient to prove that such notice was properly directed and that it was so put into the post office. Service by Company on shareholders. Provided that the requirements of this section as to the time of transmission shall not apply to shareholders resident out of the Colony but in every such case fourteen days notice at the least shall be given by advertisement in the *Government Gazette* and in newspapers published or circulating in Sydney Melbourne and Deniliquin respectively.

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

50 131. Every summons notice or other such document requiring authentication by the Company may be signed by two directors or by the secretary of the Company and need not be under the common seal of the Company and the same may be in writing or in print or partly in writing and partly in print. Authentication of notices.

55 132. If any person against whom the Company shall have any claim or demand become bankrupt or take the benefit of any Act for the relief of insolvent debtors it shall be lawful for the secretary of the Company in all proceedings against the estate of such bankrupt

or

Deniliquin and Moama Railway.

or insolvent or under any fiat sequestration or Act of insolvency against such bankrupt or insolvent to represent the Company and act in their behalf in all respects.

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

15 *Recovery of damages and penalties.*

134. In all cases where any damages costs or expenses are by Provisions for
this Act or any Act incorporated therewith directed to be paid and the damages not other-
method of ascertaining the amount or enforcing the payment thereof wise provided for.
is not provided for such payment in case of dispute shall be ascertained
20 and determined by the Justices and if the amount so ascertained be not paid by the Company or other party liable to pay the same within seven days after demand the amount may be recovered by distress of the goods of the Company or other party liable as aforesaid and the Justice by whom the same shall have been ordered to be paid or either
25 of them on application shall issue their or his warrant accordingly.

135. If sufficient goods of the Company cannot be found Distress against the
whereon to levy any such damages costs or expenses payable by the Company the same may if the amount thereof do not exceed twenty pounds be recovered by distress of the goods of the secretary of the
30 Company and the Justices aforesaid or either of them on application shall issue their or his warrant accordingly But no such distress shall issue against the goods of such secretary unless seven days previous notice in writing stating the amount so due and demanding payment thereof have been given to such secretary or left at his residence and
35 if such secretary pay any money under such distress as aforesaid he may retain the amount so paid by him and all costs and expenses occasioned thereby out of any money belonging to the Company coming into his custody or control or he may sue the Company for the same.

136. Where in this Act or in any Act incorporated therewith Method of proceeding
40 any question of compensation expenses charge or damages is referred before Justices in
to the determination of any one Justice or more it shall be lawful for question of damages
any Justice upon the application of either party to summon the other &c.
party to appear before one Justice or before two Justices as the case may require at a time and place to be named in such summons and
45 upon the appearance of such parties or in the absence of any of them upon proof of due service of the summons it shall be lawful for such one Justice or such two Justices as the case may be to hear and determine such question and for that purpose to examine such parties or any of them and their witnesses on oath and the costs of every such
50 inquiry shall be in the discretion of such Justices and they shall determine the amount thereof.

137. The Company shall publish the short or particulars of the Publication of
several offences for which any penalty is imposed by this Act or any penalties.
Act incorporated therewith or by any by-law of the Company affecting
55 other persons than the shareholders officers or servants of the Company and of the amount of every such penalty and shall cause such particulars to be painted on a board or printed upon paper and pasted thereon

Deniliquin and Moama Railway.

thereon and shall cause such board to be hung up or affixed in some conspicuous part of the principal place of business of the Company And where any such penalties are of local application shall cause such boards to be affixed in some conspicuous place in the immediate neighbourhood to which such penalties are applicable or have reference and such particulars shall be renewed as often as the same or any part thereof is obliterated or destroyed and no such penalty shall be recoverable unless it shall have been published and kept published in the manner hereinbefore required.

- 10 138. If any person pull down or injure any board put up or affixed as required by this Act or any Act incorporated therewith for the purpose of publishing any by-law or penalty or shall obliterate any of the letters or figures thereon he shall forfeit for every such offence a sum not exceeding five pounds and shall defray the expenses attending
15 the restoration of such board.

Penalty for defacing boards used for such publication.

139. Every penalty or forfeiture imposed by this Act or any Act incorporated therewith or by any by-law made in pursuance thereof the recovery of which is not otherwise provided for may be recovered by summary proceedings before two Justices and on complaint being
20 made to any Justice he shall issue a summons requiring the party complained against to appear before two Justices at a time and place to be named in such summons and every such summons shall be served on the party offending either in person or by leaving the same with some inmate at his usual place of abode And upon the appearance of
25 the party complained against or in his absence after proof of the due service of such summons it shall be lawful for two Justices to proceed to the hearing of the complaint And that although no information in writing or in print shall have been exhibited before them and upon proof of the offence either by the confession of the party complained
30 against or upon the oath of one credible witness or more it shall be lawful for such Justices to convict the offender and upon such conviction to adjudge the offender to pay the penalty or forfeitures incurred as well as such costs attending the conviction as such Justices shall think fit.

Penalties to be summarily recovered before two Justices.

- 35 140. If forthwith upon any such adjudication as aforesaid the amount of the penalty or forfeiture and of such costs as aforesaid be not paid the amount of such penalty and costs shall be levied by distress and such Justices or either of them shall issue their or his warrant of distress accordingly.

Penalties may be levied by distress.

- 40 141. It shall be lawful for any such Justice to order any offender so convicted as aforesaid to be detained and kept in safe custody until return can be conveniently made to the warrant of distress to be issued for levying such penalty or forfeiture and costs unless the offender gives sufficient security by way of recognizance or
45 otherwise to the satisfaction of the Justice for his appearance before him on the day appointed for such return such day not being more than eight days from the time of taking such security but if before issuing such warrant of distress it shall appear to the Justice by the admission of the offender or otherwise that no sufficient distress can be
50 had within the jurisdiction of such Justice whereon to levy such penalty or forfeiture and costs he may if he thinks fit refrain from issuing such warrant of distress and in such case or if such warrant shall have been issued and upon the return thereof such insufficiency as aforesaid shall be made to appear to the Justice then such Justice
55 shall by warrant cause such offender to be committed to gaol there to remain for any term not exceeding three months unless such penalty or forfeiture and costs be sooner paid and satisfied.

Imprisonment in default of distress.

142. When in this Act or any Act incorporated any sum of money whether in the nature of penalty or otherwise is directed to be
levied

Distress. How to be levied.

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levied such sum of money shall be levied by distress and sale of the goods and chattels of the party liable to pay the same and the overplus arising from the sale of such goods and chattels after satisfying such sum of money and the expenses of the distress and sale shall be
5 returned on demand to the party whose goods shall have been distrained.

143. No distress levied by this Act or any Act incorporated therewith shall be deemed unlawful nor shall any party making the same be deemed a trespasser on account of any default or want of form
10 in the summons conviction warrant of distress or other proceeding relating thereto nor shall such party be deemed a trespasser *ab initio* on account of any irregularity afterwards committed by him but all persons aggrieved by such default or irregularity may recover full satisfaction for the special damage in an action upon the case.

Distress not unlawful for want of form.

144. No person shall be liable to the payment of any penalty or forfeiture imposed by virtue of this Act or any Act incorporated
15 therewith for any offence made cognisable before a Justice unless the complaint respecting such offence shall have been made before such Justice within six months next after the commission of such offence.

Penalties to be sued for within six months.

145. If through any act neglect or default on account whereof
20 any person shall have incurred any penalty imposed by this Act or any Acts incorporated therewith any damage to the property of the Company shall have been committed by such person he shall be liable to make good such damage as well as to pay such penalty and the
25 amount of such damages shall in case of dispute be determined by the Justice by whom the party incurring such penalty shall have been convicted. And on non-payment of such damages on demand the same shall be levied by distress and such Justices or one of them shall issue their or his warrant accordingly.

Damage to be made good in addition to penalty.

146. It shall be lawful for any Justice to summon any person to
30 appear before him as a witness in any matter in which such Justice shall have jurisdiction under the provisions of this Act or any Act incorporated therewith at a time and place mentioned in such summons and to administer to him an oath to testify the truth in such matter
35 and if any person so summoned shall without reasonable cause refuse or neglect to appear at the time and place appointed for that purpose having been paid or tendered a reasonable sum for his expenses or if any person appearing refuse to be examined on oath or to give evidence before such Justice every such person shall forfeit a sum not exceeding
40 five pounds for every such offence.

Penalty on witnesses making default.

147. It shall be lawful for any officer or agent of the Company
and all persons called by him to his assistance to seize and detain any person who shall have committed any offence against the provisions of this Act or any Act incorporated therewith and whose name and
45 residence shall be unknown to such officer or agent and convey him with all convenient dispatch before some Justice without any warrant or other authority than this Act and such Justice shall proceed with all convenient dispatch to the hearing and determining of the complaint against such offender.

Transient offenders.

148. No proceeding in pursuance of this Act or any Act incor-
50 porated therewith shall be quashed or vacated for want of form nor shall the same be removed by *certiorari* or otherwise into the Supreme Court.

Proceedings not to be quashed for want of form.

Appeal.

149. If any party shall feel aggrieved by any determination or
55 adjudication of any Justice with respect to any penalty or forfeiture under the provisions of this Act or any Act incorporated therewith

Parties allowed to appeal to Quarter Sessions.

Deniliquin and Moama Railway.

such party may appeal to the General or Quarter Sessions of the Peace holden nearest to the place in which the cause of appeal shall have arisen but no such appeal shall be entertained unless it be made within four months next after the making of such determination or adjudication nor unless ten days notice in writing of such appeal stating the nature and grounds thereof be given to the party against whom the appeal shall be brought nor unless the appellant forthwith after such notice enter into recognizances with two sufficient securities before a Justice conditioned duly to prosecute such appeal and to abide the order of the Court thereon.

150. At the General or Quarter Sessions for which such notice shall be given the Court shall proceed to hear and determine the appeal in a summary way or they may if they think fit adjourn it to the following Sessions and upon the hearing of such appeal the Court may if they think fit mitigate any penalty or forfeiture or they may confirm or quash the adjudication and order any money paid by the appellant or levied by distress upon his goods to be returned to him and may also order such further satisfaction to be made to the party injured as they may judge reasonable and they may make such order concerning the costs both of the adjudication and of the appeal as they may think reasonable.

Court to make such order as they think reasonable.

151. It shall be lawful for the Governor with the advice of the Executive Council to grant to the Company in fee simple the portion of land herein more particularly described and containing by admeasurement eleven hundred acres more or less that is to say—the lands situate within the counties of Townsend and Cadell New South Wales and within the following boundaries Commencing at the southern side of the ana branch of the Edward River known as Coonambidgal Creek at a point bearing north forty-four degrees forty-eight minutes east from a point on the north-eastern boundary of section two town of South Deniliquin distant four chains north-westerly from the eastern corner of that section and thence within one chain and fifty links on each side of a line bearing south forty-four degrees forty-eight minutes west about one mile four chains and thirty-three links to the north-eastern side of Poictiers-street and from section twenty-three of said town of South Deniliquin within one chain and fifty links on each side of the continuation of that line for a distance of two miles seventy chains and seventy-eight links passing partly through the one thousand acres dedicated for permanent common thence within one chain and fifty links on each side of a curved line with a radius of eighty chains from a point on the eastern side of that line sixty-one chains and fifty links passing partly through the aforesaid one thousand acres thence within one chain and fifty links on each side of a line bearing south passing partly midway between portions three hundred and six and two hundred and sixty-three parish of South Deniliquin and seventeen and twenty parish of Yallama and one chain and fifty links west from the west boundary of P. Stuckey's three hundred and twenty acres in the latter parish fourteen miles twenty-nine chains and thirty-seven links thence within one chain and fifty links on each side of a curved line south-easterly with a radius of eighty chains for fifty chains thence within one chain and fifty links on each side of a line bearing south thirty-five degrees fifty-two minutes east passing partly about one chain and seventy links north-easterly of Conargo-street town of Mathoura three miles nineteen chains and thirty-six links to a point six chains north from the north boundary of Lewis and Throsby's three hundred and twenty acres adjoining the southern boundary of the town of Mathoura and from the southern boundary of Lewis and Throsby's land aforesaid within one chain and fifty links on each side of a line bearing south seventeen degrees thirty-five minutes west

Power to grant land for railway.

Deniliquin and Moama Railway.

west fourteen miles thirty chains and sixty-five links to a point one chain and fifty links westerly from the western boundary of portion fifty parish of Bama county of Cadell and eleven chains north-easterly from the south-western corner of that portion thence within one chain and
 5 fifty links on each side of a curved line with a radius of eighty chains for twenty-four chains and sixty links thence within one chain and fifty links on each side of a line bearing south and passing partly one chain and fifty links westerly from the west boundaries of portions forty-nine forty-eight forty-seven forty-six and forty-five parish of Bama afore-
 10 said five miles thence within one chain and fifty links on each side of a curved line with a radius of eighty chains from a point westerly of that line for seventy-two chains to the north boundary of the town of Moama thence within one chain and fifty links of a line south-westerly parallel with Warden-street of that town to the north-eastern side of
 15 Francis-street thence within one chain and fifty links on each side of a curved line with a radius of forty-eight chains passing between sections fifty-two and fifty-three to Minninya-street and from section fifty-three aforesaid within one chain and fifty links on each side of a curved line with a radius of eighty chains to the Murray River at a point
 20 about eleven chains south-easterly from the south-eastern corner of J. Macintosh's allotment nine of section fifty-eight town of Moama.

152. Before commencing the line of railway by this Act authorized to be made the Company shall by some qualified engineer
 by them to be appointed cause to be made and taken levels and
 25 surveys of the private lands through which such line of railway or branch is to be carried together with a map or plan of the said line and of the lands through which it is to pass a book of reference in which shall be set forth a description of the said several lands and the names of the proprietors thereof so far as the same shall be known
 30 or can with reasonable diligence be ascertained setting forth the bearings of such railway as the case may require and the nature and quality state of cultivation and enclosures (if any) and the quantity of such land which may be required for the purpose of making such railway And the said map or plan and book of reference
 35 shall be kept in the office of the Company or some convenient office at Deniliquin and true copies thereof signed by the chairman of the directors shall be deposited with the Clerk of Petty Sessions at Deniliquin aforesaid and in case of the formation of any branches in connection therewith the like copies shall be deposited with the Clerks
 40 of the Petty Sessions of any and every other district into or through which any such branch shall be intended to be carried and such map or plan and book of reference and such copies thereof respectively shall be open at all convenient times for public examination from the day of the date on which such notice as aforesaid or notice of such branch
 45 railway being about to be made (as the case may require) shall be first published and all persons shall be at liberty at all proper and convenient times to inspect the said map or plan and book of reference or copies as aforesaid.

Before commencing railway survey to be made and book of reference.

Map and book of reference to be open to inspection of public.

153. The Company shall by advertisement in the *Government Gazette* and in one or more Sydney newspapers and in two newspapers
 50 published or circulating in Deniliquin and Moama respectively at least forty days before the commencement of the formation of the railway give notice that they intend to construct the said railway between the places therein specified according to a map or plan to be seen in the
 55 office of the Company at Deniliquin and at the office of the said Clerk of Petty Sessions.

Company to give notice of intention to make railway.

154. No advantage shall be taken of or against the Company or any interruption be given to the making of such railway and other works on account of any omission misstatement or erroneous description

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

tion

Deniliquin and Moama Railway.

tion in the book of reference but it shall be lawful for the Company by themselves their 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
 5 notwithstanding any such omission misstatement or erroneous description in case it shall appear to any two Justices acting for the district or place in which such lands or grounds shall be situated and be certified by writing under their hands that such error or omission proceeded from mistake and not from fraud.

10 155. It shall be lawful for the Company subject to the provisions of this Act and of the enactments incorporated herewith to agree with the owners of any lands by this Act authorized to be taken and which shall be required for the purposes thereof and with all parties having any estate or interest in such lands or by this Act or the
 15 said incorporated enactments enabled to sell and convey the same for the absolute purchase of such lands or any parts thereof and of all estates and interests therein.

Power to purchase lands by agreement.

156. It shall be lawful for all parties being seised possessed of or entitled to any such lands or any estate or interest therein to sell
 20 and convey and release the same to the Company and to enter into all necessary agreements for that purpose and particularly it shall be lawful for all or any of the following parties so seised possessed or entitled as aforesaid so to sell convey or release (that is to say) all corporations tenants entail or for life married women seised in their own rights or
 25 entitled to dower guardian committees of lunatics and idiots trustees or officers in trust for charitable or other purposes executors and administrators and all parties for the time being entitled to the receipt of the rents and profits of any such lands in possession or subject to any estate or dower or to any lease for life or for lives and year or for years
 30 or any less interest and the power so to sell and convey or release as aforesaid may lawfully be exercised by all such parties other than married women entitled to dower or lessees for life or lives and years or for years or for any less interest not only on behalf of themselves their respective heirs executors administrators and suc-
 35 cessors but also for and on behalf of every person entitled in reversion remainder or expectancy after them or in defeasance of the estates of such parties And as to such married woman whether they be of full age or not as if they were sole and of full age And as to such guardians on behalf of their wards and as to such committees on behalf
 40 of the lunatics and idiots of whom they are committees respectively And that to the same extent as such wives wards lunatics and idiots respectively could have exercised the same power under the authority of this Act as if they had respectively been under no disability And as to such trustees executors or administrators on behalf of their
 45 *cestuis que* trust whether infants issue unborn lunatics *feme couverts* or other persons and that to the same extent as such *cestuis que* trust could have exercised the same powers under the authority of this Act as if they had respectively been under no disability.

Person who may convey to Company.

157. The purchase money or compensation to be paid for any
 50 lands to be taken or purchased from any person under any such disability or incapacity as in the last preceding section hereof mentioned and not having power to sell or convey such lands except under the provisions of this Act And the compensation to be paid for any permanent damage or injury to any such lands occasioned by the
 55 Company in carrying out the powers conferred on them by this Act shall in no case except where the same shall have been determined by a surveyor under the provisions of the Act of Council hereinafter incorporated be less than the respective amounts which shall be determined by two Justices or by arbitrators appointed in manner.

Amount of compensation how ascertained in case of parties under disability.

Deniliquin and Moama Railway.

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

Notice of lands
required for the
railway.

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

Notice of lands
required for the
railway.

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

Service of notices on
owners and occupiers
of lands.

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

Service of notice on
corporation aggregate

162. As soon as five thousand shares of the capital of the Company shall have been subscribed for and twenty thousand pounds paid up and not before it shall be lawful for the Company and they are hereby authorized and empowered by themselves their agents officers workmen and servants to commence and continue until completion the construction of and thereafter to maintain a single or double line of railway and of all proper stations bridges approaches works and conveniences connected therewith commencing at such point in or near Deniliquin aforesaid and terminating at such point in or near Moama as aforesaid as may appear to the directors to be most conveniently situated and to procure and own such carriages steamboats and vessels as may be necessary to ply on the roads or in the waters

Power to make rail-
way when 5000 shares
subscribed and
£20,000 paid up.

Deniliquin and Moama Railway.

waters of any rivers in connection with the said railway Provided that if twenty per cent of the capital of the Company shall not have been paid into the Bank of New South Wales at Deniliquin to the credit of the Company within one year after the passing of this Act or if the
 5 Company shall not have completed the Railway (with a single line of rails) and opened the same for public traffic within five years after the passing of this Act then the privileges powers and authorities given or authorized to be given to the Company by this Act shall wholly cease and determine Provided always that it shall be lawful for the
 10 Governor with the advice of the Executive Council to extend the said time for any period not exceeding twelve months.

163. For the purposes and subject to the provisions of this Act it shall be lawful for the Company their successors agents
 servants and workmen and all other persons by them authorized and
 15 they are hereby authorized and empowered to enter into and upon the lands and grounds of any person whomsoever and to take carry away and use any earth soil clay stone beds of gravel or sand or any
 other materials or things which may be dug raised or obtained therein
 or otherwise in making the said railway and other works or any lands
 20 contiguous or adjoining thereto and which may be proper or necessary for making maintaining altering repairing or using any such railway and other works by this Act authorized or which may hinder prevent or obstruct the making maintaining altering repairing or using the same respectively And it shall not be necessary for the Company to
 25 make any previous agreement with or to apply for or obtain the previous consent of the owner or occupier of any such lands for any of the purposes aforesaid And also to make build erect or construct
 bank excavate cut and set up in upon across under or over any such
 railway or other works or upon any lands streets hills valleys roads
 30 rivers canals brooks streams or other waters adjoining the same such and so many inclined planes tunnels embankments aqueducts bridges roads ways passages conduits drains piers arches deep-cuttings and fences as the Company shall think proper And also to alter the
 course of any rivers canals brooks streams or watercourses during
 35 such time as may be necessary for constructing tunnels bridges or passages over or under the same or for any other necessary purpose And also to divert or alter the course of any roads or ways or
 to raise or sink any roads or ways in order the more conveniently to carry the same over or under or by the side of any
 40 such railway and to make drains or conduits into through or under any lands adjoining such railway for the purpose of conveying water from or to the same And also in or upon such railway or any lands adjoining or near thereto to erect and make such toll and other houses
 warehouses yards stations engines and other works and conveniences
 45 connected with such railway as the said Company shall think proper And also from time to time to alter repair and amend or discontinue the before mentioned works or any of them and to substitute others in their stead and where any such railway shall pass through any wood lands or forests it shall be lawful for the Company to fell or remove any trees
 50 standing thereon within the distance of one hundred yards from either side of such railway which by their liability to be thrown down or from their falling may obstruct or impair the said railway And also
 to enter upon and use any private road (being a road gravelled or formed with stones or other hard materials and not being an avenue
 55 or a planted or ornamental road or an approach to any homestead or mansion-house) And generally to do and execute all other matters and things necessary or convenient for constructing maintaining altering or repairing and using such railway and other works by this Act authorized they the said Company their agents servants and workmen
 60 doing as little damage as may be in the execution of the several
 powers

Power to enter upon lands and take soil timber &c.

To remove materials.

Construct inclined planes tunnels &c.

Alter the course of rivers &c.

And of roads &c.

And to erect toll-houses warehouses &c.

Power to use private roads.

Deniliquin and Moama Railway.

powers to them hereby granted and the said Company so to do making full satisfaction in manner in hereinafter mentioned to the owners or proprietors of and to all persons interested in any lands or hereditaments which shall have been taken used or injured for all damages to

Company to make full satisfaction.

5 be by them sustained in or by the execution of all or any of the powers hereby granted and this Act shall be sufficient to indemnify the Company and all other persons for what they or any of them shall do by virtue of the powers hereby granted subject nevertheless to such provisions and restrictions as are herein contained.

10 164. If in the exercise of the powers hereby granted it be found necessary to cross cut through raise sink or use any part of any road whether carriage-road or horse-road either public or private so as to render it impassable for or dangerous or extraordinarily inconvenient to passengers or carriages or to the persons entitled to the use thereof

15 the Company shall before the commencement of any such operations cause a sufficient road to be made instead of the road to be interfered with and shall at their own expense maintain such substituted road in a state as convenient for passengers and carriages as the road so interfered with or as nearly so as may be.

Before roads interfered with others to be substituted.

20 165. It shall be lawful for the Company to contract with any party willing to sell the same for the purchase of any lands or if such party be unwilling to sell the same to take such lands subject to the provisions as to compensation hereinafter contained or incorporated herewith for the purpose of making and providing additional stations

25 yards wharves stellings and places for the accommodation of passengers and for receiving depositing and loading or unloading goods or cattle to be conveyed upon the railway or along any canals constructed by the Company and for the erection of weighing machines tolls houses and other buildings and conveniences and for any other purpose that

30 may be deemed requisite or convenient for the use of the railway or for the general promotion of the objects of the Company in connection with the undertaking or the works hereby authorized and it shall be lawful for all parties to sell and convey the lands so authorized to be purchased for the last mentioned purposes.

Power to take or purchase lands for additional accommodation.

35 166. It shall be lawful for the Company to sell any land acquired by them under the provision of the last preceding section or any part thereof in such manner and for such consideration and to such persons as the Company may think fit and to purchase other lands for the like purposes and to sell the same and so from time to time Provided that

40 the aggregate amount of land to be held at any one time by the Company for the said purposes shall not exceed fifteen hundred acres.

And to sell such lands and purchase others.

167. The following sections of the Act of Council twenty-second Victoria number nineteen intituled "*An Act to make more effectual provision for the construction by the Government of Railways in the*

45 *Colony of New South Wales and for the regulation of the same*" save so far as they shall be expressly varied by this Act shall be and the same are hereby incorporated with this Act and shall save as aforesaid form part of and be construed together with this Act (that is to say) :—

Incorporation of certain enactments in Government Railway Act.

50 With regard to the mode of settling amounts of compensation for land authorized to be taken or purchased by this Act or for any damage sustained by reason of the execution of works authorized by this Act And with regard to the provisions subsidiary thereto sections twenty-four to forty-five both inclusive and sections forty-seven to fifty-six both inclusive

55 Provided that in the sections so incorporated the word "Commissioner" or "Commissioner for Railways" shall in every case be read as Company or as "The Deniliquin and Moama Railway Company" as the case may require—the words "this Act" shall be read as "this present Act" and not to the Act of

60 Council twenty-second Victoria number nineteen The words

"the

Deniliquin and Moama Railway.

- “the railway” and “any railway” and all words of the like import shall be read as “the railway authorized by this Act”—the words “under his hand and official seal” shall be read as “under the common seal of the Company”—the words an
- 5 Act intituled “*An Act to make more effectual provision for the construction by the Government of railways in the colony of New South Wales and for the regulation of such railways*” shall be read as “the Deniliquin and Moama Railway Act of 1873”—the words in the forty-seventh section so incorporated
- 10 “or of Government debentures or other stock” shall be omitted and the power of investment conferred on the Master of Equity in the forty-eighth section shall include a power of investment of the moneys referred to in the said section in the purchase of shares in the Company hereby incorporated.
- 15 168. In all cases where compensation shall be determined under this Act and the enactments herewith incorporated the directors shall within fourteen days after the next half-yearly meeting of the Company after the determination of such compensation and after demand made pay the amount thereof to the party lawfully entitled
- 20 thereto or to his agent duly authorized in his behalf. Company to pay compensation within fourteen days after next half-yearly meeting.
169. All conveyances of lands to be purchased or taken under the provisions of this Act may be according to the form in Schedule II hereto or in any other form which the Company may think fit and all such conveyances shall vest the lands thereby conveyed in the
- 25 Company and shall bar and destroy all estates tail and other estates rights titles remainders reservations limitations trusts and interests whatsoever of and in the lands comprised in such conveyance which shall have been purchased or compensated for by the consideration therein mentioned and provided always that after any lands which the
- 30 Company are by this Act authorized to take shall have been ascertained set out and appropriated for the purposes of this Act such lands and all the right title estate use trust and interest of every person therein shall forthwith be vested in and become the sole property of the Company for ever for the purposes of this Act and it
- 35 shall not be necessary for the Company to obtain a conveyance from the owner of or any person interested in such lands. And the costs of all such conveyances shall be borne by the Company and such costs shall include all charges and expenses of what kind and nature soever incurred on the part of the seller as well as the purchaser in that
- 40 behalf. But if the Company and the party entitled to any such costs shall not agree as to the amount thereof such costs shall be taxed by the Master in Equity or other proper officer of the Supreme Court upon the application of either party and the Company shall pay what the said Master or other officer shall certify to be due in respect of
- 45 such costs to the party entitled thereto or in default thereof it shall be lawful for any Judge of the Supreme Court to make an order for the payment of the same and the said costs may be recovered in the same way as any other costs payable under an order of the said Court or a Judge thereof and the expense of taxing such costs shall be borne by
- 50 the Company. Costs may be taxed.
170. Before the Company shall use any lands for any of the purposes aforesaid they shall separate the same by a cattle and sheep proof fence from the lands adjoining thereto with such gates of the like character as may be required for the convenient occupation of
- 55 such lands and shall also to all private roads used by them as aforesaid put up fences and gates in the like manner in all cases where the same may be necessary to prevent the straying of cattle or sheep from or upon the lands traversed by such roads and in case of any difference between the owners or occupiers of such roads and lands and the
- 60 Company as to the necessity of such fences and gates such fences and gates Company to fence off their lands.

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gates shall be put up by the Company as any two Justices of the Peace shall deem necessary for the purpose aforesaid on application being made to them.

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

Crossing of roads.

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

Provisions in cases where roads are crossed on a level.

173. In case of accidents or slips happening or being apprehended to the cuttings embankments or other works of the said railway it shall be lawful for the Company and their workmen and servants to enter upon the land adjoining thereto at any time whatsoever for the purpose of repairing or preventing such accidents and to do such works as may be necessary for the purpose but in every such case the Company shall within forty-eight hours after such entry make a report to the Government Inspector of Railways (if any) and if not then to the nearest Bench of Magistrates specifying the nature of such accident or apprehended accident and of the works necessary to be done and such powers shall cease and determine if the said Government Inspector or Bench of Magistrates shall after considering the said report certify that their exercise is not necessary for the public safety. Provided also that such works shall be as little injurious to the said adjoining lands as the nature of the accident or apprehended accident will admit of and shall be executed with all possible despatch and full compensation shall be made to the owners and occupiers of such lands for the loss or injury or inconvenience sustained by them respectively by reason of such works the amount of which compensation in case of any dispute about the same shall be settled in the same manner as cases of disputed compensation in other cases under this Act and provided also that no land shall be taken permanently for any such works otherwise than is herein provided with respect to the lands originally taken for the purpose of making the said railway.

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

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174. The Company shall make and at all times thereafter maintain the following works for the accommodation of the owners and occupiers of land adjoining the railway (that is to say) Works for benefit of owners.

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

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

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

20 Provided always that the Company shall not be required to make such accommodation works in such a manner as would prevent or obstruct the working or using of the railway nor to make any accommodation works with respect to which the owners and occupiers of the lands shall have agreed to receive and shall have been paid compensation.

25 175. Every bridge to be erected for the purpose of carrying the railway over any road shall be built in conformity with the following regulations namely : Bridges how to be constructed over any road.

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

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

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

45 And every bridge erected for carrying any road over the railway shall be built in conformity with the following regulations that is to say :— The like over railway.

50 There shall be a good and sufficient fence on each side of the bridge of not less height than four feet and on each side of the

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the immediate approaches of such bridge not less than three feet The road over the bridge shall have a clear space between the fences thereof of thirty-five feet if the road be a public highway and twenty-five feet if a parish road and twelve feet if a private road The ascent shall not be more than one foot in thirty feet if the road be a turnpike road one foot in twenty feet if a parish road and one foot in sixteen feet if a private road not being a tramroad or railroad or if the same be a tramroad or railroad the ascent shall not be greater than the ruling gradient of such tramroad or railroad.

176. Provided always that in all cases where the average available width for the passing of carriages of any existing road within fifty yards of the point of crossing the same is less than the width hereinbefore prescribed for bridges over or under the railway the width of the bridges need not be greater than such average available width of such roads but so nevertheless that such bridges be not of less width in case of a public highway or parish road than twenty feet Provided also that if at any time after the construction of the railway the average available width of any such road shall be increased beyond the width of such bridge on either side thereof the Company shall be bound at their own expense to increase the width of the said bridge to such extent as they may be required by the trustees or surveyors of such road not exceeding the width of such road as so widened or the maximum width herein prescribed for a bridge in the like case over or under the railway Provided also that if the mesne inclination of any road within two hundred and fifty yards of the point of crossing the same or the inclination of any such portion of any road as may be required to be altered or for which another road shall be substituted shall be steeper than the inclination hereinbefore required to be preserved by the Company then the Company may carry any such road over or under the railway or may construct such altered or substituted road at an inclination not steeper than the said mesne inclination of the road so to be crossed or of the road so requiring to be altered or for which another road shall be substituted.

Width of bridges need not exceed those of roads.

Existing inclinations of roads need not be improved.

177. In consideration of the great charges and expenses which the Company must necessarily incur in making and maintaining the railway and other works hereby authorized to be made it shall be lawful for the Company from time to time and at all times hereafter to demand take receive and recover to and for the use and benefit of the Company a toll for and in respect of all passengers goods and property of every description which shall be conveyed or transported upon such railway or any branch thereof or in the carriages or vessels connected therewith as aforesaid at such rates per mile as shall be established from time to time by the directors not exceeding—

Tolls allowed.

- For each passenger by the first-class of carriage fourpence by the second-class of carriage twopence half-penny.
- For the carriage per truck per mile of horses cattle calves and pigs sixpence.
- 50 For the carriage of sheep the whole distance fourpence per head Carrying from ninety to a hundred eightpence per truck per mile.
- For the carriage of every dog one penny per mile provided that the minimum charge for any dog shall be one shilling.
- 55 For the carriage of wool for the whole distance three shillings per bale.
- For the carriage of general goods—
 - First-class—Fivepence per ton per mile.
 - Second-class—Sixpence per ton per mile.

Third-

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Third-class—Sevenpence per ton per mile.

Fourth-class—Ninepence per ton per mile.

178. The Postmaster General of the Colony acting on behalf of ^{Public mails.} the Government may from time to time by notice in writing under his hand delivered to the Company require that the mails or post letter bags with the guards in charge thereof employed by him shall after a day to be named in such notice (being not less than twenty-eight days from the delivery thereof) be conveyed and forwarded by the Company on their railway either on the ordinary trains or by special trains at such times during the regular traffic hours of the Company as he may direct. And thereupon the Company shall from and after the day named in such notice at their own costs provide sufficient carriages and engines on the said railway for the conveyance of such mails and post letter bags to the satisfaction of the Postmaster General and shall receive and convey by such ordinary or special trains all such mails and post letter bags as are for that purpose from time to time tendered to the Company or any of their officers or servants by any officer of the post-office and shall receive and convey in and upon the carriages conveying such mails or post letter bags the guards in charge thereof and any other officer of the Post Office and shall receive deliver and leave such mails post letter bags guards and officers at such places on the line of railway on such days and at such times during the appointed hour of traffic and subject to all such reasonable regulations and restrictions as to the speed of travelling places and times of stoppages and of arrival as the Postmaster General shall appoint. Provided always that the rate of speed so to be required shall in no case exceed the maximum rate of speed prescribed by the directors for the conveyance of passengers by their first-class trains. And the Company shall not be responsible for the safe custody or delivery of any mails or post letter bags so sent.

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

180. In all references to be made under the authority of this Act the Postmaster General or the said Company as the case may be shall nominate his or their arbitrator within fourteen days after notice from the other party or in default it shall be lawful for the arbitrator appointed by the party giving notice to name the other arbitrator and such arbitrators shall proceed forthwith in the reference and make their award therein within twenty-eight days after their appointment or otherwise the matter shall be left to be determined by the umpire and if such umpire shall refuse or neglect to proceed and make his award for the space of twenty-eight days after the matter shall have been referred to him then a new umpire shall be appointed by the two first named arbitrators who shall in like manner proceed and make his award within twenty-eight days or in default be superseded and so on *toties quoties*.

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

Nomination of arbitrators and umpires.

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

Obligation to permit
a line of electric tele-
graph to be laid down
by Government.

182. Whenever it shall be necessary for the public service that
any of the officers soldiers or seamen of Her Majesty's Military or
20 Naval Forces or of the Colonial Permanent Force or any of Colonial
Volunteer or Militia Force or members of the police force or any
persons in the employment of the Government and then in the actual
discharge of some public duty shall travel by or use the said railway
the Company shall and are hereby required to permit such forces
25 respectively with their baggage stores arms ammunition and other
necessaries and things on the production of a route or order for their
conveyance signed by the proper authority to be conveyed at the
usual hours of starting at such prices or upon such conditions as may
from time to time be contracted for between the Colonial Secretary or
30 any officer duly authorized for that purpose and the Company.

Troops to be
conveyed.

183. It shall be lawful for the Governor with the advice aforesaid
subject to the provisions hereinafter contained at any time after the
expiration of the term of twenty-one years from the passing of this Act
to purchase the said railways and other works with all its hereditaments
35 stock and appurtenances upon giving to the Company three
calendar months notice in writing of such intention and upon payment
of a sum equal to twenty-five years purchase of the annual divisible
profits estimated on the average of the seven then next preceding years
Provided that if the average rate of profits for the said seven years
40 shall be less than the rate of fifteen pounds in the hundred it shall be
lawful for the Company if they shall be of opinion that the said rate
of twenty-five years purchase of the said average profits is an inadequate
rate of purchase of such railways and other works and property refer-
ence being had to the prospects thereof to require that it shall be left
45 to arbitration in case of difference to determine what (if any) additional
amount of purchase money shall be paid to the Company Provided
also that such option of purchase shall not be exercised except with
the consent of the Company while any such reduced scale of tolls
fares and charges as aforesaid shall be in force.

Right of purchasing
the railway and its
appurtenances
reserved to the
Government.

Proviso for reference
to arbitration.

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

Power to lease
railways &c.

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

Effect of lease
transfer of power &c.
to lessee.

186. It shall be lawful for the Company upon a like resolution as last aforesaid to sell the railway and works of the Company or any part thereof to any person or company and to convey the said (when a deed shall be necessary) by deed under their common seal and such deed so executed shall be effectual to vest the land comprised therein to the purchaser thereof for the estate which shall have been so purchased. And a receipt under the common seal of the Company hereby incorporated shall be a sufficient discharge to the purchase of any such land for the purchase money therein expressed to be received.

Power to sell railway
and plant.

187. Whensoever any railway the property of the Government of New South Wales shall be connected with or reach any point of the line of railway authorized by this Act the Company shall at their own cost within six months after notification by the Government to the said Company of the fact of such connection adopt and maintain upon and throughout the line of railway so authorized the gauge mentioned in such notification. And if within twelve months after the delivery of such notification the Company shall not have completed the works necessary in consequence of such adoption of gauge throughout their line of railway the said railway and all the works stations stock and plant connected therewith shall be forfeited to Her Majesty.

When Government
gauge to be adopted.

188. Upon the completion of any bridge across the River Murray constructed by the Government of New South Wales whether solely or in conjunction with that of Victoria and the connection therewith of the line of railway authorized by this Act it shall be lawful for the Company to carry their railway across such bridge subject to such conditions and stipulations as the sole or conjoint Government or Governments may prescribe in that behalf.

Power to use bridge
over the Murray.

189. If any person shall throw any gravel stones or rubbish or any matter or thing upon any part of the railway to be made by virtue of this Act or shall drive or permit to wander stray or be driven upon any such railway or the approaches thereto any horse ass sheep swine or other beast or cattle of any kind or shall wilfully obstruct hinder or prevent any person in the execution of this Act or shall do any other act matter or thing to obstruct the free passage of any such railway or any part thereof every person so offending in any of the cases aforesaid shall forfeit and pay to the Company for every such offence any sum not exceeding ten pounds and such penalty may be recovered before any two Justices of the Peace on complaint to them for that purpose exhibited by any person on behalf of the said Company.

Penalty on persons
obstructing free
course of railway.

190. Every person who shall wilfully do or cause to be done anything in such manner as to obstruct any engine or carriage using the said railway and to endanger the safety of persons conveyed in or upon the same shall be guilty of a misdemeanor and being convicted thereof

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

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thereof shall be liable at the discretion of the Court before which he shall have been convicted to be imprisoned with or without hard labor for any term not exceeding two years.

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

Punishment for
destroying works &c.

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

Punishment of
persons employed on
railway guilty of
misconduct.

193. If any person shall wilfully obstruct or impede any officer
 40 or agent of the Company in the execution of his duty upon any rail-
 way or upon or in any of the stations or other works or premises con-
 nected or if any person shall wilfully trespass upon any such railway
 or any of the stations or other works or premises connected therewith
 45 and shall refuse to quit the same upon request made to him by any
 officer or agent of the Company every such person so offending and all
 others aiding or assisting therein shall and may be seized and detained
 by any such officer or agent or any person whom he may call to his
 assistance until such offenders can be conveniently taken before some
 50 Justice of the Peace in the district or place wherein such offence shall
 be committed and upon conviction of such offence before any two
 Justices of the Peace he shall in the discretion of such Justices forfeit
 to the Company any sum not exceeding five pounds.

Penalty for obstruct-
ing the officers of the
said Company or
trespassing upon any
railway.

194. No action or suit at law or in equity shall be brought or
 55 prosecuted against the Company or any of its officers or members for
 any act matter or thing done under the authority of this Act unless
 such suit or action shall be commenced within six months next after
 the offence shall have been committed or cause of action accrued and
 notice in writing of such action and the cause thereof shall be given to
 the

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

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the defendant one calendar month at least before the commencement of the action and the defendant or defendants in every such action may plead the general issue and give this Act and the special matter in evidence at any trial to be had thereupon.

5 195. The receipt of the guardian of any minor or that of the committee of any idiot or lunatic shall be a sufficient discharge to the company for any money payable from the said Company to any such minor idiot or lunatic. Receipts of minors and lunatics

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

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

SCHEDULES.

Deniliquin and Moama Railway.

SCHEDULES.

A.

Form of Debenture.

New South Wales.

5 The Deniliquin and Moama Railway Company.
Transferable by Delivery.

No.

(Under the authority of the "Deniliquin and Moama Railway Company's Act of 1873.")

10 This Debenture entitles the bearer to the sum of one hundred pounds sterling
on the day of with interest thereon at the rate of
pounds per centum per annum payable half-yearly on the day of
and the day of in every year as per dividend
coupons annexed which principal sum and interest are hereby charged and secured on
the undertaking of the said Company and on all tolls receivable under or by virtue of
15 the said Act and are payable at the offices of the said Company in or
(at the option of the bearer signified in writing to the said Company and provided that
a memorandum to that effect be endorsed hereon by the secretary or other officer
appointed by the said Company for that purpose) at the office of the said Company in
Melbourne or And the bearer may from time to time alter the place of
20 payment from to or *vice versâ* on giving at the office
of the said Company where this debenture shall for the time being be payable six
calendar months notice in writing terminating on some half-yearly day of payment of
interest of his wish to make such alteration and obtaining a memorandum of such
alteration to be endorsed hereon by the secretary or other such officer as aforesaid.
25 Given under the common seal of the Company at aforesaid this
day of

B.

Form of Certificate of Shares.

The Deniliquin and Moama Railway Company.

30 No.

THIS is to certify that of is the proprietor of the
share numbered of the Deniliquin and Moama Railway Company
subject to the provisions of the said Company's Act.

Given under the common seal of the Company this day of

C.

Form of Transfer of Shares.

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

Deniliquin and Moama Railway.

D.

Form of Mortgage Deed.

The Deniliquin and Moama Railway Company.

Mortgage No.

£

By virtue of the "Deniliquin and Moama Railway Company's Act of 1873" 5
intituled

WE the Deniliquin and Moama Railway Company in consideration of the sum of
pounds paid to us by of do assign unto the
said his executors administrators and assigns the railway and plant and
other property of the said Company [and (in case such loan shall be in anticipation of 10
the capital authorized to be raised) all future calls on shareholders] and all the tolls and
sums of money arising by virtue of the said Act And all the estate right title and
interest of the Company in the same To hold unto the said his executors
administrators and assigns until the said sum of pounds together with
interest for the same at the rate of per centum per annum be satisfied [the 15
principal sum to be repaid at the end of years from the date hereof (in case
any period be agreed on for that purpose) at (or any place of payment
other than the principal office of the Company)]

Given under our common seal this day of in the year

E.

20

Form of Bond.

The Deniliquin and Moama Railway Company.

Bond No.

£

By virtue of the "Deniliquin and Moama Railway Company's Act of 1873" intituled
(insert title) we the Deniliquin and Moama Railway Company in consideration of the 25
sum of pounds to us in hand paid by (A.B.) of his executors
administrators and assigns in the penal sum of pounds
The condition of the above obligation is such that if the said Company shall pay.
to the said (A. B.) his heirs executors administrators or assigns [at (in
case any other place of payment than the principal office of the Company be intended)] 30
on the day of the principal sum of pounds
together with interest thereon at the rate of pounds per centum per
annum payable half-yearly on the day of and day of
full force. then the above written obligation is to become void otherwise to remain in

Given under our common seal this day of 35

F.

Form of Transfer of Mortgage.

I of in consideration of the sum of
paid to me by of do hereby transfer to the 40
said his executors administrators and assigns a certain mortgage number
made by the Deniliquin and Moama Railway Company to
bearing date the day of for securing the sum of
and interest (or if such transfer be by indorsement the within security) and
all my right estate and interest in and to the money thereby secured and in and to the 45
tolls money and property thereby assigned.

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

G.

Form of Proxy.

I one of the proprietors of The Deniliquin and Moama Railway 50
Company do hereby appoint of to be my proxy in my absence
to vote in my name upon any matter relating to the undertaking proposed at the meeting
of proprietors to be held on the day of next or at any adjournment
thereof in such manner as he shall think proper.

In witness whereof I the said have hereunto set my hand (or if a 55
corporation say the common seal of the corporation) the day of
one thousand eight hundred and

H.

Deniliquin and Moama Railway.

Н.

Form of Conveyance.

I of in consideration of the sum of paid to
me (or as the case may be into the hands of the Master in Equity of the
5 Supreme Court or to of and of
two trustees appointed to receive the same pursuant to the Act of Council passed to
establish and incorporate the Company called The Deniliquin and Moama Railway
Company by the said Deniliquin and Moama Railway Company) do hereby convey to
the said Company their successors and assigns All &c. [describing the premises to be
10 conveyed] together with all ways rights and appurtenances thereto belonging and all
such estate right title and interest in and to the same as I am or shall become seized or
possessed of or am by the said Act empowered to convey to hold the premises to the said
Company their successors and assigns for ever according to the true intent and meaning
of the said Act.

15 In witness whereof I have hereunto set my hand and seal the
 day of in the year of our Lord .

DENILIQUN AND MOAMA RAILWAY BILL.

SCHEDULE of the Amendments referred to in Message of 21st January, 1874.

JOHN J. CALVERT,
Clerk of the Parliaments.

- Page 2, clause 3, line 27. Omit "The following persons"
- " " 4, " 46. After "each" omit remainder of clause.
- " " 5, " 56. Omit "twelve thousand five hundred" insert "twenty thousand"
- " 4, " 17, " 47. Omit "the said shares" insert "all shares in the Company"
- " 6, " 26, " 1. Omit "as after mentioned" insert "published in Sydney as
"well as in one published or circulating in the district wherein the railway is
"situate"
- " 7, clause 35, line 24. Omit "If" insert "In"
- " 11, " 59, " 8. After "the" insert "hereinbefore"
- " 12, " 67, " 28. Omit "firstly" insert "first"
- " 14, " 79, " 1. After "Company" insert "not"
- " " 83, " 31. Omit "six" insert "three"
- " " 84, " 37. Omit "January" insert "February"
- " " 86, " 54. Omit "twenty-five" insert "fifty"
- " 15, " 87, " 10. After "Company" insert "or if he shall be absent from the
"meetings of the Board of Directors for three consecutive months without
"the leave of the said Board"
- " clause 88, lines 39 and 40. Omit "the prescribed number and if no number be
"prescribed"
- " clause 89, line 49. Omit "if they think proper so to do may" insert "shall forth-
"with"
- " 16, clause 95, line 45. Omit "within the prescribed limits if any"
- " " 96, " 54. Omit "they" insert "there"
- " " lines 54 and 55. Omit "the prescribed quorum or if no quorum be pre-
"scribed then"
- " 17, clause 98, line 42. Omit "in evidence"
- " " " Omit "events" insert "Courts"
- " " 100, " 59. Omit "and"
- " 18, " " 10. After "existing" insert "funds"
- " " 101, " 18. Omit "January" insert "February"
- " " 102, " 18. Omit clause 102.
- " " ~~103~~ 102, line 30. Omit "January" insert "February"
- " " line 30. Omit "s" in "auditors"
- " " ~~104~~ 103, line 35. After "then" omit remainder of clause Insert "such
"vacancy shall be forthwith filled up by the Board of Directors and the
"auditor so appointed shall remain in office until the next general meet-
"ing of shareholders"
- " 18, clause ~~107~~ 106, line 46. Add "s" to "auditors"
- " 19, " ~~110~~ 109, line 6. Omit "in" insert "by"
- " " ~~112~~ 111, line 43. Add "s" to "Justice"
- " " ~~113~~ 112, line 50. After "in" insert "his"
- " 20, " ~~115~~ 114, line 9. After "for" insert "which"
- " " ~~118~~ 117, line 30. Omit "and"
- " 21, " ~~124~~ 123, line 38. Omit "conveyance" insert "consequence"
- " " line 52. After "be" insert "lawful"
- " " line 54. After "remove" insert "such"
- " 22, " ~~129~~ 128, line 33. Omit "notices requiring" insert "every notice
"required"
- " 23, clause ~~134~~ 133, line 24. Add "s" to "Justice"
- " " ~~137~~ 136, line 52. Omit "or"
- " " ~~141~~ 140, line 44. Omit "s" in "gives"
- " " line 50. Omit "within the jurisdiction of such Justice"
- " " ~~142~~ 141, line 58. After "incorporated" insert "therewith"

- Page 25, clause ~~142~~ 141, line 1. *After* "levied" *insert* "by distress"
- " " ~~145~~ 144, line 22. *Omit* "s" in "acts"
- " " line 26. *Add* "s" to "Justice"
- " 26, " ~~150~~ 149, " *After* "clause 150" *insert* "Construction of Railways"
- " " ~~151~~ 150, line 22. *Before* "it" *insert* "upon the completion of the
"railway and works authorized by this Act to the satisfaction of the
"Engineer-in-Chief for Railways"
- " 28, clause ~~156~~ 155, line 24. *Omit* "entail" *insert* "in tail"
- " " line 29. *Omit* "and year"
- " " lines 32 and 33. *Omit* "and years"
- " " ~~157~~ 156, line 57. *Omit* "of Council"
- " " line 58. *Omit* "the respective amounts which" *insert* "the
amount which"
- " clause ~~157~~ 156, line 59. *After* "manner" *add* "hereinafter provided"
- " 29, " 159. *Omit* "clause 159"
- " 30, " ~~162~~ 160, line 11. *After* "months" *add* Proviso
- " 31, " ~~163~~ 161, line 15. *Omit* "so to do"
- " " line 16. *Omit* "in hereinafter mentioned" *insert* "provided
"by the Act as hereinafter incorporated herewith"
- " 32, clause ~~169~~ 167, line 48. *After* "forthwith" *insert* "subject to the proviso
"for defeasance hereinbefore contained"
- " 33, clause ~~172~~ 170, line 35. *After* "cattle" *insert* "sheep"
- " " line 38. *Before* "or" *insert* "sheep"
- " " line 40. *After* "cattle" *insert* "sheep"
- " " line 43. *Omit* "Government Inspector of Railways (if any)"
insert "Commissioner for Railways"
- " 33, clause ~~173~~ 171, lines 1 and 2. *Omit* "Government Inspector of Railways (if
any) and if not then to the nearest Bench of Magistrates" *insert* "Com-
missioner for Railways"
- " 34, clause ~~173~~ 171, line 5. *Omit* "Government Inspector or Bench of Magis-
trates" *insert* "Commissioner"
- " 34, clause ~~174~~ 172, line 33. *After* "cattle" *insert* "or sheep"
- " 37, " ~~182~~ 180, line 34. *Before* "any" *insert* "of"
- " " " *Omit* "of"
- " 38, ~~186~~ 184, line 32. *Omit* "said" *insert* "same"

This PRIVATE BILL originated in the LEGISLATIVE ASSEMBLY, and, having this day passed, is now ready for presentation to the LEGISLATIVE COUNCIL for its concurrence.

*Legislative Assembly Chamber,
Sydney, 17 October, 1873. }*

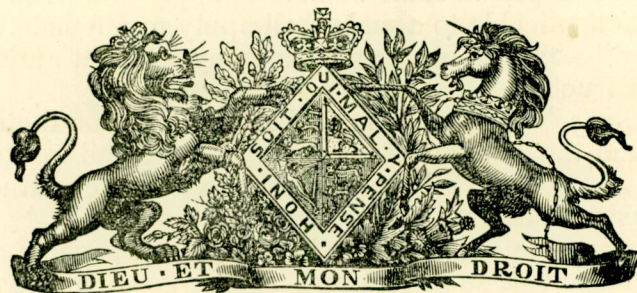
*STEPHEN W. JONES,
Clerk of Legislative Assembly.*

The LEGISLATIVE COUNCIL has this day agreed to this Bill with Amendments.

*Legislative Council Chamber,
Sydney, 21st January, 1874. }*

*JOHN J. CALVERT,
Clerk of the Parliaments.*

New South Wales.



ANNO TRICESIMO SEPTIMO

VICTORIÆ REGINÆ.

An Act to incorporate a Company under the name of the “Deniliquin and Moama Railway Company” for the purpose of making constructing and maintaining a Railway between Deniliquin and Moama and for other purposes.

WHEREAS the making and maintaining of a railway from the township of Deniliquin to the township of Moama on the northern bank of the River Murray with proper stations bridges approaches and works connected therewith would be of great public and local advantage And whereas the persons hereinafter named together with others are desirous of carrying the said undertaking into execution and it is deemed advisable to give encouragement to such persons by granting to them (upon the completion of such Railway) portion of the Waste Lands of the Crown and by passing an Act incorporating them under the title of the Deniliquin and Moama Railway Company Be it therefore enacted by the Queen’s Most Excellent Majesty by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled and by the authority of the same as follows :—

1. The following words in inverted commas in this Act and in the enactments herewith incorporated shall have the several meanings and include the several persons and matters hereby assigned to them unless the context is repugnant to such construction (that is to say) :—
“The Company”—The Company incorporated by this Act.
“Directors”—“Secretary”—The directors and secretary of the Company respectively.

20

79—A

“Goods”—

NOTE.—The words to be omitted are ruled through ; those to be inserted are printed in black letter.

Deniliquin and Moama Railway.

- "Goods"—Things of every kind conveyed upon the railway.
- "Justice"—A Justice of the Peace for New South Wales not interested in the matter in relation to which the said word is used.
- 5 "Two Justices"—Two such Justices of the Peace as aforesaid assembled and acting together in Petty Sessions.
- "Lands"—Messuages lands tenements and hereditaments of any tenure.
- "Lease"—As well a lease as an agreement for a lease.
- 10 "Owner"—Any person or corporation enabled under the provisions of this Act to sell and convey lands to the Company.
- "Shareholder"—Shareholder or member of the Company and in referring to any such shareholder expressions properly applicable to a person shall be held to apply to a corporation and words applicable to a male shall apply to a female.
- 15 "The Railway"—The railway and works by this Act authorized to be constructed.
- "The undertaking"—The making and maintaining of the line of railway and the stations bridges approaches and works connected therewith and all other works by this Act authorized to be constructed.
- 20 "Toll"—Any rate or charge or other payment payable under this Act for any passenger animal carriage goods merchandize or thing conveyed on the railway.
- 25 2. This Act may be cited as "The Deniliquin and Moama Short title.
Railway Act of 1873."
3. ~~The following persons~~ Alfred William Finch Noyes William Incorporation of
Company by the
name of "The Deni-
liquin and Moama
Railway Company."
McKenzie William Bignell Donald Cameron Thomas Robertson and
David Griffiths Jones and all persons and corporations who have
30 already subscribed or shall hereafter subscribe to the undertaking
and their several and respective executors administrators successors and
assigns are hereby united into a Company for the purpose of making
and maintaining a railway from the township of Deniliquin to the
township of Moama on the River Murray in New South Wales with
35 proper stations bridges approaches and works connected therewith in
accordance with the provisions of this Act And for such purpose the
said Company is hereby incorporated by the name of "The Deniliquin
and Moama Railway Company" and by that name shall be a body
corporate with perpetual succession and a common seal and by the
40 said name shall have power to purchase and hold lands for the purpose
of the undertaking and shall and may sue and be sued plead and be
impleaded answer and be answered unto defend and be defended in all
Courts and places whatsoever.
4. The capital of the Company shall be one hundred and twenty- Capital to be £125,000
divided into 25,000
shares of £5 each.
45 five thousand pounds divided into twenty-five thousand shares of five
pounds each ~~And one pound per share shall be the greatest amount~~
of any one call and three months at least shall be the interval between
successive calls and three-fourths of the amount of a share shall be the
greatest aggregate amount of the calls to be made in any one year.
- 50 5. It shall be lawful for the Company to borrow on mortgage Power to borrow.
or bond such sums of money as shall from time to time by an order at
a general meeting of the Company be authorized to be borrowed not
exceeding at any time one-half of the amount of the capital of the
Company then actually paid up nor exceeding in the whole the sum of
55 sixty-two thousand five hundred pounds but no part of such money
shall be borrowed until ~~twelve thousand five hundred~~ twenty thousand
pounds of the said capital shall have been paid up and for securing the
repayment of the money so to be borrowed with the interest thereon
it

Deniliquin and Moama Railway.

it shall be lawful for the Company to mortgage the undertaking and the future calls on the shareholders or to give bonds in manner hereinafter mentioned And all and every part of the money so to be borrowed on mortgage or bond shall be applied in carrying into execution the object and purposes of this Act.

6. Any money hereby authorized to be borrowed may be so borrowed in such sum or sums as the directors of the Company may think fit and for securing the repayment of the moneys so borrowed together with interest thereon it shall be lawful for the Company to issue debentures charged and secured upon the undertaking and tolls and such debentures shall be payable to the bearers thereof and shall entitle them to the rights and remedies hereinafter conferred on mortgagees And the interest of such debentures shall be paid in preference to any dividends payable to the shareholders of the Company And all debentures issued under the provisions of this Act shall be on an equal footing without priority one over the other.

Debentures may be issued.

7. Such debentures may be in the form or to the effect set forth in Schedule A hereto and shall be sealed with the common seal of the Company and be numbered arithmetically beginning with number one and so proceeding in an ascending arithmetical progression wherein the common difference shall be one And such debentures shall pass by delivery only and without any assignment or endorsement And the bearer of every such debenture shall have the same rights and remedies as if he were expressly named therein.

Form of debentures. Schedule A.

8. The principal and interest secured by debentures issued under this Act may be made payable in the City of Sydney in the Colony of New South Wales or in the City of Melbourne in the Colony of Victoria at the option of the bearer signified in writing signed by him and addressed to the directors bearing a memorandum to that effect endorsed thereon by the secretary or other officer appointed by the directors for that purpose And the bearer of any such debenture may from time to time alter the place of payment from the said City of Sydney to the said City of Melbourne or *vice versa* by giving at the office of the Company where the debenture shall for the time being be payable six calendar months previous notice in writing terminating on some half-yearly day of payment of interest of his wish to make such alteration and obtaining a memorandum of such alteration endorsed by such secretary or other officer on the debenture And it shall be lawful for the directors to provide for the payment in manner aforesaid of any principal money or interest secured by any debentures issued under this Act.

Principal and interest payable where.

9. It shall be lawful for the Company if they shall have paid off any money borrowed under the authority of this Act to borrow again the amount so paid off and so on from time to time but such power of re-borrowing shall not be exercised without the authority of a general meeting of the Company specially convened for that purpose.

Power to re-borrow.

10. A certificate under the hands of any two of the directors and the secretary endorsed on any debenture issued by the Company of the sum thereby secured being part of the total amount which the Company at the date of such certificate may legally borrow shall be sufficient evidence of the authority to borrow and to issue such debenture.

Evidence of authority to borrow by a debenture.

11. If the Company shall exercise the power of borrowing conferred by this Act they shall once during the months of January and July in each year publish in the *Government Gazette* a statutory declaration to be made by two of the directors and the secretary stating the amount of the subscribed capital of the Company the amount paid up thereon and the amount which the Company

Declaration in Gazette with respect to borrowing power.

Deniliquin and Moama Railway.

Company is at the date of the said declaration legally entitled to borrow on debentures and that the total amount then raised by the Company on debentures does not exceed the amount which the Company can then legally borrow.

5 12. The certificate of a Justice that a specified amount of the capital has been paid up and a copy of the order of the general meeting of the Company authorizing the borrowing of money on mortgage or bond certified by the chairman for the time being of the directors and by the secretary to be a true copy shall be sufficient evidence of the
10 fact of such specified amount of the capital having been paid up and of the order for borrowing having been made And upon production to any Justice of the books of the Company and of such other evidence as he shall think sufficient such Justice shall grant the said certificate.

Evidence of authority for borrowing on mortgage or bond.

13. It shall be lawful for the mortgagees of the Company to
15 enforce the payment of arrears of interest or the arrears of principal and interest due on their mortgage by the appointment of a receiver as hereinafter provided Provided that the mortgage debt or debts in arrear shall not be less than the sum of one thousand pounds.

Appointment of receiver.

14. It shall be lawful for the directors of the Company for the
20 time being with the consent of the majority of the shareholders present at a general meeting duly held for that purpose at which shall be present and vote the holders of not less than one thousand shares and sixty or more shareholders to increase the capital of the Company to any amount not exceeding two hundred and fifty thousand pounds
25 in the aggregate for the purpose of completing and maintaining the railway and other works hereby authorized And to raise such increased capital by creating an additional number of shares of five pounds each and to cause such shares to be sold or allotted to such persons as the directors shall approve of and on such terms and at such
30 prices as they can obtain for the same And such shares when sold shall be subject to the provisions of this Act and shall be personal estate and transmissible as such and shall entitle the holders to the same benefits rights and privileges in respect thereof as if the same had been subscribed for in the formation of the original capital.

Power to increase capital.

35 15. The said new shares shall vest in and belong to the shareholders who shall accept the same and pay the value thereof to the said Company at the times and by the instalments fixed by the directors And if any shareholder fail for one calendar month after the offer of any new share to him to accept the same and pay the
40 said instalments in respect thereof it shall be lawful for the directors to dispose of such shares in such manner as they shall deem most beneficial to the interests of the Company.

Pre-emption to original shareholders.

16. If at the time of any augmentation of the said capital
45 taking place the existing shares of the Company shall not be at a premium then such new shares may be issued in such manner and on such terms as the directors may think fit.

If shares not at a premium.

17. ~~The said shares~~ All shares in the Company shall be personal
estate and transmissible as such and shall not be of the nature of real
estate.

Shares to be personal estate.

50 18. Every person who shall have subscribed under this Act for or shall otherwise have become entitled to a share in the said Company and whose name shall have been entered on the register of shareholders hereinafter mentioned shall be deemed a shareholder of the Company and shall be entitled to participate in the profits of the
55 Company in proportion to the amount of capital which he shall have paid up.

Shareholders.

19. The directors shall cause a book to be kept to be called "the
60 register of shareholders" and in such book there shall be fairly and distinctly entered from time to time the names of the several corporations and the names occupations and addresses of the several persons

Register of shareholders.

Deniliquin and Moama Railway.

persons entitled to shares in the Company together with the number of shares to which they shall be respectively entitled distinguishing each share by its number and the amount of the subscriptions paid on such shares and the surnames or corporate names of the said 5 shareholders shall be placed in alphabetical order.

20. On demand of any shareholder the directors of the Company shall cause a certificate of the proprietorship of such shares to be delivered to such shareholder. And such certificate shall have the common seal of the Company affixed thereto and shall specify the 10 shares to which such shareholder is entitled and the same may be according to the form in Schedule B hereto or to the like effect. And for such certificate the Company may demand any sum not exceeding two shillings and sixpence. Certificates of shares.

21. The said certificate shall be admitted in all Courts as *prima facie* evidence of the title of such shareholder his executors administrators successors or assigns to the share therein specified but the want of such certificate shall not prevent any shareholder from disposing of his share or from receiving his share of profits in respect thereof. Certificate to be evidence.

22. If any such certificate be worn out or damaged then upon the same being produced at some meeting of the directors such directors may order the same to be cancelled and thereupon another similar certificate shall be given to the party in whom the property of such certificate and of the share therein mentioned shall be at the time vested or if such certificate be lost or destroyed then upon proof thereof to the satisfaction of the directors a similar certificate shall be given to the party entitled to the certificate so lost or destroyed and in either case a due entry of the substituted certificate shall be made by the secretary in the register of shareholders and for every such certificate so given or exchanged the Company may demand any sum 30 not exceeding two shillings and sixpence. Certificate to be renewed when destroyed.

23. Subject to the provisions of this Act any shareholder may sell or transfer all or any of his shares and every such transfer shall be by deed in which the consideration shall be truly stated and such deed may be according to the form in the Schedule C hereto or to the 35 like effect. Transfer of shares.
Transfer of shares to be by deed.

24. The said deed of transfer (when duly executed) shall be delivered to the secretary and be kept by him and the secretary shall enter a memorial thereof in a book to be called the "Register of Transfers" and shall endorse such entry on the deed of transfer and 40 shall on demand deliver a new certificate to the purchaser and for every such entry together with such endorsement and certificate the Company may demand any sum not exceeding two shillings and sixpence and on the request of the purchaser of any share an endorsement of such transfer shall be made on the certificate of such share 45 instead of a new certificate being granted and such endorsement being signed by the secretary shall be considered in every respect the same as a new certificate and until such transfer has been so delivered to the secretary 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 50 purchaser of the share shall not be entitled to receive any share of the profits of the undertaking or to vote in respect of such share. Transfer of shares to be registered &c.

25. No shareholder shall be entitled to transfer any share after any call shall have been made in respect thereof until he shall have paid such call nor until he shall have paid all calls for the time being 55 due on every share held by him. Transfer not to be made until calls paid.

26. It shall be lawful for the directors to close the register of transfers for a period not exceeding fourteen days previous to each ordinary meeting and they may fix a day for the closing of the same of which seven days notice shall be given by advertisement in some 60 newspaper Closing of transfer books.

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newspaper as after mentioned published in Sydney as well as in one published or circulating in the District wherein the Railway is situate and any transfer made during the time when the transfer books are so closed shall as between the Company and the party claiming 5 under the same but not otherwise be considered as made subsequently to such ordinary meeting.

27. If the interest in any share shall have become transmitted in consequence of the death or bankruptcy or insolvency of any share- holder or in consequence of the marriage of a female shareholder or 10 by any other lawful means than by a transfer according to the provisions of this Act such transmission shall be authenticated by a declaration in writing as hereinafter mentioned or in such other manner as the directors shall require and every such declaration shall state the manner in which and the party to whom such shares shall have been 15 so transmitted and shall be made and signed by some credible person before a Justice or before a Commissioner of the Supreme Court for taking affidavits and such declaration shall be left with the secretary and thereupon he shall enter the name of the person entitled under such transmission in the register of shareholders and for every such 20 entry the Company may demand any sum not exceeding five shillings and until such transmission has been so authenticated no person claiming by virtue of any such transmission shall be entitled to receive any share of the profits of the undertaking nor to vote in respect of any such share as the holder thereof.

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

28. If such transmission be by virtue of the marriage of a female shareholder the said declaration shall contain a copy of the 25 register of such marriage or other particulars of the celebration thereof and shall declare the identity of the wife of the holder of such share and if such transmission have taken place by virtue of any testament- 30 ary instrument or by intestacy the probate of the will or the letters of administration or an official extract therefrom shall together with such declaration be produced to the secretary and upon such production in either of the cases aforesaid the secretary shall make an entry of the declaration in the said register of transfers.

Proof of transmission by marriage will &c.

29. The Company shall not be bound to see to the execution of 35 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 Company or if it stands in the names of more parties than one the receipt of one of the parties 40 mentioned in the register of shareholders shall from time to time be a sufficient discharge to the 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 Company have had notice of such trusts and the Company shall not be bound to 45 see to the application of the money paid upon such receipt.

Company not bound to regard trusts.

30. The several persons who have subscribed any money towards the undertaking or their legal personal representatives respectively 50 shall pay the sums respectively so subscribed or such portions thereof as shall from time to time be called for by the Company at such times and places as shall be appointed by the Company and with respect to the provisions of this Act for enforcing the payment of calls the word "shareholder" shall extend to and include the legal personal repre- 55 sentatives of such shareholder.

Payment of calls subscriptions to be paid when called for.

31. It shall be lawful for the directors from time to time to make 60 such calls of money upon the respective shareholders in respect of the amount of capital respectively subscribed or owing by them as they shall think fit provided that twenty-one days notice at the least be given of each call and that no call exceed the sum of ten shillings in respect of any one share and that the aggregate amount of calls made in any one year do not exceed the sum of three pounds and every shareholder

Power to make calls.

Deniliquin and Moama Railway.

shareholder shall be liable to pay the amount of the calls so made in respect of the shares held by him to the persons and at the times and places from time to time appointed by the said directors.

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

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

34. If at the time appointed by the directors for the payment of any call any shareholder fail to pay the amount of such call it shall be lawful for the Company to sue such shareholder for the amount thereof in any Court of law or equity having competent jurisdiction and to recover the same with lawful interest from the day on which such call was payable. Enforcement of calls by action.

35. If in any action or suit to be brought by the Company against any shareholder to recover any money due for any call it shall not be necessary to set forth the special matter but it shall be sufficient for the Company to declare that the defendant is the holder of one share or more in the Company (stating the number of shares) and is indebted to the Company in the sum of money to which the calls in arrear shall amount in respect of one call or more upon one share or more (stating the number and amount of each of such calls) whereby an action hath accrued to the Company by virtue of this Act. Declaration in action for calls.

36. 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 the holder of one share or more in the Company and that such call was in fact made and such notice thereof given as is directed by this Act and it shall not be necessary to prove the appointment of the directors who made such call nor any other matter whatsoever and thereupon the Company shall be entitled to recover what shall be due upon such call with 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 or that calls amounting to more than the sum prescribed for the total amount of calls in one year had been made within that period. Matter to be proved in action for calls.

37. The production of the register of shareholders containing the name of the said defendant as a shareholder shall be *prima facie* evidence of his being a shareholder. Proof of proprietorship.

38. If any shareholder fail to pay any call payable by him together with the interest if any that shall have accrued thereon the directors at any time after the expiration of two months from the day appointed for payment of such call may declare the share in respect of which such call was payable forfeited and that whether the Company have sued for the amount of such call or not. Non-payment of calls. Forfeiture of shares for non-payment.

39. Before declaring any share forfeited the directors shall cause notice of such intention to be left at or transmitted by the post to the usual or last place of abode of the person appearing by the register of shareholders to be the proprietor of such share and if the holder of any such share be absent from the Colony or if his usual or last Notice of forfeiture to be given before declaration thereof.

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last place of abode be not known to the directors by reason of its being imperfectly described in the shareholders' address book or otherwise or if the interest in any such share shall be known by the directors to have become transmitted otherwise than by transfer as
 5 hereinbefore mentioned but a declaration of such transmission shall not have been registered as aforesaid and so the address of the parties to whom the same may have been transmitted or may for the time being belong shall not be known to the directors the directors shall give public notice of such intention in the *Government Gazette* and
 10 also in some newspaper published in Sydney as well as in one published or circulating in the district wherein the railway is situated and the several notices aforesaid shall be given twenty-one days at least before the directors shall make such declaration of forfeiture.

40. The said declaration of forfeiture shall not take effect so as
 15 to authorize the sale or other disposition of any share until such declaration have been confirmed at some general meeting of the Company to be held after the expiration of two months at the least from the day on which such notice of intention to make such declaration of forfeiture shall have been given and it shall be lawful for the
 20 Company to confirm such forfeiture at any such meeting and by an order at such meeting or at any subsequent general meeting to direct the share so forfeited to be sold or otherwise disposed of.

Forfeiture to be confirmed by a general meeting.

41. After such confirmation as aforesaid it shall be lawful for
 the directors to sell the forfeited shares either by public auction or
 25 private contract and if there be more than one such forfeited share then either separately or together as to them shall seem fit and any shareholder may purchase any forfeited share so sold.

Sale of forfeited shares.

42. A statutory declaration in writing by some credible person
 not interested in the matter made before any Justice that the call in
 30 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 and confirmed in manner hereinbefore required shall be sufficient evidence of the facts therein stated and such declaration and the receipt of the secretary of the Company for the price of such share
 35 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
 40 any irregularity in the proceedings in reference to such sale.

Evidence as to forfeiture of shares.

43. The Company shall not sell or transfer more of the shares
 of any such defaulter than will 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 interest and the ex-
 45 penses attending such sale and declaration of forfeiture and if the money produced by the sale of any such forfeited shares 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 the surplus shall on demand be paid to the
 50 defaulter.

No more shares to be sold than sufficient for payment of calls.

44. If payment of such arrears of calls and interest and expenses
 be made before any share so forfeited and vested in the Company shall
 have been sold such share shall revert to the party to whom the same
 belonged before such forfeiture in such manner as if such calls had
 55 been duly paid.

On payment of calls before sale forfeited share to revert.

45. If any execution either at law or in equity shall have been
 issued against the property or effects of the Company and if there
 cannot be found sufficient whereon to levy such execution then such
 execution may be issued against any of the shareholders to the extent
 of

Remedies against shareholders—
 Execution against shareholders to the extent of their shares in capital not paid up.

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of their shares respectively in the capital of the Company not then paid up And no shareholder or his real or personal estate shall be liable for any debt or demand whatever due or to become due from or by the Company or in anywise relating to the said undertaking for any 5 of the matters or things authorized by this Act to be made done or completed beyond the extent of his shares in the capital of the Company not then paid up 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 insti- 10 tuted 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 15 for any person entitled to any such execution at all reasonable times to inspect the register of shareholders without fee.

46. 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 20 sum by the directors out of the funds of the Company. Reimbursement of such shareholders.

47. Every mortgage and bond for securing money borrowed by the Company shall be by deed under the common seal of the Company wherein the consideration shall be truly stated and every such mortgage deed or bond may be according to the form in the Schedule D or E 25 hereto or to the like effect. Mortgages and bonds to be by deed.

48. The respective mortgagees shall be entitled one with another to their respective proportions of the tolls sums and premises comprised in such mortgages and of the future calls paid by the shareholders if comprised therein according to the respective sums in such mortgages 30 mentioned to be advanced by such mortgagees respectively and to be repaid the sums so advanced with interest without any preference one above another by reason of priority of the date of any such mortgage or of the meeting at which the same was authorized. Rights of mortgagees.

49. No such mortgage (although it should comprise future calls on the shareholders) shall unless expressly so provided preclude the 35 Company from receiving and applying to the purposes of the Company any calls to be made by the Company. Application of calls notwithstanding mortgage.

50. The respective obligees in such bonds shall proportionately according to the amount of the moneys secured thereby be entitled to 40 be paid out of the tolls or other property or effects of the Company the respective sums in such bonds mentioned and thereby intended to be secured without any preference one above another by reason of priority of date of any such bond or of the meeting at which the same was authorized or otherwise howsoever. Rights of obligees.

51. A register of mortgages and bonds shall be kept by the secretary and within fourteen days after the date of any such mortgage or bond an entry or memorial specifying the number and date of such mortgage or bond and the sums secured thereby and the names of the parties thereto with their proper additions shall be made in such 45 register and such register may be perused at all reasonable times by 50 any of the shareholders or by any mortgagee or bond creditor of the Company or by any person interested in any such mortgage or bond without fee or reward. Register of mortgages and bonds.

52. Any party entitled to any such mortgage or bond may from 55 time to time transfer his right and interest therein to any other person and every such transfer shall be by deed wherein the consideration shall be truly stated and every such transfer may be according to the form in the Schedule F hereto or to the like effect. Transfers of mortgages and bonds to be by deed &c.

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53. Within thirty days after the date of every such transfer if executed within this Colony or otherwise within thirty days after the arrival thereof in this Colony it shall be produced to the secretary and thereupon the secretary shall cause an entry or memorial thereof to be made in the same manner as in the case of the original mortgage and after such entry every such transfer shall entitle the transferee to the full benefit of the original mortgage or bond in all respects and no party having made such transfer shall have power to make void release or discharge the mortgage or bond so transferred or any money thereby secured and for such entry the directors may demand a sum not exceeding two shillings and sixpence and until such entry the Company shall not be in any manner responsible to the transferee in respect of any such mortgage.
54. The interest of the money borrowed upon any such mortgage or bond shall be paid at the periods appointed in such mortgage or bond and if no period be appointed half-yearly to the several parties entitled thereto and in preference to any dividends payable to the shareholders of the Company.
55. The interest on any such mortgage or bond shall not be transferable except by deed.
56. The directors may if they think proper fix a period for the repayment of the principal money so borrowed with the interest thereof and in such case the directors shall cause such period to be inserted in the mortgage deed or bond and upon the expiration of such period the principal sum together with the arrears of interest thereon shall on demand be paid to the party entitled to such mortgage or bond and if no other place of payment be inserted in such mortgage deed or bond such principal and interest shall be payable at the principal office or place of business of the Company.
57. If no time be fixed in the mortgage deed or bond for the repayment of the money so borrowed the party entitled to the mortgage or bond may at the expiration or at any time after the expiration of twelve months from the date of such mortgage or bond demand payment of the principal money thereby secured with all arrears of interest upon giving six months previous notice for that purpose and in the like case the directors may at any time pay off the money borrowed on giving the like notice and every such notice shall be in writing or print or both and if given by a mortgagee or bond creditor shall be delivered to the secretary or left at the principal office of the Company and if given by the directors shall be given either personally to such mortgagee or bond creditor or left at his residence or if such mortgagee or bond creditor be unknown to the directors or cannot be found after diligent inquiry such notice shall be given by advertisement in the *Government Gazette* and in some newspaper published in Sydney and in one published or circulating in the district where the railway is situated.
58. If the directors shall have given notice of their intention to pay off any such mortgage or bond at a time when the same may lawfully be paid off by them then at the expiration of such notice all further interest shall cease to be payable on such mortgage or bond unless on demand of payment made pursuant to such notice or at any time thereafter the directors shall fail to pay the principal and interest due at the expiration of such notice on such mortgage or bond.
59. Where by this Act the mortgagees of the Company shall be empowered to enforce the payment of the arrears of interest or the arrears of principal and interest due on such mortgages by the appointment of a receiver then if within thirty days after the interest accruing upon any such mortgage has become payable and after demand thereof in writing the same be not paid the mortgagee may without
- Transfers of mortgages and bonds to be registered.
- Interest on mortgage to be paid in preference to dividends to shareholders.
- Transfers of interest to be by deed.
- Repayment of money borrowed at a time fixed.
- Repayment of money borrowed where no time fixed.
- Interest to cease on expiration of notice to pay off mortgage or bond.
- Arrears of interest when to be enforced by appointment of a receiver.
- Arrears of principal and interest.

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without prejudice to his rights to sue for the interest so in arrear in any Court of competent jurisdiction require the appointment of a receiver by an application to be made as hereinafter provided and if within six months after the principal money owing upon any such mortgage has become payable and after demand thereof in writing the same be not paid the mortgagee without prejudice to his right to sue for such principal money together with all arrears of interest in any such Court may if his debt amount to the ~~hereinbefore~~ prescribed sum alone or if his debt does not amount to the prescribed sum he may in conjunction with other mortgagees whose debts being so in arrear after demand as aforesaid shall together with his amount to the prescribed sum require the appointment of a receiver by an application to be made as hereinafter provided.

60. Every application for a receiver in the cases aforesaid shall be made to two Justices and on any such application it shall be lawful for such Justices by order in writing after hearing the parties to appoint some person to receive the whole or a competent part of the toll or sums liable to the payment of such interest or until such principal and interest as the case may be together with all costs including the charges or receiving the tolls or sums aforesaid be fully paid and upon such appointment being made all such tolls and sums of money as aforesaid shall be paid to and received by the person so to be appointed and the money so to be received shall be so much money received by or to the use of the party to whom such interest or such principal and interest as the case may be shall be then due and on whose behalf such receiver shall have been appointed and after such interest and costs or such principal interest and costs have been so received the power of such receiver shall cease.

61. At all reasonable times the books of accounts of the Company shall be open to the inspection of the respective mortgagees and bond creditors thereof with liberty to take extracts therefrom without fee or reward.

62. The capital to be raised by the creation of new shares shall be considered as part of the general capital and shall be subject to the same provisions in all respects whether with reference to the payment of calls or the forfeiture of shares on nonpayment of calls or otherwise as if it had been part of the original capital except as to the times of making calls for such additional capital and the amount of such calls which respectively it shall be lawful for the Company from time to time to fix as they shall think fit.

Consolidation of Shares.

63. It shall be lawful for the directors from time to time with the consent of three-fifths of the votes of the shareholders present in person or by proxy at any general meeting of the Company when due notice for that purpose shall have been given to convert and consolidate all or any part of the shares then existing in the capital of the Company and in respect whereof the whole money subscribed shall have been paid up into a general capital stock to be divided amongst the shareholders according to their respective interests therein.

64. After such conversion or consolidation shall have taken place all the provisions contained in this Act which require or imply that the capital of the Company shall be divided into shares of any fixed amount and distinguished by numbers shall as to so much of the capital as shall have been so converted or consolidated into stock cease and be of no effect and the several holders of such stock may thenceforth transfer their respective interests therein or any parts of such interests in the same manner and subject to the same provisions as or according

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according to which any shares in the capital of the Company might be transferred under the provisions of this Act and the directors shall cause an entry to be made in some book to be kept for that purpose of every such transfer and for every such entry may demand any sum not exceeding two shillings and sixpence.

65. The directors shall from time to time cause the names of the several parties who may be interested in any such stock as aforesaid with the amount of the interest therein possessed by them respectively to be entered in a book to be kept for that purpose and to be called "the Register of Holders of Consolidated Stock" and such book shall be accessible at all seasonable times to the several holders of shares or stock in the Company.

66. The several holders of such stock shall be entitled to participate in the dividends or profits of the Company according to the amount of their respective interests in such stock and such interests shall in proportion to the amount thereof confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company qualification for the office of directors and for other purposes as would have been conferred by shares of equal amount in the capital of the Company but so that none of such privileges or advantages except the participation in the dividends and the profits of the Company shall be conferred by any aliquot part of such amount of consolidated stock as would not if existing in shares have conferred such privileges or advantages respectively.

67. All the money raised by the Company whether by subscriptions of the shareholders or by loan or otherwise shall be applied ~~firstly~~ first in paying the costs and expenses incurred in obtaining this Act and all expenses incident thereto and secondly in carrying the purposes of the Company into execution.

General Meetings.

68. The first general meeting of the shareholders of the Company shall be held at some convenient place in Deniliquin within three months after the passing of this Act between the hours of ten in the forenoon and four in the afternoon And all subsequent general meetings of the Company shall be held on the first Monday in the months of February or August or at such other stated periods as shall be appointed for that purpose by an order of a general meeting and the meetings so appointed to be held as aforesaid shall be called ordinary meetings and all meetings whether ordinary or extraordinary shall be held at some place to be appointed by the directors.

69. No matters except such as are appointed by this Act to be done at an ordinary meeting shall be transacted at any such meeting unless special notice of such matters have been given in the advertisement convening such meeting.

70. Every general meeting of the shareholders other than an ordinary meeting shall be called an extraordinary meeting and such meetings may be convened by the directors at such times as they think fit.

71. No extraordinary meeting shall enter upon any business not set forth in the notice upon which it shall have been convened.

72. It shall be lawful for a number of shareholders not being less than twenty holding in the aggregate shares to the amount of not less than one-tenth of the capital of the Company by writing under their hands at any time to require the directors to call an extraordinary meeting of the Company and such requisition shall fully express the object of the meeting required to be called and shall be left at the office of the Company or given to at least three directors or left at their

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their last or usual places of abode and forthwith upon the receipt of such requisition the directors shall convene a meeting of the shareholders and if for twenty-one days after such notice the directors fail to call such meeting the number of shareholders qualified as aforesaid may call such meeting by giving fourteen days public notice thereof.

73. Fourteen days public notice at the least of all meetings Notice of meetings. whether ordinary or extraordinary shall be given by advertisement in the *Government Gazette* and in one newspaper published in Sydney as well as in some newspaper published in or circulating in the district wherein the railway is situated which shall specify the place the day and the hour of meeting and every notice of an extraordinary meeting or of an ordinary meeting if any other business than the business hereby appointed for ordinary meetings is to be done thereat shall specify the purpose for which the meeting is called.

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

75. At every meeting of the Company one or other of the Chairman at general meetings. following persons shall preside as chairman that is to say the chairman of the directors or in his absence the deputy chairman (if any) or in the absence of the chairman and deputy chairman some one of the directors of the Company to be chosen for that purpose by the meeting or in the absence of the chairman and deputy chairman and all the directors any shareholder to be chosen for that purpose by a majority of the shareholders present at such meeting.

76. The shareholders present at any such meeting shall proceed Business at meetings and adjournments. in the execution of the powers of the Company with respect to the matters for which such meeting shall have been convened and those only and every such meeting may be adjourned from time to time and from place to place and no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which such adjournment took place.

77. At all general meetings of the Company every shareholder Votes of shareholders. shall have one vote for every share up to ten and he shall have an additional vote for every five shares beyond the first ten shares held by him up to one hundred and an additional vote for every ten shares held by him beyond the first hundred shares Provided always that no shareholder shall be entitled to vote at any meeting unless he shall have paid all the calls then due upon the shares held by him.

78. The votes may be given either personally or by proxies Manner of voting. being shareholders authorized by writing according to the form in the Schedule G to this Act annexed or in a form to the like effect under the hand of the shareholder nominating such proxy or if such shareholder be a corporation then under their common seal and every proposition at any such meeting shall be determined by the majority of votes of the parties present including proxies the chairman of the meeting being entitled to vote not only as a principal and proxy but to have a casting vote if there be an equality of votes.

79. No person shall be entitled to vote as a proxy unless the Regulations as to proxies. instrument appointing such proxy have been transmitted to the secretary

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secretary of the Company **not** less than forty-eight hours before the time appointed for holding the meeting at which such proxy is to be used.

80. If several persons be jointly entitled to a share the person whose name stands first in the register of shareholders as one of the holders of such share shall for the purpose of voting at any meeting be deemed the sole proprietor thereof and on all occasions the vote of such first-named shareholder either in person or by proxy shall be allowed as the vote in respect of such share without proof of the concurrence of the other holders thereof.

Votes of joint shareholders.

81. If any shareholder be a lunatic or idiot such lunatic or idiot may vote by his committee and if any shareholder be a minor he may vote by his guardian or any of his guardians and every such vote may be given either in person or by proxy.

Votes of lunatics and minors.

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

Proof of a particular majority of votes only required if a poll demanded.

83. Alfred William Finch Noyes William McKenzie William Bignell Donald Cameron Thomas Robertson and David Griffiths Jones

Appointment and rotation of directors.

shall be the first directors of the Company and shall continue in office until the first general meeting of the Company to be holden within six ~~three~~ months after the passing of this Act.

84. The shareholders present personally or by proxy may at such first general meeting as hereinbefore provided either continue in office the directors appointed by this Act or any number of them or may elect six persons to be directors the directors appointed by this Act being eligible as members of such new body and at the first half-yearly meeting to be held in the month of ~~January~~ **February** in every year thereafter the shareholders present personally or by proxy shall elect persons to supply the places of the directors then retiring from office agreeably to the provisions hereinafter contained and the several persons elected at any such meeting being neither removed nor disqualified nor having resigned shall continue to be directors until directors are elected in their stead as hereinafter mentioned.

Election of directors.

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

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

86. No person shall be capable of being a director unless he be a shareholder nor unless he be possessed of at least ~~twenty-five~~ **fifty** shares and no person holding an office or place of trust or profit under the Company or interested in any contract with the Company shall be capable of being a director and no director shall be capable of accepting any other office or place of trust or profit under the Company or of being interested in any contract with the Company during the time he shall be a director

Qualification of directors.

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director but nothing herein contained shall be construed to prevent the Company from assigning any remuneration to the chairman and directors for their services.

87. If any of the directors at any time subsequently to his election accept or continue to hold any other office or place of trust or profit under the Company or be either directly or indirectly concerned in any contract with the Company or participate in any manner in the profits of any work to be done for the Company or if such director at any time cease to be a holder of the prescribed number of shares in the Company or if he shall be absent from the meetings of the Board of Directors for three consecutive months without the leave of the said Board then in any of the cases aforesaid the office of such director shall become vacant and thenceforth he shall cease from voting or acting as a director. Provided always that no person being a shareholder or member of any incorporated joint stock Company shall be disqualified or prevented from acting as a director by reason of any contract entered into between such joint stock Company and the Company incorporated by this Act but no such director being a shareholder or member of any such joint stock Company shall vote on any question as to any contract with such joint stock Company.

Cases in which office of director shall become vacant.

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

88. The directors appointed by this Act and continued in office as aforesaid or the directors elected to supply the places of those retiring as aforesaid shall subject to the provision hereinbefore contained for increasing or reducing the number of directors retire from office at the times and in the proportions following the individuals to retire being in each instance determined by ballot among the directors unless they shall otherwise agree that is to say—

Rights of mortgagees.

- At the end of the first year after the first election of directors one-third of such directors to be determined by ballot among themselves unless they shall otherwise agree shall go out of office.

At the end of the second year one half of the remaining number of such directors to be determined in like manner shall go out of office.

- At the end of the third year the remainder of such directors shall go out of office.

- And in each instance the places of the retiring directors shall be supplied by an equal number of qualified shareholders and at the first ordinary meeting in every subsequent year ~~the prescribed number and~~ if no number be prescribed one-third of the directors being those who have been longest in office shall go out of office and their places shall be supplied in like manner nevertheless every director so retiring from office may be re-elected immediately or at any future time and after such re-election shall with reference to the going out by rotation be considered as a new director.

89. If any director die or resign or become disqualified or incompetent to act as a director or cease to be a director by any other cause than that of going out of office by rotation as aforesaid the remaining directors ~~if they think proper so to do may~~ shall forthwith elect in his place some other shareholder duly qualified to be a director and the shareholder so elected to fill up any such vacancy shall continue in office as a director so long only as the person in whose place he shall have been elected would have been entitled to continue if he had remained in office.

Supply of occasional vacancies in office of directors.

Powers of Directors.

90. The directors shall have the management and superintendence of the affairs of the 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 shareholders but all the powers so to be exercised shall be exercised in accordance with

Powers of the Company to be exercised by the directors.

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with and subject to the provisions of this Act and the exercise of all such powers shall be subject also to the control and regulation of any general meeting specially convened for the purpose but not so as to render invalid any act done by the directors prior to any resolution
5 passed by such general meeting.

91. Except as otherwise provided by this Act the following powers of the Company that is to say the choice and removal of the directors except as hereinbefore mentioned and the increasing or
10 reducing of their number where authorized by this Act the choice of auditors the determination of the remuneration to the directors auditors treasurer and secretary the determination as to the amount of money to be borrowed on mortgage the determination as to the augmentation of capital and the declaration of dividends shall be exercised only at a general meeting of the shareholders.

Powers of the Company not to be exercised by the directors.

15

Proceedings of Directors.

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

Meetings of directors.

Quorum.

93. At the first meeting of directors held after the passing of this Act and at the first meeting of the directors held after each annual appointment of directors the directors present at such meeting shall choose one of the directors to act as a chairman of the directors
30 for the year following such choice and shall also if they think fit choose another director to act as deputy chairman for the same period And if the chairman or deputy chairman die or resign or cease to be a director or otherwise become disqualified to act the directors present at the meeting next after the occurrence of such vacancy shall choose
35 some other of the directors to fill such vacancy and every such chairman or deputy chairman so elected as last aforesaid shall continue in office so long only as the person in whose place he may be so elected would have been entitled to continue if such death resignation removal or disqualification had not happened.

Permanent chairman of directors.

94. If at any meeting of the directors neither the chairman nor
40 deputy chairman be present the directors present shall choose some one of their number to be the chairman of such meeting.

Occasional chairman of directors.

95. It shall be lawful for the directors to appoint one or more committees consisting of such number of directors as they think fit
45 ~~within the prescribed limits if any~~ And they may grant to such committees respectively power on behalf of the Company to do any acts relating to the affairs of the Company which the directors could lawfully do and which they shall from time to time think proper to entrust to them.

Committees of directors.

Power of committees.

96. The said committees may meet from time to time and may adjourn from place to place as they may think proper for carrying into effect the purposes of their appointment and no such committee shall exercise the powers entrusted to them except at a meeting at which
50 they there shall be present the prescribed quorum or if no quorum be prescribed then a quorum to be fixed for that purpose by the general body of directors And at all meetings of the committees one of the members present shall be appointed chairman And all questions at any meeting of the committee shall be determined by a majority of
votes

Meetings of committees.

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votes of the members present and in case of an equal division of votes the chairman shall have a casting vote in addition to his vote as a member of the committee.

97. The power which may be granted to any such committee Contracts by committee or directors how to be entered into.
 5 to make contracts as well as the power of the directors to make contracts on behalf of the Company may lawfully be exercised as follows (that is to say)—

10 With respect to any contract which if made between private persons would be by law required to be in writing and under seal such committee of the directors may make such contract on behalf of the Company in writing and under the common seal of the Company and in the same manner may vary or discharge the same.

15 With respect to any contract which if made between private persons would be by law required to be in writing and signed by the parties to be charged therewith then such committee or the directors may make such contract on behalf of the Company in writing signed by such committee or any two of them or any two of the directors and in the same manner
 20 may vary or discharge the same.

With respect to any contract which if made between private persons would by law be valid although made by parol only and not reduced into writing such committee or the directors may make such contract on behalf of the Company by parol
 25 only without writing and in the same manner may vary or discharge the same.

And all contracts made according to the provisions herein contained shall be effectual in law and shall be binding upon the Company and their successors and all other parties thereto their heirs executors or
 30 administrators as the case may be and on any default in the execution of any such contract either by the Company or any other party thereto such actions or suits may be brought either by or against the Company as might be brought had the same contracts been made between private persons only.

35 98. The directors shall cause notes minutes or copies as the case may require of all appointments made or contracts entered into by the directors of the orders and proceedings of the Company and of the directors and committees of directors to be duly entered in books to be from time to time provided for the purpose which shall be kept under
 40 the superintendence of the directors and every such entry shall be signed by the chairman of such meeting and such entry so signed shall be received in evidence as evidence in all events Courts and before all Judges Justices and others without proof of such respective meetings having been duly convened or held or of the persons making or entering
 45 such orders or proceedings being shareholders or directors or members of committee respectively or of the signature of the chairman or of the fact of his having been chairman all of which last-mentioned matters shall be presumed until the contrary be proved.

99. All acts done by any meeting of the directors or of a
 50 committee of directors or by any person acting as a director shall notwithstanding it may afterwards be discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid or that they or any of them were or was disqualified be as valid as if every such person had been duly appointed and was quali-
 55 fied to be a director. Informalities in appointment of directors not to invalidate proceedings.

100. No director by being party to or executing in his capacity
 of director any contract or other instrument on behalf of the Company
 or otherwise lawfully executing any of the powers given to the directors shall be subject to and be sued or prosecuted individually or collectively
 by Directors not to be personally liable.

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by any person whomsoever and the bodies or goods or lands of the directors shall not be liable to execution of any legal process by reason of any contract or other instrument so entered into signed or executed by them or by reason of any other lawful act done by them in the
 5 execution of any of their powers as directors and the directors their heirs executors and administrators shall be indemnified out of the capital of the Company for all payments made or liabilities incurred in respect of any acts done by them and for all losses costs and damages which they may incur in the powers granted to them and the directors
 10 for the time being of the Company may apply the existing funds and capital of the Company for the purposes of such indemnity and may if necessary for that purpose make calls of the capital remaining unpaid if any.

Auditors.

15 101. At the first general meeting after the passing of this Act the shareholders shall elect two auditors in like manner as is provided for the election of directors and at the ordinary meeting of the Company in the month of ~~January~~ **February** in each year thereafter the Company shall in like manner elect an auditor to supply the place of the auditor
 20 then retiring from office according to the provision hereinafter contained and every auditor elected as hereinbefore provided being neither removed nor disqualified nor having resigned shall continue to be an auditor until another be elected in his stead. Election of auditors.

25 102. Every auditor shall have at least five shares in the Company and he shall not hold any other office in the Company nor be in any other manner interested in its concerns except as a shareholder. Qualification of auditors.

103. 102. One of such auditors to be determined in the first instance by ballot between themselves unless they shall otherwise agree and afterwards by seniority shall go out of office at the ordinary meeting
 30 in the month of ~~January~~ **February** in each year but the auditors so going out shall be immediately re-eligible and after any such re-election shall with respect to the going out of office by rotation be deemed a new auditor. Rotation of auditors.

104. 103. If any vacancy take place among the auditors in the course of the current year then at any general meeting of the shareholders the
 35 ~~vacancy may if they think fit be supplied by election of the shareholders~~ such vacancy shall be forthwith filled up by the board of directors and the auditor so appointed shall remain in office till the next general meeting of shareholders. Vacancy in office of auditor.

40 105. 104. The provision of this Act respecting the failure of an ordinary meeting at which directors ought to be chosen shall apply ~~mutatis mutandis~~ to any ordinary meeting at which an auditor ought to be appointed. Failure of meeting to elect auditor.

106. 105. The directors shall deliver to such auditors the half-
 45 yearly or other periodical accounts and balance-sheet fourteen days at the least before the ensuing ordinary meeting at which the same are required to be produced to the shareholders as hereinafter provided. Delivery of balance-sheet to auditors.

107. 106. It shall be the duty of such auditors to receive from the directors the half-yearly or other periodical accounts and balance-
 50 sheet required to be presented to the shareholders and to examine the same. Duty of auditors.

108. 107. It shall be lawful for the auditors to employ such account-
 55 ants and other persons as they may think proper at the expense of the Company and they shall either make a special report on the said accounts or simply confirm the same and such report or confirmation shall be read together with the report of the directors at the ordinary meeting. Powers of auditors.

Accountability

*Deniliquin and Moama Railway.**Accountability of Officers.*

109. 108. Before any person intrusted with the custody and control of moneys whether secretary collector or other officer of the Company shall enter upon his office the directors shall take sufficient security
5 from him for the faithful execution of his office. Security from officers.

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

111. 110. If any such officer fail to render such account or to produce and deliver up all the vouchers and receipts relating to the same in his possession or power or to pay the balance thereof when thereunto
20 required or if for three days after being thereunto required he fail to deliver up to the directors or to any person appointed by them to receive the same all papers and writings property effects matters and things in his possession or power as an officer of the Company or belonging to the Company then on complaint thereof being made to a
25 Justice such Justice shall summon such officer to appear before two or more Justices at a time and place to be set forth in such summons to answer such charge and upon the appearance of such officer or in his absence upon proof that such summons was personally served upon him or left at his last known place of abode such Justices may hear and
30 determine the matter in a summary way and may assess and declare the balance owing by such officer and if it appears either upon confession of such officer or upon evidence or upon inspection of the accounts that any moneys of the Company are in the hands of such officer or owing by him to the Company such Justice may order such officer to
35 pay the same and if he fail to pay the amount it shall be lawful for such Justice to grant a warrant to levy the same by distress or in default thereof to commit the offender to gaol for a period not exceeding three months unless the same be sooner paid. Summary remedy against parties failing to account.

112. 111. If any such officer refuse to make out such account in writing or to produce and deliver to the Justices the several vouchers
40 and receipts relating thereto or to deliver up any books papers or writings property effects matters and things if any in his possession or power belonging to the Company such Justices may commit such offender to gaol there to remain until he shall have delivered up all
45 vouchers and receipts (if any) books papers writings property effects matters and things in his possession or power or belonging to the Company. Officers refusing to deliver up documents &c. to be imprisoned.

113. 112. If any director or other person acting on behalf of the Company shall make oath that he has good reason to believe upon
50 grounds to be stated in his deposition and does believe that it is the intention of any such officer as aforesaid to abscond it shall be lawful for the Justice before whom the complaint is made instead of issuing his summons to issue his warrant for the bringing such officer before two Justices as aforesaid and it shall be lawful for the Justice before whom
55 such officer may be brought either to discharge such officer if he thinks there is no sufficient ground for his detention or to order such officer to be detained in custody so as to be brought before two Justices at a time and place to be named in such order unless such officer gave bail to the satisfaction of such Justice for his appearance before
60 such Justices to answer the complaint of the Company. Where officer about to abscond a warrant may be issued in the first instance.

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114. 113. No such proceeding against or dealing with any such officer as aforesaid shall deprive the Company of any remedy which they might otherwise have against such officer or any surety of such officer. Sureties not to be discharged.

5

Accounts.

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

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

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

118. 117. The directors shall produce to the shareholders assembled at such meeting the said balance-sheet and applicable to the period immediately preceding such meeting together with the report of the auditors thereon as hereinbefore provided. Balance-sheet to be produced at the meeting.

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

Dividends.

120. 119. Previously to every half-yearly meeting at which a dividend is intended to be declared the directors shall cause a scheme to be prepared showing the profits if any of the Company for the period current since the preceding half-yearly meeting at which a dividend was declared and apportioning the same or so much thereof as they may consider applicable to the purposes of dividend among the shareholders according to the shares held by them respectively the amount paid thereon and the periods during which the same may have been paid and shall exhibit such scheme at such meeting And at such meeting a dividend may be declared according to such scheme. Previously to declaration of dividends a scheme to be prepared.

121. 120. The Company shall not make any dividend whereby their capital stock will be in any degree reduced Provided always that the word "dividend" shall not be construed to apply to a return of any portion Dividend not to be made so as to reduce capital.

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portion of the capital stock with the consent of all the mortgagees and bond creditors of the Company due notice being given for that purpose at an extraordinary meeting to be convened for that object.

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

Power to directors to set apart a fund for contingencies.

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

Dividend not to be paid unless all calls paid.

By-Laws.

124. 123. It shall be lawful for the Company from time to time to make by-laws not being repugnant to the laws of this Colony or to the provisions of this Act for the following purposes (that is to say)—

Power to make by-laws.

For regulating the conduct of the officers and servants of the Company and providing for the proper management of the affairs of the Company in all matters not otherwise by this Act provided for.

For the protection of the railway and other property and works of the Company from trespass or injury.

For regulating the mode by which and the speed at which carriages using the railway are to be moved or propelled.

For regulating the loading and unloading of such carriages and the weights which they are respectively to carry.

For regulating the receipt and delivery of goods and other things which are to be conveyed upon or in such carriages.

For regulating the number of passengers to be carried in any carriage and the occupation of the seats therein.

In preventing or restricting smoking and the commission of any other nuisance in or upon such carriages or in any of the stations or premises occupied by the Company.

And generally for regulating the travelling upon or use of the railway but no such by-law shall authorize the closing of the railway or prevent the passage of engines or carriages on the railway at reasonable times except at any time when in conveyance consequence of any of the works being out of repair or from any other sufficient cause it shall be necessary to close the railway or any portion thereof

And such by-laws shall be reduced into writing and shall have affixed thereto the common seal of the Company and be published in the *Government Gazette* and in two newspapers circulating in the district thirty days at least

before coming into operation And any person offending against any such by-law shall upon conviction before any two Justices forfeit for every offence any sum not exceeding five pounds to be imposed in such by-laws as a penalty for any such offence And if the infraction or non-observance of any such by-laws be attended with danger or annoyance to the public or hindrance to the Company in the lawful use of the railway it shall be

lawful for the Company summarily to interfere to obviate or remove such danger annoyance or hindrance and that without prejudice to the recovery of any penalty incurred by the infraction or non-observance of such by-laws.

125. 124. The substance of such by-laws shall be painted on boards or printed on paper and affixed to boards and placed and maintained in a legible state in some conspicuous part of every station and place of business belonging to the Company according to the nature and subject

Publication of by-laws.

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subject matter of such by-laws so that notice thereof may be given to all parties affected thereby and no penalty imposed by any such by-law shall be recoverable unless the same shall have been published and kept published as aforesaid.

5 ~~126.~~ **125.** The production of a written or printed copy of the by-laws of the Company having the common seal of the Company affixed thereto shall be sufficient evidence of such by-laws in all proceedings under the same. Evidence of by-laws.

~~127.~~ **126.** Such by-laws when so published and affixed shall be binding upon and be observed by all parties and shall be sufficient to justify all persons acting under the same and for proof of the publication of any such by-laws it shall be sufficient to prove that a printed paper or painted board containing a copy of such by-laws was affixed and continued in manner by this Act directed and in case of the same being afterwards displaced or damaged then that such paper or board was replaced as soon as conveniently might be. By-laws to be binding on all parties. Provided that no such by-laws as shall be applicable to other persons than the members of the said Company and its officers agents servants and workmen shall be binding on such persons until two months after they shall have been laid before the Governor and Executive Council unless the said Governor with the advice of the said Council shall before the expiration of such period have signified their approbation thereof and the said Governor with the said advice shall have power at any time to disallow any such by-law as last aforesaid and thereupon the same shall not have and shall cease to have any force or effect in law.

~~128.~~ **127.** Any summons or notice or any writ or other proceeding at law or in equity requiring to be served upon the Company may be served by the same being left at or transmitted through the post directed to the principal office of the Company or one of their principal offices where there shall be more than one or being given personally to the secretary or in case there be no secretary then by being given to any one director of the Company. Service of notices upon Company.

~~129.~~ **128.** ~~Notices requiring~~ Every notice required to be served by the Company upon the shareholders may unless expressly required to be served personally be served by the same being transmitted through the post directed according to the registered address or other known address of the shareholder within such period as to admit of its being delivered in the course of delivery within the period prescribed for the giving of such notice and in proving such service it shall be sufficient to prove that such notice was properly directed and that it was so put into the post office. Service by Company on shareholders. Provided that the requirements of this section as to the time of transmission shall not apply to shareholders resident out of the Colony but in every such case fourteen days notice at the least shall be given by advertisement in the *Government Gazette* and in newspapers published or circulating in Sydney Melbourne and Deniliquin respectively.

~~130.~~ **129.** All notices directed to be given to the shareholders shall with respect to any share to which persons are jointly entitled be given to whichever of the said persons shall be named first in the register of shareholders and notice so given shall be sufficient notice to all the proprietors of such share. Notices to joint proprietors of shares.

~~131.~~ **130.** Every summons notice or other such document requiring authentication by the Company may be signed by two directors or by the secretary of the Company and need not be under the common seal of the Company and the same may be in writing or in print or partly in writing and partly in print. Authentication of notices.

~~132.~~ **131.** If any person against whom the Company shall have any claim or demand become bankrupt or take the benefit of any Act for the relief of insolvent debtors it shall be lawful for the secretary of the Company in all proceedings against the estate of such bankrupt or

Proof of debts insolvency &c.

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or insolvent or under any fiat sequestration or Act of insolvency against such bankrupt or insolvent to represent the Company and act in their behalf in all respects.

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

Tender of amends.

15 *Recovery of damages and penalties.*

134. 133. In all cases where any damages costs or expenses are by
this Act or any Act incorporated therewith directed to be paid and the method of ascertaining the amount or enforcing the payment thereof is not provided for such payment in case of dispute shall be ascertained
20 and determined by the Justices and if the amount so ascertained be not paid by the Company or other party liable to pay the same within seven days after demand the amount may be recovered by distress of the goods of the Company or other party liable as aforesaid and the Justices by whom the same shall have been ordered to be paid or either
25 of them on application shall issue their or his warrant accordingly.

Provisions for damages not otherwise provided for.

135. 134. If sufficient goods of the Company cannot be found
whereon to levy any such damages costs or expenses payable by the Company the same may if the amount thereof do not exceed twenty pounds be recovered by distress of the goods of the secretary of the
30 Company and the Justices aforesaid or either of them on application shall issue their or his warrant accordingly But no such distress shall issue against the goods of such secretary unless seven days previous notice in writing stating the amount so due and demanding payment thereof have been given to such secretary or left at his residence and
35 if such secretary pay any money under such distress as aforesaid he may retain the amount so paid by him and all costs and expenses occasioned thereby out of any money belonging to the Company coming into his custody or control or he may sue the Company for the same.

Distress against the secretary.

136. 135. Where in this Act or in any Act incorporated therewith
40 any question of compensation expenses charge or damages is referred to the determination of any one Justice or more it shall be lawful for any Justice upon the application of either party to summon the other party to appear before one Justice or before two Justices as the case may require at a time and place to be named in such summons and
45 upon the appearance of such parties or in the absence of any of them upon proof of due service of the summons it shall be lawful for such one Justice or such two Justices as the case may be to hear and determine such question and for that purpose to examine such parties or any of them and their witnesses on oath and the costs of every such
50 inquiry shall be in the discretion of such Justices and they shall determine the amount thereof.

Method of proceeding before Justices in question of damages &c.

137. 136. The Company shall publish the short or particulars of the
several offences for which any penalty is imposed by this Act or any
Act incorporated therewith or by any by-law of the Company affecting
55 other persons than the shareholders officers or servants of the Company and of the amount of every such penalty and shall cause such particulars to be painted on a board or printed upon paper and pasted thereon

Publication of penalties.

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thereon and shall cause such board to be hung up or affixed in some conspicuous part of the principal place of business of the Company And where any such penalties are of local application shall cause such boards to be affixed in some conspicuous place in the immediate neighbourhood to which such penalties are applicable or have reference and such particulars shall be renewed as often as the same or any part thereof is obliterated or destroyed and no such penalty shall be recoverable unless it shall have been published and kept published in the manner hereinbefore required.

- 10 ~~138.~~ 137. If any person pull down or injure any board put up or affixed as required by this Act or any Act incorporated therewith for the purpose of publishing any by-law or penalty or shall obliterate any of the letters or figures thereon he shall forfeit for every such offence a sum not exceeding five pounds and shall defray the expenses attending

Penalty for defacing boards used for such publication.

15 the restoration of such board.

- ~~139.~~ 138. Every penalty or forfeiture imposed by this Act or any Act incorporated therewith or by any by-law made in pursuance thereof the recovery of which is not otherwise provided for may be recovered by summary proceedings before two Justices and on complaint being made to any Justice he shall issue a summons requiring the party complained against to appear before two Justices at a time and place to be named in such summons and every such summons shall be served on the party offending either in person or by leaving the same with some inmate at his usual place of abode And upon the appearance of the party complained against or in his absence after proof of the due service of such summons it shall be lawful for two Justices to proceed to the hearing of the complaint and that although no information in writing or in print shall have been exhibited before them And upon proof of the offence either by the confession of the party complained against or upon the oath of one credible witness or more it shall be lawful for such Justices to convict the offender and upon such conviction to adjudge the offender to pay the penalty or forfeitures incurred as well as such costs attending the conviction as such Justices shall think fit.

Penalties to be summarily recovered before two Justices.

- 35 ~~140.~~ 139. If forthwith upon any such adjudication as aforesaid the amount of the penalty or forfeiture and of such costs as aforesaid be not paid the amount of such penalty and costs shall be levied by distress and such Justices or either of them shall issue their or his warrant of distress accordingly.

Penalties may be levied by distress.

- 40 ~~141.~~ 140. It shall be lawful for any such Justice to order any offender so convicted as aforesaid to be detained and kept in safe custody until return can be conveniently made to the warrant of distress to be issued for levying such penalty or forfeiture and costs unless the offender gives sufficient security by way of recognizance or otherwise to the satisfaction of the Justice for his appearance before him on the day appointed for such return such day not being more than eight days from the time of taking such security but if before issuing such warrant of distress it shall appear to the Justice by the admission of the offender or otherwise that no sufficient distress can be had ~~within the jurisdiction of such Justice~~ whereon to levy such penalty or forfeiture and costs he may if he thinks fit refrain from issuing such warrant of distress and in such case or if such warrant shall have been issued and upon the return thereof such insufficiency as aforesaid shall be made to appear to the Justice then such Justice shall by warrant cause such offender to be committed to gaol there to remain for any term not exceeding three months unless such penalty or forfeiture and costs be sooner paid and satisfied.

Imprisonment in default of distress.

- ~~142.~~ 141. When in this Act or any Act incorporated therewith any sum of money whether in the nature of penalty or otherwise is directed to be levied

Distress. How to be levied.

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levied by distress such sum of money shall be levied by distress and sale of the goods and chattels of the party liable to pay the same and the overplus arising from the sale of such goods and chattels after satisfying such sum of money and the expenses of the distress and sale shall be returned on demand to the party whose goods shall have been distrained.

143. 142. No distress levied by this Act or any Act incorporated therewith shall be deemed unlawful nor shall any party making the same be deemed a trespasser on account of any default or want of form in the summons conviction warrant of distress or other proceeding relating thereto nor shall such party be deemed a trespasser *ab initio* on account of any irregularity afterwards committed by him but all persons aggrieved by such default or irregularity may recover full satisfaction for the special damage in an action upon the case.

Distress not unlawful for want of form.

144. 143. No person shall be liable to the payment of any penalty or forfeiture imposed by virtue of this Act or any Act incorporated therewith for any offence made cognisable before a Justice unless the complaint respecting such offence shall have been made before such Justice within six months next after the commission of such offence.

Penalties to be sued for within six months.

145. 144. If through any act neglect or default on account whereof any person shall have incurred any penalty imposed by this Act or any Acts incorporated therewith any damage to the property of the Company shall have been committed by such person he shall be liable to make good such damage as well as to pay such penalty and the amount of such damages shall in case of dispute be determined by the Justices by whom the party incurring such penalty shall have been convicted And on non-payment of such damages on demand the same shall be levied by distress and such Justices or one of them shall issue their or his warrant accordingly.

Damage to be made good in addition to penalty.

146. 145. It shall be lawful for any Justice to summon any person to appear before him as a witness in any matter in which such Justice shall have jurisdiction under the provisions of this Act or any Act incorporated therewith at a time and place mentioned in such summons and to administer to him an oath to testify the truth in such matter and if any person so summoned shall without reasonable cause refuse or neglect to appear at the time and place appointed for that purpose having been paid or tendered a reasonable sum for his expenses or if any person appearing refuse to be examined on oath or to give evidence before such Justice every such person shall forfeit a sum not exceeding five pounds for every such offence.

Penalty on witnesses making default.

147. 146. It shall be lawful for any officer or agent of the Company and all persons called by him to his assistance to seize and detain any person who shall have committed any offence against the provisions of this Act or any Act incorporated therewith and whose name and residence shall be unknown to such officer or agent and convey him with all convenient dispatch before some Justice without any warrant or other authority than this Act and such Justice shall proceed with all convenient dispatch to the hearing and determining of the complaint against such offender.

Transient offenders.

148. 147. No proceeding in pursuance of this Act or any Act incorporated therewith shall be quashed or vacated for want of form nor shall the same be removed by *certiorari* or otherwise into the Supreme Court.

Proceedings not to be quashed for want of form.

Appeal.

149. 148. If any party shall feel aggrieved by any determination or adjudication of any Justice with respect to any penalty or forfeiture under the provisions of this Act or any Act incorporated therewith such party may appeal to the General or Quarter Sessions of the Peace holden nearest to the place in which the cause of appeal shall have

Parties allowed to appeal to Quarter Sessions.

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arisen but no such appeal shall be entertained unless it be made within four months next after the making of such determination or adjudication nor unless ten days notice in writing of such appeal stating the nature and grounds thereof be given to the party against whom the
 5 appeal shall be brought nor unless the appellant forthwith after such notice enter into recognizances with two sufficient securities before a Justice conditioned duly to prosecute such appeal and to abide the order of the Court thereon.

150. 149. At the General or Quarter Sessions for which such notice
 10 shall be given the Court shall proceed to hear and determine the appeal in a summary way or they may if they think fit adjourn it to the following Sessions and upon the hearing of such appeal the Court may if they think fit mitigate any penalty or forfeiture or they may confirm or quash the adjudication and order any money paid by the appellant or
 15 levied by distress upon his goods to be returned to him and may also order such further satisfaction to be made to the party injured as they may judge reasonable and they may make such order concerning the costs both of the adjudication and of the appeal as they may think reasonable.

Court to make such order as they think reasonable.

20

Construction of Railways.

151. 150. Upon the completion of the Railway and works authorized
 by this Act to the satisfaction of the Engineer-in-Chief for
 Railways it shall be lawful for the Governor with the advice of the
 Executive Council to grant to the Company in fee simple the portion
 25 of land herein more particularly described and containing by admeasurement eleven hundred acres more or less that is to say—the lands situate within the counties of Townsend and Cadell New South Wales and within the following boundaries Commencing at the southern side of the ana branch of the Edward River known as Coon-
 30 ambidgal Creek at a point bearing north forty-four degrees forty-eight minutes east from a point on the north-eastern boundary of section two town of South Deniliquin distant four chains north-westerly from the eastern corner of that section and thence within one chain and fifty links on each side of a line bearing south forty-four degrees
 35 forty-eight minutes west about one mile four chains and thirty-three links to the north-eastern side of Poictiers-street and from section twenty-three of said town of South Deniliquin within one chain and fifty links on each side of the continuation of that line for a distance of two miles seventy chains and seventy-eight links passing
 40 partly through the one thousand acres dedicated for permanent common thence within one chain and fifty links on each side of a curved line with a radius of eighty chains from a point on the eastern side of that line sixty-one chains and fifty links passing partly through the aforesaid one thousand acres thence within one chain and fifty
 45 links on each side of a line bearing south passing partly midway between portions three hundred and six and two hundred and sixty-three parish of South Deniliquin and seventeen and twenty parish of Yallama and one chain and fifty links west from the west boundary of P. Stuckey's three hundred and twenty acres in the latter parish
 50 fourteen miles twenty-nine chains and thirty-seven links thence within one chain and fifty links on each side of a curved line southeasterly with a radius of eighty chains for fifty chains thence within one chain and fifty links on each side of a line bearing south thirty-five degrees fifty-two minutes east passing partly about
 55 one chain and seventy links north-easterly of Conargo-street town of Mathoura three miles nineteen chains and thirty-six links to a point six chains north from the north boundary of Lewis and Throsby's three hundred and twenty acres adjoining the southern boundary of the town of Mathoura and from the southern boundary of
 Lewis

Power to grant land for railway.

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Lewis and Throsby's land aforesaid within one chain and fifty links on each side of a line bearing south seventeen degrees thirty-five minutes west fourteen miles thirty chains and sixty-five links to a point one chain and fifty links westerly from the western boundary of portion fifty 5 parish of Bama county of Cadell and eleven chains north-easterly from the south-western corner of that portion thence within one chain and fifty links on each side of a curved line with a radius of eighty chains for twenty-four chains and sixty links thence within one chain and fifty links on each side of a line bearing south and passing partly one chain 10 and fifty links westerly from the west boundaries of portions forty-nine forty-eight forty-seven forty-six and forty-five parish of Bama aforesaid five miles thence within one chain and fifty links on each side of a curved line with a radius of eighty chains from a point westerly of that line for seventy-two chains to the north boundary of the town of 15 Moama thence within one chain and fifty links of a line south-westerly parallel with Warden-street of that town to the north-eastern side of Francis-street thence within one chain and fifty links on each side of a curved line with a radius of forty-eight chains passing between sections fifty-two and fifty-three to Minninya-street and from section fifty- 20 three aforesaid within one chain and fifty links on each side of a curved line with a radius of eighty chains to the Murray River at a point about eleven chains south-easterly from the south-eastern corner of J. Macintosh's allotment nine of section fifty-eight town of Moama.

152. 151. Before commencing the line of railway by this Act 25 authorized to be made the Company shall by some qualified engineer by them to be appointed cause to be made and taken levels and surveys of the private lands through which such line of railway or branch is to be carried together with a map or plan of the said line and of the lands through which it is to pass a book of reference in 30 which shall be set forth a description of the said several lands and the names of the proprietors thereof so far as the same shall be known or can with reasonable diligence be ascertained setting forth the bearings of such railway as the case may require and the nature and quality state of cultivation and enclosures (if any) and the quantity 35 of such land which may be required for the purpose of making such railway And the said map or plan and book of reference shall be kept in the office of the Company or some convenient office at Deniliquin and true copies thereof signed by the chairman of the directors shall be deposited with the Clerk of Petty Sessions at 40 Deniliquin aforesaid and in case of the formation of any branches in connection therewith the like copies shall be deposited with the Clerks of the Petty Sessions of any and every other district into or through which any such branch shall be intended to be carried and such map or plan and book of reference and such copies thereof respectively shall 45 be open at all convenient times for public examination from the day of the date on which such notice as aforesaid or notice of such branch railway being about to be made (as the case may require) shall be first published and all persons shall be at liberty at all proper and convenient times to inspect the said map or plan and book of reference or copies 50 as aforesaid.

153. 152. The Company shall by advertisement in the *Government Gazette* and in one or more Sydney newspapers and in two newspapers published or circulating in Deniliquin and Moama respectively at least 55 give notice that they intend to construct the said railway between the places therein specified according to a map or plan to be seen in the office of the Company at Deniliquin and at the office of the said Clerk of Petty Sessions.

154. 153. No advantage shall be taken of or against the Company 60 or any interruption be given to the making of such railway and other works on account of any omission misstatement or erroneous description

Before commencing railway survey to be made and book of reference.

Map and book of reference to be open to inspection of public.

Company to give notice of intention to make railway.

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

tion

Deniliquin and Moama Railway.

tion in the book of reference but it shall be lawful for the Company by themselves their 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
 5 notwithstanding any such omission misstatement or erroneous description in case it shall appear to any two Justices acting for the district or place in which such lands or grounds shall be situated and be certified by writing under their hands that such error or omission proceeded from mistake and not from fraud.

- 10 ~~155.~~ 154. It shall be lawful for the Company subject to the provisions of this Act and of the enactments incorporated herewith to agree with the owners of any lands by this Act authorized to be taken and which shall be required for the purposes thereof and with all parties having any estate or interest in such lands or by this Act or the
 15 said incorporated enactments enabled to sell and convey the same for the absolute purchase of such lands or any parts thereof and of all estates and interests therein.

Power to purchase lands by agreement.

156. 155. It shall be lawful for all parties being seised possessed of or entitled to any such lands or any estate or interest therein to sell
 20 and convey and release the same to the Company and to enter into all necessary agreements for that purpose and particularly it shall be lawful for all or any of the following parties so seised possessed or entitled as aforesaid so to sell convey or release (that is to say) all corporations tenants ~~entail~~ *intail* or for life married women seised in their own rights or
 25 entitled to dower guardian committees of lunatics and idiots trustees or officers in trust for charitable or other purposes executors and administrators and all parties for the time being entitled to the receipt of the rents and profits of any such lands in possession or subject to any estate or dower or to any lease for life or for lives ~~and year~~ or for years
 30 or any less interest and the power so to sell and convey or release as aforesaid may lawfully be exercised by all such parties other than married women entitled to dower or lessees for life or lives ~~and years~~ or for years or for any less interest not only on behalf of themselves their respective heirs executors administrators and suc-
 35 cessors but also for and on behalf of every person entitled in reversion remainder or expectancy after them or in defeasance of the estates of such parties And as to such married woman whether they be of full age or not as if they were sole and of full age And as to such guardians on behalf of their wards and as to such committees on behalf
 40 of the lunatics and idiots of whom they are committees respectively And that to the same extent as such wives wards lunatics and idiots respectively could have exercised the same power under the authority of this Act as if they had respectively been under no disability And as to such trustees executors or administrators on behalf of their
 45 *cestuis que* trust whether infants issue unborn lunatics *feme couverts* or other persons and that to the same extent as such *cestuis que* trust could have exercised the same powers under the authority of this Act as if they had respectively been under no disability.

Person who may convey to Company.

- ~~157.~~ 156. The purchase money or compensation to be paid for any
 50 lands to be taken or purchased from any person under any such disability or incapacity as in the last preceding section hereof mentioned and not having power to sell or convey such lands except under the provisions of this Act and the compensation to be paid for any permanent damage or injury to any such lands occasioned by the
 55 Company in carrying out the powers conferred on them by this Act shall in no case except where the same shall have been determined by a surveyor under the provisions of the Act of ~~Council~~ hereinafter incorporated be less than the ~~respective amounts which~~ the amount which shall be determined by two Justices or by arbitrators appointed in manner hereinafter provided.

Amount of compensation how ascertained in case of parties under disability.

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

Notice of lands
required for the
railway.

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

Notice of lands
required for the
railway.

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

Service of notices on
owners and occupiers
of lands.

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

Service of notice on
corporation aggregate

160. As soon as five thousand shares of the capital of the Company shall have been subscribed for and twenty thousand pounds paid up and not before it shall be lawful for the Company and they are hereby authorized and empowered by themselves their agents officers workmen and servants to commence and continue until completion the construction of and thereafter to maintain a single or double line of railway and of all proper stations bridges approaches works and conveniences connected therewith commencing at such point in or near Deniliquin aforesaid and terminating at such point in or near Moama as aforesaid as may appear to the directors to be most conveniently situated and to procure and own such carriages steamboats and vessels as may be necessary to ply on the roads or in the waters

Power to make rail-
way when 5000 shares
subscribed and
£20,000 paid up.

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- waters of any rivers in connection with the said railway Provided that if twenty per cent of the capital of the Company shall not have been paid into the Bank of New South Wales at Deniliquin to the credit of the Company within one year after the passing of this Act or if the
- 5 Company shall not have completed the Railway (with a single line of rails) and opened the same for public traffic within five years after the passing of this Act then the privileges powers and authorities given or authorized to be given to the Company by this Act shall wholly cease and determine Provided always that it shall be lawful for the
- 10 Governor with the advice of the Executive Council to extend the said time for any period not exceeding twelve months Provided lastly that if the Company shall fail to complete and open the railway for public traffic as aforesaid within the time hereinbefore prescribed in that behalf all lands acquired by the Company by purchase or other-
- 15 wise under the provisions of this Act shall upon such default at the option of the Government intimated through the Commissioner of Railways become vested in Her Majesty her heirs and successors for such estate or interest as the Company had become entitled to therein upon payment to the Company by the Government of all such sums of
- 20 money as shall have been paid for the said lands to the owners thereof by the Company either by way of purchase or compensation and the lands so divested from the Company shall thereupon be and continue to be reserved for railway purposes as portion of the said Crown Lands hereinbefore described.
- 25 ~~163.~~ 161. For the purposes and subject to the provisions of this Act it shall be lawful for the Company their successors agents servants and workmen and all other persons by them authorized and they are hereby authorized and empowered to enter into and upon the lands and grounds of any person whomsoever and to take carry away
- 30 and use any earth soil clay stone beds of gravel or sand or any other materials or things which may be dug raised or obtained therein or otherwise in making the said railway and other works or any lands contiguous or adjoining thereto and which may be proper or necessary for making maintaining altering repairing or using any such railway
- 35 and other works by this Act authorized or which may hinder prevent or obstruct the making maintaining altering repairing or using the same respectively And it shall not be necessary for the Company to make any previous agreement with or to apply for or obtain the previous consent of the owner or occupier of any such lands for any
- 40 of the purposes aforesaid And also to make build erect or construct bank excavate cut and set up in upon across under or over any such railway or other works or upon any lands streets hills valleys roads rivers canals brooks streams or other waters adjoining the same such and so many inclined planes tunnels embankments aqueducts bridges
- 45 roads ways passages conduits drains piers arches deep-cuttings and fences as the Company shall think proper And also to alter the course of any rivers canals brooks streams or watercourses during such time as may be necessary for constructing tunnels bridges or passages over or under the same or for any other necessary purpose
- 50 And also to divert or alter the course of any roads or ways or to raise or sink any roads or ways in order the more conveniently to carry the same over or under or by the side of any such railway and to make drains or conduits into through or under any lands adjoining such railway for the purpose of conveying water
- 55 from or to the same And also in or upon such railway or any lands adjoining or near thereto to erect and make such toll and other houses warehouses yards stations engines and other works and conveniences connected with such railway as the said Company shall think proper And also from time to time to alter repair and amend or discontinue the
- before
- Power to enter upon lands and take soil timber &c.
- To remove materials.
- Construct inclined planes tunnels &c.
- Alter the course of rivers &c.
- And of roads &c.
- And to erect toll-houses warehouses &c.

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- before mentioned works or any of them and to substitute others in their stead and where any such railway shall pass through any wood lands or forests it shall be lawful for the Company to fell or remove any trees standing thereon within the distance of one hundred yards from either
- 5 side of such railway which by their liability to be thrown down or from their falling may obstruct or impair the said railway And also Power to use private roads. to enter upon and use any private road (being a road gravelled or formed with stones or other hard materials and not being an avenue or a planted or ornamental road or an approach to any homestead or
- 10 mansion-house) And generally to do and execute all other matters and things necessary or convenient for constructing maintaining altering or repairing and using such railway and other works by this Act authorized they the said Company their agents servants and workmen doing as little damage as may be in the execution of the several
- 15 powers to them hereby granted and the said Company ~~so to do~~ making full satisfaction in manner ~~in hereinafter mentioned~~ **provided by the Act as hereinafter incorporated herewith** to the owners or proprietors Company to make full satisfaction. of and to all persons interested in any lands or hereditaments which shall have been taken used or injured for all damages to
- 20 be by them sustained in or by the execution of all or any of the powers hereby granted and this Act shall be sufficient to indemnify the Company and all other persons for what they or any of them shall do by virtue of the powers hereby granted subject nevertheless to such provisions and restrictions as are herein contained.
- 25 ~~164.~~ **162.** If in the exercise of the powers hereby granted it be found Before roads interfered with others to be substituted. necessary to cross cut through raise sink or use any part of any road whether carriage-road or horse-road either public or private so as to render it impassable for or dangerous or extraordinarily inconvenient to passengers or carriages or to the persons entitled to the use thereof
- 30 the Company shall before the commencement of any such operations cause a sufficient road to be made instead of the road to be interfered with and shall at their own expense maintain such substituted road in a state as convenient for passengers and carriages as the road so interfered with or as nearly so as may be.
- 35 ~~165.~~ **163.** It shall be lawful for the Company to contract with any Power to take or purchase lands for additional accommodation. party willing to sell the same for the purchase of any lands or if such party be unwilling to sell the same to take such lands subject to the provisions as to compensation hereinafter contained or incorporated herewith for the purpose of making and providing additional stations
- 40 yards wharves stellings and places for the accommodation of passengers and for receiving depositing and loading or unloading goods or cattle to be conveyed upon the railway or along any canals constructed by the Company and for the erection of weighing machines tolls houses and other buildings and conveniences and for any other purpose that
- 45 may be deemed requisite or convenient for the use of the railway or for the general promotion of the objects of the Company in connection with the undertaking or the works hereby authorized and it shall be lawful for all parties to sell and convey the lands so authorized to be purchased for the last mentioned purposes.
- 50 ~~166.~~ **164.** It shall be lawful for the Company to sell any land acquired And to sell such lands and purchase others. by them under the provision of the last preceding section or any part thereof in such manner and for such consideration and to such persons as the Company may think fit and to purchase other lands for the like purposes and to sell the same and so from time to time Provided that
- 55 the aggregate amount of land to be held at any one time by the Company for the said purposes shall not exceed fifteen hundred acres.
- 167. 165.** The following sections of the Act of Council twenty-second Incorporation of certain enactments in Government Railway Act. Victoria number nineteen intituled "*An Act to make more effectual provision for the construction by the Government of Railways in the*
- 60 *Colony of New South Wales and for the regulation of the same*" save

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so far as they shall be expressly varied by this Act shall be and the same are hereby incorporated with this Act and shall save as aforesaid form part of and be construed together with this Act (that is to say) :—

- With regard to the mode of settling amounts of compensation for
- 5 land authorized to be taken or purchased by this Act or for any damage sustained by reason of the execution of works authorized by this Act And with regard to the provisions subsidiary thereto sections twenty-four to forty-five both inclusive and sections forty-seven to fifty-six both inclusive
- 10 Provided that in the sections so incorporated the word “Commissioner” or “Commissioner for Railways” shall in every case be read as Company or as “The Deniliquin and Moama Railway Company” as the case may require—the words “this Act” shall be read as “this present Act” and not to the Act of
- 15 Council twenty-second Victoria number nineteen The words “the railway” and “any railway” and all words of the like import shall be read as “the railway authorized by this Act”—the words “under his hand and official seal” shall be read as “under the common seal of the Company”—the words an
- 20 Act intituled “*An Act to make more effectual provision for the construction by the Government of railways in the colony of New South Wales and for the regulation of such railways*” shall be read as “the Deniliquin and Moama Railway Act of 1873”—the words in the forty-seventh section so incorporated
- 25 “or of Government debentures or other stock” shall be omitted and the power of investment conferred on the Master of Equity in the forty-eighth section shall include a power of investment of the moneys referred to in the said section in the purchase of shares in the Company hereby incorporated.
- 30 ~~168.~~ 166. In all cases where compensation shall be determined under this Act and the enactments herewith incorporated the directors shall within fourteen days after the next half-yearly meeting of the Company after the determination of such compensation and after demand made pay the amount thereof to the party lawfully entitled
- 35 thereto or to his agent duly authorized in his behalf. Company to pay compensation within fourteen days after next half-yearly meeting.
- ~~169.~~ 167. All conveyances of lands to be purchased or taken under the provisions of this Act may be according to the form in Schedule H hereto or in any other form which the Company may think fit and all such conveyances shall vest the lands thereby conveyed in the
- 40 Company and shall bar and destroy all estates tail and other estates rights titles remainders reservations limitations trusts and interests whatsoever of and in the lands comprised in such conveyance which shall have been purchased or compensated for by the consideration therein mentioned and provided always that after any lands which the
- 45 Company are by this Act authorized to take shall have been ascertained set out and appropriated for the purposes of this Act such lands and all the right title estate use trust and interest of every person therein shall forthwith **subject to the proviso for defeasance hereinbefore contained** be vested in and become the sole
- 50 property of the Company for ever for the purposes of this Act and it shall not be necessary for the Company to obtain a conveyance from the owner of or any person interested in such lands And the costs of all such conveyances shall be borne by the Company and such costs shall include all charges and expenses of what kind and nature soever
- 55 incurred on the part of the seller as well as the purchaser in that behalf But if the Company and the party entitled to any such costs shall not agree as to the amount thereof such costs shall be taxed by the Master in Equity or other proper officer of the Supreme Court upon the application of either party and the Company shall pay what
- 60 the said Master or other officer shall certify to be due in respect of such costs to the party entitled thereto or in default thereof it shall be lawful
- Form of conveyance.
- But lands to vest in Company when taken.
- Costs to be paid by Company.
- Costs may be taxed

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lawful for any Judge of the Supreme Court to make an order for the payment of the same and the said costs may be recovered in the same way as any other costs payable under an order of the said Court or a Judge thereof and the expense of taxing such costs shall be borne by
5 the Company.

170. 168. Before the Company shall use any lands for any of the purposes aforesaid they shall separate the same by a cattle and sheep proof fence from the lands adjoining thereto with such gates of the like character as may be required for the convenient occupation of
10 such lands and shall also to all private roads used by them as aforesaid put up fences and gates in the like manner in all cases where the same may be necessary to prevent the straying of cattle or sheep from or upon the lands traversed by such roads and in case of any difference between the owners or occupiers of such roads and lands and the
15 Company as to the necessity of such fences and gates such fences and gates shall be put up by the Company as any two Justices of the Peace shall deem necessary for the purpose aforesaid on application being made to them.

Company to fence off their lands.

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

Crossing of roads.

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

Provisions in cases where roads are crossed on a level.

173. 171. In case of accidents or slips happening or being apprehended to the cuttings embankments or other works of the said railway it
55 shall be lawful for the Company and their workmen and servants to enter upon the land adjoining thereto at any time whatsoever for the purpose of repairing or preventing such accidents and to do such works as may be necessary for the purpose but in every such case the Company shall within forty-eight hours after such entry make a report
to

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

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to the ~~Government Inspector of Railways (if any) and if not then to the nearest Bench of Magistrates~~ **Commissioner for Railways** specifying the nature of such accident or apprehended accident and of the works necessary to be done and such powers shall cease and determine if the
 5 said ~~Government Inspector or Bench of Magistrates~~ **Commissioner** shall after considering the said report certify that their exercise is not necessary for the public safety. Provided also that such works shall be as little injurious to the said adjoining lands as the nature of the accident or apprehended accident will admit of and shall be executed
 10 with all possible despatch and full compensation shall be made to the owners and occupiers of such lands for the loss or injury or inconvenience sustained by them respectively by reason of such works the amount of which compensation in case of any dispute about the same shall be settled in the same manner as cases of disputed compensation
 15 in other cases under this Act and provided also that no land shall be taken permanently for any such works otherwise than is herein provided with respect to the lands originally taken for the purpose of making the said railway.

174. 172. The Company shall make and at all times thereafter **Works for benefit of**
 20 maintain the following works for the accommodation of the owners and **owners.** occupiers of land adjoining the railway (that is to say)

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

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

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

Provided always that the Company shall not be required to make such
 50 accommodation works in such a manner as would prevent or obstruct the working or using of the railway nor to make any accommodation works with respect to which the owners and occupiers of the lands shall have agreed to receive and shall have been paid compensation.

175. 173. Every bridge to be erected for the purpose of carrying **Bridges how to be**
 55 the railway over any road shall be built in conformity with **constructed over any road.** the following regulations namely :

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

The

Deniliquin and Moama Railway.

- The clear height of the arch from the surface of the road shall be not less than sixteen feet for a space of twelve feet if the arch be over a turnpike road and fifteen feet for a space of ten feet if over a public carriage road and in each of such cases the clear height at the springing of the arch shall not be less than twelve feet the clear height of the arch for a space of nine feet shall not be less than fourteen feet over a private road.
- The descent made in the road in order to carry the same under the bridge shall not be more than one foot in thirty feet if the bridge be over a public highway one foot in twenty if over a parish road and one foot in sixteen if over a private road not being a tramroad or if the same be a tramroad or railroad the descent shall not be greater than the ruling gradient of such tramroad or railroad.
- And every bridge erected for carrying any road over the railway shall be built in conformity with the following regulations that is to say :—
- There shall be a good and sufficient fence on each side of the bridge of not less height than four feet and on each side of the immediate approaches of such bridge not less than three feet The road over the bridge shall have a clear space between the fences thereof of thirty-five feet if the road be a public highway and twenty-five feet if a parish road and twelve feet if a private road The ascent shall not be more than one foot in thirty feet if the road be a turnpike road one foot in twenty feet if a parish road and one foot in sixteen feet if a private road not being a tramroad or railroad or if the same be a tramroad or railroad the ascent shall not be greater than the ruling gradient of such tramroad or railroad.
176. 174. Provided always that in all cases where the average available width for the passing of carriages of any existing road within fifty yards of the point of crossing the same is less than the width hereinbefore prescribed for bridges over or under the railway the width of the bridges need not be greater than such average available width of such roads but so nevertheless that such bridges be not of less width in case of a public highway or parish road than twenty feet Provided also that if at any time after the construction of the railway the average available width of any such road shall be increased beyond the width of such bridge on either side thereof the Company shall be bound at their own expense to increase the width of the said bridge to such extent as they may be required by the trustees or surveyors of such road not exceeding the width of such road as so widened or the maximum width herein prescribed for a bridge in the like case over or under the railway Provided also that if the mesne inclination of any road within two hundred and fifty yards of the point of crossing the same or the inclination of any such portion of any road as may be required to be altered or for which another road shall be substituted shall be steeper than the inclination hereinbefore required to be preserved by the Company then the Company may carry any such road over or under the railway or may construct such altered or substituted road at an inclination not steeper than the said mesne inclination of the road so to be crossed or of the road so requiring to be altered or for which another road shall be substituted.
177. 175. In consideration of the great charges and expenses which the Company must necessarily incur in making and maintaining the railway and other works hereby authorized to be made it shall be lawful for the Company from time to time and at all times hereafter to demand take receive and recover to and for the use and benefit of the Company a toll for and in respect of all passengers goods and property of every description which shall be conveyed or transported upon such railway or
- The like over railway.
- Width of bridges need not exceed those of roads.
- Existing inclinations of roads need not be improved.
- Tolls allowed.

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or any branch thereof or in the carriages or vessels connected therewith as aforesaid at such rates per mile as shall be established from time to time by the directors not exceeding—

- 5 For each passenger by the first-class of carriage fourpence by the second-class of carriage twopence half-penny.
- For the carriage per truck per mile of horses cattle calves and pigs sixpence.
- For the carriage of sheep the whole distance fourpence per head
- 10 Carrying from ninety to a hundred eightpence per truck per mile.
- For the carriage of every dog one penny per mile provided that the minimum charge for any dog shall be one shilling.
- For the carriage of wool for the whole distance three shillings per bale.
- 15 For the carriage of general goods—
First-class—Fivepence per ton per mile.
Second-class—Sixpence per ton per mile.
Third-class—Sevenpence per ton per mile.
Fourth-class—Ninepence per ton per mile.
- 20 178. 176. The Postmaster General of the Colony acting on behalf of Public mails. the Government may from time to time by notice in writing under his hand delivered to the Company require that the mails or post letter bags with the guards in charge thereof employed by him shall after a day to be named in such notice (being not less than twenty-eight days from
- 25 the delivery thereof) be conveyed and forwarded by the Company on their railway either on the ordinary trains or by special trains at such times during the regular traffic hours of the Company as he may direct And thereupon the Company shall from and after the day named in such notice at their own costs provide sufficient carriages and engines on the
- 30 said railway for the conveyance of such mails and post letter bags to the satisfaction of the Postmaster General and shall receive and convey by such ordinary or special trains all such mails and post letter bags as are for that purpose from time to time tendered to the Company or any of their officers or servants by any officer of the post-office and shall
- 35 receive and convey in and upon the carriages conveying such mails or post letter bags the guards in charge thereof and any other officer of the Post Office and shall receive deliver and leave such mails post letter bags guards and officers at such places on the line of railway on such days and at such times during the appointed hour of traffic and subject
- 40 to all such reasonable regulations and restrictions as to the speed of travelling places and times of stoppages and of arrival as the Postmaster General shall appoint Provided always that the rate of speed so to be required shall in no case exceed the maximum rate of speed prescribed by the directors for the conveyance of passengers by their
- 45 first-class trains And the Company shall not be responsible for the safe custody or delivery of any mails or post letter bags so sent.
179. 177. The Company shall be entitled to such reasonable remuneration to be paid by the Postmaster General for the conveyance of such mails post letter bags mail guards and other officers of the Post Office
- 50 in manner required by such Postmaster General or by such other officer of the Post Office as he shall in that behalf nominate as aforesaid as shall (either prior to or after the commencement of such service) be fixed and agreed on between the Postmaster General and the Company or in case of difference of opinion between them the same shall be
- 55 referred to the award of two persons one to be named by the Postmaster General and the other by the Company and if such two persons cannot agree on the amount of remuneration or compensation then to umpirage of some third person to be appointed by such two first named persons previously to their entering upon the inquiry and the said
- 60 award or umpirage as the case may be shall be binding and conclusive on the said parties and their respective successors and assigns.

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

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180. 178. In all references to be made under the authority of this Act the Postmaster General or the said Company as the case may be shall nominate his or their arbitrator within fourteen days after notice from the other party or in default it shall be lawful for the arbitrator appointed by the party giving notice to name the other arbitrator and such arbitrators shall proceed forthwith in the reference and make their award therein within twenty-eight days after their appointment or otherwise the matter shall be left to be determined by the umpire and if such umpire shall refuse or neglect to proceed and make his award for the space of twenty-eight days after the matter shall have been referred to him then a new umpire shall be appointed by the two first named arbitrators who shall in like manner proceed and make his award within twenty-eight days or in default be superseded and so on *toties quoties*.

Nomination of arbitrators and umpires.

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

Obligation to permit a line of electric telegraph to be laid down by Government.

182. 180. Whenever it shall be necessary for the public service that any of the officers soldiers or seamen of Her Majesty's Military or Naval Forces or of the Colonial Permanent Force or of any of Colonial Volunteer or Militia Force or members of the police force or any persons in the employment of the Government and then in the actual discharge of some public duty shall travel by or use the said railway the Company shall and are hereby required to permit such forces respectively with their baggage stores arms ammunition and other necessities and things on the production of a route or order for their conveyance signed by the proper authority to be conveyed at the usual hours of starting at such prices or upon such conditions as may from time to time be contracted for between the Colonial Secretary or any officer duly authorized for that purpose and the Company.

Troops to be conveyed.

183. 181. It shall be lawful for the Governor with the advice aforesaid subject to the provisions hereinafter contained at any time after the expiration of the term of twenty-one years from the passing of this Act to purchase the said railways and other works with all its hereditaments stock and appurtenances upon giving to the Company three calendar months notice in writing of such intention and upon payment of a sum equal to twenty-five years purchase of the annual divisible profits estimated on the average of the seven then next preceding years Provided that if the average rate of profits for the said seven years shall be less than the rate of fifteen pounds in the hundred it shall be lawful for the Company if they shall be of opinion that the said rate of twenty-five years purchase of the said average profits is an inadequate rate of purchase of such railways and other works and property reference being had to the prospects thereof to require that it shall be left to arbitration in case of difference to determine what (if any) additional amount of purchase money shall be paid to the Company Provided also

Right of purchasing the railway and its appurtenances reserved to the Government.

Proviso for reference to arbitration.

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also that such option of purchase shall not be exercised except with the consent of the Company while any such reduced scale of tolls fares and charges as aforesaid shall be in force.

184. **182.** It shall be lawful for the Company upon a resolution made Power to lease railways &c.
 15 by three-fourths of the shareholders present in person or by proxy at any general meeting to lease the railways and other works of the Company or any part thereof to any company or person upon and subject to all the usual and proper obligations on the part of the lessee for maintaining the railways or other works or the portion thereof comprised
 10 in such lease in good and efficient repair and working condition during the continuance thereof and for so leasing the same at the expiration of the term thereby granted and such other provisions conditions obligations and agreements as are usually inserted in leases of a like nature.
- 15 185. **183.** Every such lease shall entitle the Company or person to whom the same shall be granted to the free use of the railway or Effect of lease transfer of power &c. to lessee.
 portion of railway and other works comprised therein and during the continuance of any such lease all the powers and privileges granted to or which might otherwise be exercised and enjoyed by the Company
 20 hereby incorporated or the directors thereof or their officers agents or servants by virtue of this Act with regard to the possession enjoyment and management of the railways or part thereof or other works comprised in such lease and the tolls to be taken thereon shall be exercised and enjoyed by the said lessee and the officers agents and servants of
 25 such lessee under the same regulations and restrictions as are hereby imposed on the Company hereby incorporated and their directors officers and servants and such lessee shall with respect to railway or other work comprised in such lease be subject to all the obligations by this Act imposed on the Company hereby incorporated.
- 30 186. **184.** It shall be lawful for the Company upon a like resolution as Power to sell railway and plant.
 last aforesaid to sell the railway and works of the Company or any part thereof to any person or company and to convey the said same (when a deed shall be necessary) by deed under their common seal and such deed so executed shall be effectual to vest the land comprised therein
 35 to the purchaser thereof for the estate which shall have been so purchased. And a receipt under the common seal of the Company hereby incorporated shall be a sufficient discharge to the purchase of any such land for the purchase money therein expressed to be received.
187. **185.** Whensoever any railway the property of the Government When Government gauge to be adopted.
 40 of New South Wales shall be connected with or reach any point of the line of railway authorized by this Act the Company shall at their own cost within six months after notification by the Government to the said Company of the fact of such connection adopt and maintain upon and throughout the line of railway so authorized the gauge
 45 mentioned in such notification. And if within twelve months after the delivery of such notification the Company shall not have completed the works necessary in consequence of such adoption of gauge throughout their line of railway the said railway and all the works stations stock and plant connected therewith shall be forfeited to Her Majesty.
- 50 188. **186.** Upon the completion of any bridge across the River Murray Power to use bridge over the Murray.
 constructed by the Government of New South Wales whether solely or in conjunction with that of Victoria and the connection therewith of the line of railway authorized by this Act it shall be lawful for the Company to carry their railway across such bridge subject to such
 55 conditions and stipulations as the sole or conjoint Government or Governments may prescribe in that behalf.
189. **187.** If any person shall throw any gravel stones or rubbish or Penalty on persons obstructing free course of railway.
 any matter or thing upon any part of the railway to be made by virtue of this Act or shall drive or permit to wander stray or be driven upon
 any

Deniliquin and Moama Railway.

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

10 ~~190.~~ 188. Every person who shall wilfully do or cause to be done anything in such manner as to obstruct any engine or carriage using the said railway and to endanger the safety of persons conveyed in or upon the same shall be guilty of a misdemeanor and being convicted thereof shall be liable at the discretion of the Court before which he
 15 shall have been convicted to be imprisoned with or without hard labor for any term not exceeding two years.

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

~~191.~~ 189. If any person shall wilfully or maliciously and to the prejudice of the Company break injure damage throw down destroy steal carry or take away any part of the railway or other works to be
 20 made by virtue of this Act every such person shall be judged guilty of felony and every person so offending and being thereof lawfully convicted shall be liable at the discretion of the Court to be sentenced to hard labour on the roads or other public works of this Colony for any term not exceeding fifteen years nor less than three years or to be
 25 imprisoned with or without hard labor in any gaol or house of correction for any period not exceeding three years.

Punishment for destroying works &c.

~~192.~~ 190. It shall be lawful for any officer or agent of the Company or for any special constable duly appointed and all such persons as they may call to their assistance to seize and detain any engine driver
 30 waggon driver guard porter servant or other person employed by the Company or by any other company or person in conducting traffic upon the railway belonging to the Company or in repairing and maintaining the works of the said railway who shall be found drunk whilst so employed upon the said railway or who shall commit any
 35 offence against any of the regulations or by-laws of the Company or who shall wilfully maliciously or negligently do or omit to do any act whereby the life or limb of any person passing along or being upon such railway or the works thereof respectively shall be or might be injured or endangered or whereby the passage of any engine carriage
 40 or trains shall be or might be obstructed or impeded and to convey such engine driver guard porter servant or other person so offending or any person counselling aiding or assisting in such offence with all convenient dispatch before some Justice of the Peace without any other warrant or authority than this Act and every such person so
 45 offending and every person counselling aiding or assisting therein as aforesaid shall upon conviction before such Justice (upon a complaint without information in writing) in the discretion of such Justice be imprisoned with or without hard labor for any term not exceeding two months or shall in the like discretion forfeit any sum not exceeding
 50 ten pounds and in default of payment thereof shall be imprisoned with or without hard labor for such period not exceeding two months as such Justice shall appoint unless the penalty be sooner paid.

Punishment of persons employed on railway guilty of misconduct.

~~193.~~ 191. If any person shall wilfully obstruct or impede any officer or agent of the Company in the execution of his duty upon any rail-
 55 way or upon or in any of the stations or other works or premises connected 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 made to him by any officer or agent of the Company every such person so offending and all
 60 others aiding or assisting therein shall and may be seized and detained by

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

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by any such officer or agent or any person whom he may call to his assistance until such offenders can be conveniently taken before some Justice of the Peace in the district or place wherein such offence shall be committed and upon conviction of such offence before any two Justices of the Peace he shall in the discretion of such Justices forfeit to the Company any sum not exceeding five pounds.

194. 192. No action or suit at law or in equity shall be brought or prosecuted against the Company or any of its officers or members for any act matter or thing done under the authority of this Act unless No action to be brought for anything done by authority of this Act unless within six months after offence or cause of action.

10 such suit or action shall be commenced within six months next after the offence shall have been committed or cause of action accrued and notice in writing of such action and the cause thereof shall be given to the defendant one calendar month at least before the commencement of the action and the defendant or defendants in every such action

15 may plead the general issue and give this Act and the special matter in evidence at any trial to be had thereupon.

195. 193. The receipt of the guardian of any minor or that of the committee of any idiot or lunatic shall be a sufficient discharge to the company for any money payable from the said Company to any such Receipts of minors and lunatics

20 minor idiot or lunatic.

196. 194. The directors shall have the custody of the common seal and the form thereof and all other matters relating thereto shall from time to time be determined at meetings of directors and the directors time present at any such meeting shall have power to use the common seal Custody and use of corporate seal.

25 for the affairs and concerns of the Company and under such seal to authorize and empower any person without such seal to execute any deed to do all or any other such matters and things as may be required to be executed and done in behalf of the company but it shall not be necessary to use the corporate seal in respect of any of the

30 ordinary business of the Company or for the appointment of any attorney or solicitor for the prosecution of any action suit or other proceedings or of any officer or servant of the Company and such seal may be affixed to any deed or document by the hand of any person whom the directors shall appoint in that behalf and the affixing thereof

35 shall be attested by one director and such person so appointed and in case any conveyance or other instrument under seal shall be executed wherein it appears that such conveyance or other instrument is executed in consideration of a money payment therein stated to have been made to the Company such execution shall have no operation in

40 law or shall operate only as an escrow (according as may be indicated in the attestation aforesaid) until the treasurer or other officer charged with the receipt of moneys on behalf of the Company shall have certified under his hand at the foot thereof that such consideration money has been duly paid.

45 197. 195. In case a majority of proprietors present in person or by proxy at any general meeting shall resolve that it is expedient to dissolve the Company and to sell or dispose of the railway and other property works and effects of the Company or to amalgamate the said Company with any other Company and to transfer such railway and Provisions for dissolution of Company sales of effects or amalgamation with another Company.

50 other property works and effects to the amalgamated Company an extraordinary general meeting shall be called for the purpose of reconsidering such resolution and of affirming or disaffirming the same and if at such last mentioned meeting the same or any modification thereof substantially in accordance therewith shall be adopted by a

55 resolution agreed to by proprietors present in person or by proxy holding three fourths of the votes of the Company then such dissolution sale amalgamation or transfer shall take place or be made accordingly Provided always that until all necessary arrangements shall be made by the directors (who are hereby empowered to make the same) for carrying such last mentioned resolution into complete effect and until all

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all claims and demands upon the Company shall have been satisfied and all acts remaining to be done by the Company shall have been completed the several provisions herein contained and all powers privileges rights and duties of the directors and of the shareholders
 5 respectively shall notwithstanding such resolution as last aforesaid remain and continue in full force so far as the same may be necessary for winding up the concerns of the Company and making all such necessary arrangements for carrying such resolution into complete effect and for enabling the directors to pay and satisfy all claims and
 10 demands upon the Company or to make a division amongst the shareholders of the remaining assets of the Company.

SCHEDULES.

A.

Form of Debenture.

15

New South Wales.

The Deniliquin and Moama Railway Company.

Transferable by Delivery.

No.

(Under the authority of the "Deniliquin and Moama Railway Company's Act of 1873.")

- 20 THIS Debenture entitles the bearer to the sum of one hundred pounds sterling on the day of with interest thereon at the rate of pounds per centum per annum payable half-yearly on the day of and the day of in every year as per dividend coupons annexed which principal sum and interest are hereby charged and secured on
 25 the undertaking of the said Company and on all tolls receivable under or by virtue of the said Act and are payable at the offices of the said Company in or (at the option of the bearer signified in writing to the said Company and provided that a memorandum to that effect be endorsed hereon by the secretary or other officer appointed by the said Company for that purpose) at the office of the said Company in
 30 Melbourne or And the bearer may from time to time alter the place of payment from to or *vice versa* on giving at the office of the said Company where this debenture shall for the time being be payable six calendar months notice in writing terminating on some half-yearly day of payment of interest of his wish to make such alteration and obtaining a memorandum of such
 35 alteration to be endorsed hereon by the secretary or other such officer as aforesaid.

Given under the common seal of the Company at
 day of

aforesaid this

Deniliquin and Moama Railway.

B.

Form of Certificate of Shares.

The Deniliquin and Moama Railway Company.

No.

THIS is to certify that _____ of _____ is the proprietor of the 5
share numbered _____ of the Deniliquin and Moama Railway Company
subject to the provisions of the said Company's Act.

Given under the common seal of the Company this _____ day of _____

C.

Form of Transfer of Shares.

10

I _____ of _____ in consideration of the sum of _____
paid to me by _____ of _____ do hereby transfer to the said
share numbered _____ in the Deniliquin and Moama
Railway Company standing in my name in the books of the Company to hold unto the
said _____ his executors administrators and assigns (or successors or 15
assigns) subject to the several conditions on which I held the same at the time of the
execution hereof And I the said _____ do hereby agree to take the said
share subject to the same conditions.

As witness our hands and seals the _____ day of _____

D.

20

Form of Mortgage Deed.

The Deniliquin and Moama Railway Company.

Mortgage No.

£

By virtue of the "Deniliquin and Moama Railway Company's Act of 1873" intitled _____ 25

WE the Deniliquin and Moama Railway Company in consideration of the sum of _____
pounds paid to us by _____ of _____ do assign unto the
said _____ his executors administrators and assigns the railway and plant and
other property of the said Company [and (in case such loan shall be in anticipation of
the capital authorized to be raised) all future calls on shareholders] and all the tolls and 30
sums of money arising by virtue of the said Act And all the estate right title and
interest of the Company in the same To hold unto the said _____ his executors
administrators and assigns until the said sum of _____ pounds together with
interest for the same at the rate of _____ per centum per annum be satisfied [the
principal sum to be repaid at the end of _____ years from the date hereof (in case 35
any period be agreed on for that purpose) at _____ (or any place of payment
other than the principal office of the Company)]

Given under our common seal this _____ day of _____ in the year _____

E.

Form of Bond.

40

The Deniliquin and Moama Railway Company.

Bond No.

£

By virtue of the "Deniliquin and Moama Railway Company's Act of 1873" intitled
(insert title) we the Deniliquin and Moama Railway Company in consideration of the
sum of _____ pounds to us in hand paid by (A.B.) of _____ his executors 45
administrators and assigns _____ in the penal sum of _____ pounds
The condition of the above obligation is such that if the said Company shall pay
to the said (A. B.) his heirs executors administrators or assigns [at _____ (in
case any other place of payment than the principal office of the Company be intended)]
on the _____ day of _____ the principal sum of _____ pounds 50
together with interest thereon at the rate of _____ pounds per centum per
annum payable half-yearly on the _____ day of _____ and _____ day of _____
then the above written obligation is to become void otherwise to remain in
full force.

Given under our common seal this _____ day of _____ 55

F.

Deniliquin and Moama Railway.

F.

Form of Transfer of Mortgage.

I of in consideration of the sum of
paid to me by of do hereby transfer to the
5 said his executors administrators and assigns a certain mortgage number
made by the Deniliquin and Moama Railway Company to
bearing date the day of for securing the sum of
and interest (or if such transfer be by indorsement the within security) and
all my right estate and interest in and to the money thereby secured and in and to the
10 tolls money and property thereby assigned.
In witness whereof I have hereunto set my hand and seal this day of
one thousand eight hundred and

G.

Form of Proxy.

Form of Proxy.

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

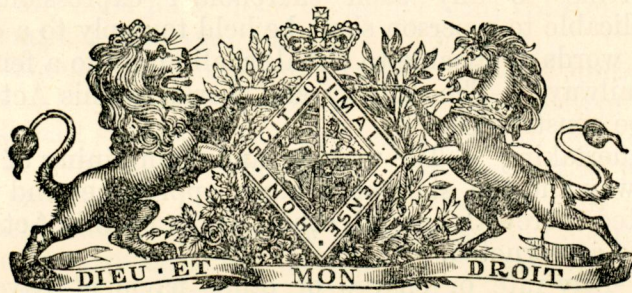
H.

Form of Conveyance.

Form of Conveyance.

I of in consideration of the sum of paid to me (or as the case may be into the hands of the Master in Equity of the Supreme Court or to of and of two trustees appointed to receive the same pursuant to the Act of Council passed to
30 establish and incorporate the Company called The Deniliquin and Moama Railway Company by the said Deniliquin and Moama Railway Company) do hereby convey to the said Company their successors and assigns All &c. [describing the premises to be conveyed] together with all ways rights and appurtenances thereto belonging and all such estate right title and interest in and to the same as I am or shall become seized or
35 possessed of or am by the said Act empowered to convey to hold the premises to the said Company their successors and assigns for ever according to the true intent and meaning of the said Act.

New South Wales.



ANNO TRICESIMO SEPTIMO

VICTORIÆ REGINÆ.

An Act to incorporate a Company under the name of the “Deniliquin and Moama Railway Company” for the purpose of making constructing and maintaining a Railway between Deniliquin and Moama and for other purposes. [Assented to, 3rd March, 1874.]

WHEREAS the making and maintaining of a railway from the township of Deniliquin to the township of Moama on the northern bank of the River Murray with proper stations bridges approaches and works connected therewith would be of great public and local advantage And whereas the persons hereinafter named together with others are desirous of carrying the said undertaking into execution and it is deemed advisable to give encouragement to such persons by granting to them (upon the completion of such Railway) portion of the Waste Lands of the Crown and by passing an Act incorporating them under the title of the Deniliquin and Moama Railway Company Be it therefore enacted by the Queen’s Most Excellent Majesty by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled and by the authority of the same as follows :—

1. The following words in inverted commas in this Act and in the enactments herewith incorporated shall have the several meanings and

A

and

Deniliquin and Moama Railway.

and include the several persons and matters hereby assigned to them unless the context is repugnant to such construction (that is to say) :—

- “The Company”—The Company incorporated by this Act.
- “Directors”—“Secretary”—The directors and secretary of the Company respectively.
- “Goods”—Things of every kind conveyed upon the railway.
- “Justice”—A Justice of the Peace for New South Wales not interested in the matter in relation to which the said word is used.
- “Two Justices”—Two such Justices of the Peace as aforesaid assembled and acting together in Petty Sessions.
- “Lands”—Messuages lands tenements and hereditaments of any tenure.
- “Lease”—As well a lease as an agreement for a lease.
- “Owner”—Any person or corporation enabled under the provisions of this Act to sell and convey lands to the Company.
- “Shareholder”—Shareholder or member of the Company and in referring to any such shareholder expressions properly applicable to a person shall be held to apply to a corporation and words applicable to a male shall apply to a female.
- “The Railway”—The railway and works by this Act authorized to be constructed.
- “The undertaking”—The making and maintaining of the line of railway and the stations bridges approaches and works connected therewith and all other works by this Act authorized to be constructed.
- “Toll”—Any rate or charge or other payment payable under this Act for any passenger animal carriage goods merchandize or thing conveyed on the railway.

Short title.

2. This Act may be cited as “The Deniliquin and Moama Railway Act of 1873.”

Incorporation of
Company by the
name of “The Deni-
liquin and Moama
Railway Company.”

3. Alfred William Finch Noyes William McKenzie William Bignell Donald Cameron Thomas Robertson and David Griffiths Jones and all persons and corporations who have already subscribed or shall hereafter subscribe to the undertaking and their several and respective executors administrators successors and assigns are hereby united into a Company for the purpose of making and maintaining a railway from the township of Deniliquin to the township of Moama on the River Murray in New South Wales with proper stations bridges approaches and works connected therewith in accordance with the provisions of this Act And for such purpose the said Company is hereby incorporated by the name of “The Deniliquin and Moama Railway Company” and by that name shall be a body corporate with perpetual succession and a common seal and by the said name shall have power to purchase and hold lands for the purpose of the undertaking and shall and may sue and be sued plead and be impleaded answer and be answered unto defend and be defended in all Courts and places whatsoever.

Capital to be £125,000
divided into 25,000
shares of £5 each.

4. The capital of the Company shall be one hundred and twenty-five thousand pounds divided into twenty-five thousand shares of five pounds each.

Power to borrow.

5. It shall be lawful for the Company to borrow on mortgage or bond such sums of money as shall from time to time by an order at a general meeting of the Company be authorized to be borrowed not exceeding at any time one-half of the amount of the capital of the Company then actually paid up nor exceeding in the whole the sum of sixty-two thousand five hundred pounds but no part of such money shall be borrowed until twenty thousand pounds of the said capital shall have been paid up and for securing the repayment of the money

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so to be borrowed with the interest thereon it shall be lawful for the Company to mortgage the undertaking and the future calls on the shareholders or to give bonds in manner hereinafter mentioned And all and every part of the money so to be borrowed on mortgage or bond shall be applied in carrying into execution the object and purposes of this Act.

6. Any money hereby authorized to be borrowed may be so borrowed in such sum or sums as the directors of the Company may think fit and for securing the repayment of the moneys so borrowed together with interest thereon it shall be lawful for the Company to issue debentures charged and secured upon the undertaking and tolls and such debentures shall be payable to the bearers thereof and shall entitle them to the rights and remedies hereinafter conferred on mortgagees And the interest of such debentures shall be paid in preference to any dividends payable to the shareholders of the Company And all debentures issued under the provisions of this Act shall be on an equal footing without priority one over the other.

7. Such debentures may be in the form or to the effect set forth in Schedule A hereto and shall be sealed with the common seal of the Company and be numbered arithmetically beginning with number one and so proceeding in an ascending arithmetical progression wherein the common difference shall be one And such debentures shall pass by delivery only and without any assignment or endorsement And the bearer of every such debenture shall have the same rights and remedies as if he were expressly named therein.

8. The principal and interest secured by debentures issued under this Act may be made payable in the City of Sydney in the Colony of New South Wales or in the City of Melbourne in the Colony of Victoria at the option of the bearer signified in writing signed by him and addressed to the directors bearing a memorandum to that effect endorsed thereon by the secretary or other officer appointed by the directors for that purpose And the bearer of any such debenture may from time to time alter the place of payment from the said City of Sydney to the said City of Melbourne or *vice versa* by giving at the office of the Company where the debenture shall for the time being be payable six calendar months previous notice in writing terminating on some half-yearly day of payment of interest of his wish to make such alteration and obtaining a memorandum of such alteration endorsed by such secretary or other officer on the debenture And it shall be lawful for the directors to provide for the payment in manner aforesaid of any principal money or interest secured by any debentures issued under this Act.

9. It shall be lawful for the Company if they shall have paid off any money borrowed under the authority of this Act to borrow again the amount so paid off and so on from time to time but such power of re-borrowing shall not be exercised without the authority of a general meeting of the Company specially convened for that purpose.

10. A certificate under the hands of any two of the directors and the secretary endorsed on any debenture issued by the Company of the sum thereby secured being part of the total amount which the Company at the date of such certificate may legally borrow shall be sufficient evidence of the authority to borrow and to issue such debenture.

11. If the Company shall exercise the power of borrowing conferred by this Act they shall once during the months of January and July in each year publish in the *Government Gazette* a statutory declaration to be made by two of the directors and the secretary stating the amount of the subscribed capital of the Company the amount paid up thereon and the amount which the Company

Debentures may be issued.

Form of debentures.
Schedule A.

Principal and interest payable where.

Power to re-borrow.

Evidence of authority to borrow by a debenture.

Declaration in Gazette with respect to borrowing power.

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Company is at the date of the said declaration legally entitled to borrow on debentures and that the total amount then raised by the Company on debentures does not exceed the amount which the Company can then legally borrow.

Evidence of authority
for borrowing on
mortgage or bond.

12. The certificate of a Justice that a specified amount of the capital has been paid up and a copy of the order of the general meeting of the Company authorizing the borrowing of money on mortgage or bond certified by the chairman for the time being of the directors and by the secretary to be a true copy shall be sufficient evidence of the fact of such specified amount of the capital having been paid up and of the order for borrowing having been made. And upon production to any Justice of the books of the Company and of such other evidence as he shall think sufficient such Justice shall grant the said certificate.

Appointment of
receiver.

13. It shall be lawful for the mortgagees of the Company to enforce the payment of arrears of interest or the arrears of principal and interest due on their mortgage by the appointment of a receiver as hereinafter provided. Provided that the mortgage debt or debts in arrear shall not be less than the sum of one thousand pounds.

Power to increase
capital.

14. It shall be lawful for the directors of the Company for the time being with the consent of the majority of the shareholders present at a general meeting duly held for that purpose at which shall be present and vote the holders of not less than one thousand shares and sixty or more shareholders to increase the capital of the Company to any amount not exceeding two hundred and fifty thousand pounds in the aggregate for the purpose of completing and maintaining the railway and other works hereby authorized. And to raise such increased capital by creating an additional number of shares of five pounds each and to cause such shares to be sold or allotted to such persons as the directors shall approve of and on such terms and at such prices as they can obtain for the same. And such shares when sold shall be subject to the provisions of this Act and shall be personal estate and transmissible as such and shall entitle the holders to the same benefits rights and privileges in respect thereof as if the same had been subscribed for in the formation of the original capital.

Pre-emption to
original shareholders.

15. The said new shares shall vest in and belong to the shareholders who shall accept the same and pay the value thereof to the said Company at the times and by the instalments fixed by the directors. And if any shareholder fail for one calendar month after the offer of any new share to him to accept the same and pay the said instalments in respect thereof it shall be lawful for the directors to dispose of such shares in such manner as they shall deem most beneficial to the interests of the Company.

If shares not at a
premium.

16. If at the time of any augmentation of the said capital taking place the existing shares of the Company shall not be at a premium then such new shares may be issued in such manner and on such terms as the directors may think fit.

Shares to be personal
estate.

17. All shares in the Company shall be personal estate and transmissible as such and shall not be of the nature of real estate.

Shareholders.

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

Register of share-
holders.

19. The directors shall cause a book to be kept to be called "the register of shareholders" and in such book there shall be fairly and distinctly entered from time to time the names of the several corporations and the names occupations and addresses of the several persons

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persons entitled to shares in the Company together with the number of shares to which they shall be respectively entitled distinguishing each share by its number and the amount of the subscriptions paid on such shares and the surnames or corporate names of the said shareholders shall be placed in alphabetical order.

20. On demand of any shareholder the directors of the Company shall cause a certificate of the proprietorship of such shares to be delivered to such shareholder. And such certificate shall have the common seal of the Company affixed thereto and shall specify the shares to which such shareholder is entitled and the same may be according to the form in Schedule B hereto or to the like effect. And for such certificate the Company may demand any sum not exceeding two shillings and sixpence. Certificates of shares.

21. The said certificate shall be admitted in all Courts as *prima facie* evidence of the title of such shareholder his executors administrators successors or assigns to the share therein specified but the want of such certificate shall not prevent any shareholder from disposing of his share or from receiving his share of profits in respect thereof. Certificate to be evidence.

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

23. Subject to the provisions of this Act any shareholder may sell or transfer all or any of his shares and every such transfer shall be by deed in which the consideration shall be truly stated and such deed may be according to the form in the Schedule C hereto or to the like effect. Transfer of shares. Transfer of shares to be by deed.

24. The said deed of transfer (when duly executed) shall be delivered to the secretary and be kept by him and the secretary shall enter a memorial thereof in a book to be called the "Register of Transfers" and shall endorse such entry on the deed of transfer and shall on demand deliver a new certificate to the purchaser and for every such entry together with such endorsement and certificate the Company may demand any sum not exceeding two shillings and sixpence and on the request of the purchaser of any share an endorsement of such transfer shall be made on the certificate of such share instead of a new certificate being granted and such endorsement being signed by the secretary shall be considered in every respect the same as a new certificate and until such transfer has been so delivered to the secretary 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 of the share shall not be entitled to receive any share of the profits of the undertaking or to vote in respect of such share. Transfer of shares to be registered &c.

25. No shareholder shall be entitled to transfer any share after any call shall have been made in respect thereof until he shall have paid such call nor until he shall have paid all calls for the time being due on every share held by him. Transfer not to be made until calls paid.

26. It shall be lawful for the directors to close the register of transfers for a period not exceeding fourteen days previous to each ordinary meeting and they may fix a day for the closing of the same of which seven days notice shall be given by advertisement in some newspaper. Closing of transfer books.

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newspaper published in Sydney as well as in one published or circulating in the district wherein the Railway is situate and any transfer made during the time when the transfer books are so closed shall as between the Company and the party claiming under the same but not otherwise be considered as made subsequently to such ordinary meeting.

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

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

Proof of transmission by marriage will &c.

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

Company not bound to regard trusts.

29. The 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 Company or if it stands in the names of more parties than one the receipt of one of the parties mentioned in the register of shareholders shall from time to time be a sufficient discharge to the 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 Company have had notice of such trusts and the Company shall not be bound to see to the application of the money paid upon such receipt.

Payment of calls subscriptions to be paid when called for.

30. The several persons who have subscribed any money towards the undertaking or their legal personal representatives respectively shall pay the sums respectively so subscribed or such portions thereof as shall from time to time be called for by the Company at such times and places as shall be appointed by the Company and with respect to the provisions of this Act for enforcing the payment of calls the word "shareholder" shall extend to and include the legal personal representatives of such shareholder.

Power to make calls.

31. It shall be lawful for the directors from time to time to make such calls of money upon the respective shareholders in respect of the amount of capital respectively subscribed or owing by them as they shall think fit provided that twenty-one days notice at the least be given of each call and that no call exceed the sum of ten shillings in respect of any one share and that the aggregate amount of calls made in any one year do not exceed the sum of three pounds and every shareholder

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shareholder shall be liable to pay the amount of the calls so made in respect of the shares held by him to the persons and at the times and places from time to time appointed by the said directors.

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

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

34. If at the time appointed by the directors for the payment of any call any shareholder fail to pay the amount of such call it shall be lawful for the Company to sue such shareholder for the amount thereof in any Court of law or equity having competent jurisdiction and to recover the same with lawful interest from the day on which such call was payable. Enforcement of calls by action.

35. In any action or suit to be brought by the Company against any shareholder to recover any money due for any call it shall not be necessary to set forth the special matter but it shall be sufficient for the Company to declare that the defendant is the holder of one share or more in the Company (stating the number of shares) and is indebted to the Company in the sum of money to which the calls in arrear shall amount in respect of one call or more upon one share or more (stating the number and amount of each of such calls) whereby an action hath accrued to the Company by virtue of this Act. Declaration in action for calls.

36. 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 the holder of one share or more in the Company and that such call was in fact made and such notice thereof given as is directed by this Act and it shall not be necessary to prove the appointment of the directors who made such call nor any other matter whatsoever and thereupon the Company shall be entitled to recover what shall be due upon such call with 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 or that calls amounting to more than the sum prescribed for the total amount of calls in one year had been made within that period. Matter to be proved in action for calls.

37. The production of the register of shareholders containing the name of the said defendant as a shareholder shall be *prima facie* evidence of his being a shareholder. Proof of proprietorship.

38. If any shareholder fail to pay any call payable by him together with the interest if any that shall have accrued thereon the directors at any time after the expiration of two months from the day appointed for payment of such call may declare the share in respect of which such call was payable forfeited and that whether the Company have sued for the amount of such call or not. Non-payment of calls. Forfeiture of shares for non-payment.

39. Before declaring any share forfeited the directors shall cause notice of such intention to be left at or transmitted by the post to the usual or last place of abode of the person appearing by the register of shareholders to be the proprietor of such share and if the holder of any such share be absent from the Colony or if his usual or last Notice of forfeiture to be given before declaration thereof.

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last place of abode be not known to the directors by reason of its being imperfectly described in the shareholders' address book or otherwise or if the interest in any such share shall be known by the directors to have become transmitted otherwise than by transfer as hereinbefore mentioned but a declaration of such transmission shall not have been registered as aforesaid and so the address of the parties to whom the same may have been transmitted or may for the time being belong shall not be known to the directors the directors shall give public notice of such intention in the *Government Gazette* and also in some newspaper published in Sydney as well as in one published or circulating in the district wherein the railway is situated and the several notices aforesaid shall be given twenty-one days at least before the directors shall make such declaration of forfeiture.

Forfeiture to be confirmed by a general meeting.

40. The said declaration of forfeiture shall not take effect so as to authorize the sale or other disposition of any share until such declaration have been confirmed at some general meeting of the Company to be held after the expiration of two months at the least from the day on which such notice of intention to make such declaration of forfeiture shall have been given and it shall be lawful for the Company to confirm such forfeiture at any such meeting and by an order at such meeting or at any subsequent general meeting to direct the share so forfeited to be sold or otherwise disposed of.

Sale of forfeited shares.

41. After such confirmation as aforesaid it shall be lawful for the directors to sell the forfeited shares either by public auction or private contract and if there be more than one such forfeited share then either separately or together as to them shall seem fit and any shareholder may purchase any forfeited share so sold.

Evidence as to forfeiture of shares.

42. A statutory declaration in writing by some credible person not interested in the matter made before any Justice 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 and confirmed in manner hereinbefore required shall be sufficient evidence of the facts therein stated and such declaration and the receipt of the secretary of the Company for 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.

No more shares to be sold than sufficient for payment of calls.

43. The Company shall not sell or transfer more of the shares of any such defaulter than will 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 interest and the expenses attending such sale and declaration of forfeiture and if the money produced by the sale of any such forfeited shares 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 the surplus shall on demand be paid to the defaulter.

On payment of calls before sale forfeited share to revert.

44. If payment of such arrears of calls and interest and expenses be made before any share so forfeited and vested in the Company shall have been sold such share shall revert to the party to whom the same belonged before such forfeiture in such manner as if such calls had been duly paid.

Remedies against shareholders—
Execution against shareholders to the extent of their shares in capital not paid up.

45. If any execution either at law or in equity shall have been issued against the property or effects of the Company and if there cannot be found sufficient whereon to levy such execution then such execution may be issued against any of the shareholders to the extent of

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of their shares respectively in the capital of the Company not then paid up And no shareholder or his real or personal estate shall be liable for any debt or demand whatever due or to become due from or by the Company or in anywise relating to the said undertaking for any of the matters or things authorized by this Act to be made done or completed beyond the extent of his shares in the capital of the Company not then paid up 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 without fee.

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

47. Every mortgage and bond for securing money borrowed by the Company shall be by deed under the common seal of the Company wherein the consideration shall be truly stated and every such mortgage deed or bond may be according to the form in the Schedule D or E hereto or to the like effect. Mortgages and bonds to be by deed.

48. The respective mortgagees shall be entitled one with another to their respective proportions of the tolls sums and premises comprised in such mortgages and of the future calls paid by the shareholders if comprised therein according to the respective sums in such mortgages mentioned to be advanced by such mortgagees respectively and to be repaid the sums so advanced with interest without any preference one above another by reason of priority of the date of any such mortgage or of the meeting at which the same was authorized. Rights of mortgagees.

49. No such mortgage (although it should comprise future calls on the shareholders) shall unless expressly so provided preclude the Company from receiving and applying to the purposes of the Company any calls to be made by the Company. Application of calls notwithstanding mortgage.

50. The respective obligees in such bonds shall proportionately according to the amount of the moneys secured thereby be entitled to be paid out of the tolls or other property or effects of the Company the respective sums in such bonds mentioned and thereby intended to be secured without any preference one above another by reason of priority of date of any such bond or of the meeting at which the same was authorized or otherwise howsoever. Rights of obligees.

51. A register of mortgages and bonds shall be kept by the secretary and within fourteen days after the date of any such mortgage or bond an entry or memorial specifying the number and date of such mortgage or bond and the sums secured thereby and the names of the parties thereto with their proper additions shall be made in such register and such register may be perused at all reasonable times by any of the shareholders or by any mortgagee or bond creditor of the Company or by any person interested in any such mortgage or bond without fee or reward. Register of mortgages and bonds.

52. Any party entitled to any such mortgage or bond may from time to time transfer his right and interest therein to any other person and every such transfer shall be by deed wherein the consideration shall be truly stated and every such transfer may be according to the form in the Schedule F hereto or to the like effect. Transfers of mortgages and bonds to be by deed &c.

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Transfers of mortgages and bonds to be registered.

53. Within thirty days after the date of every such transfer if executed within this Colony or otherwise within thirty days after the arrival thereof in this Colony it shall be produced to the secretary and thereupon the secretary shall cause an entry or memorial thereof to be made in the same manner as in the case of the original mortgage and after such entry every such transfer shall entitle the transferee to the full benefit of the original mortgage or bond in all respects and no party having made such transfer shall have power to make void release or discharge the mortgage or bond so transferred or any money thereby secured and for such entry the directors may demand a sum not exceeding two shillings and sixpence and until such entry the Company shall not be in any manner responsible to the transferee in respect of any such mortgage.

Interest on mortgage to be paid in preference to dividends to shareholders.

54. The interest of the money borrowed upon any such mortgage or bond shall be paid at the periods appointed in such mortgage or bond and if no period be appointed half-yearly to the several parties entitled thereto and in preference to any dividends payable to the shareholders of the Company.

Transfers of interest to be by deed.

55. The interest on any such mortgage or bond shall not be transferable except by deed.

Repayment of money borrowed at a time fixed.

56. The directors may if they think proper fix a period for the repayment of the principal money so borrowed with the interest thereof and in such case the directors shall cause such period to be inserted in the mortgage deed or bond and upon the expiration of such period the principal sum together with the arrears of interest thereon shall on demand be paid to the party entitled to such mortgage or bond and if no other place of payment be inserted in such mortgage deed or bond such principal and interest shall be payable at the principal office or place of business of the Company.

Repayment of money borrowed where no time fixed.

57. If no time be fixed in the mortgage deed or bond for the repayment of the money so borrowed the party entitled to the mortgage or bond may at the expiration or at any time after the expiration of twelve months from the date of such mortgage or bond demand payment of the principal money thereby secured with all arrears of interest upon giving six months previous notice for that purpose and in the like case the directors may at any time pay off the money borrowed on giving the like notice and every such notice shall be in writing or print or both and if given by a mortgagee or bond creditor shall be delivered to the secretary or left at the principal office of the Company and if given by the directors shall be given either personally to such mortgagee or bond creditor or left at his residence or if such mortgagee or bond creditor be unknown to the directors or cannot be found after diligent inquiry such notice shall be given by advertisement in the *Government Gazette* and in some newspaper published in Sydney and in one published or circulating in the district where the railway is situated.

Interest to cease on expiration of notice to pay off mortgage or bond.

58. If the directors shall have given notice of their intention to pay off any such mortgage or bond at a time when the same may lawfully be paid off by them then at the expiration of such notice all further interest shall cease to be payable on such mortgage or bond unless on demand of payment made pursuant to such notice or at any time thereafter the directors shall fail to pay the principal and interest due at the expiration of such notice on such mortgage or bond.

Arrears of interest when to be enforced by appointment of a receiver.

59. Where by this Act the mortgagees of the Company shall be empowered to enforce the payment of the arrears of interest or the arrears of principal and interest due on such mortgages by the appointment of a receiver then if within thirty days after the interest accruing upon any such mortgage has become payable and after demand thereof in writing the same be not paid the mortgagee may

Arrears of principal and interest.

without

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without prejudice to his rights to sue for the interest so in arrear in any Court of competent jurisdiction require the appointment of a receiver by an application to be made as hereinafter provided and if within six months after the principal money owing upon any such mortgage has become payable and after demand thereof in writing the same be not paid the mortgagee without prejudice to his right to sue for such principal money together with all arrears of interest in any such Court may if his debt amount to the hereinbefore prescribed sum alone or if his debt does not amount to the prescribed sum he may in conjunction with other mortgagees whose debts being so in arrear after demand as aforesaid shall together with his amount to the prescribed sum require the appointment of a receiver by an application to be made as hereinafter provided.

60. Every application for a receiver in the cases aforesaid shall be made to two Justices and on any such application it shall be lawful for such Justices by order in writing after hearing the parties to appoint some person to receive the whole or a competent part of the toll or sums liable to the payment of such interest or until such principal and interest as the case may be together with all costs including the charges or receiving the tolls or sums aforesaid be fully paid and upon such appointment being made all such tolls and sums of money as aforesaid shall be paid to and received by the person so to be appointed and the money so to be received shall be so much money received by or to the use of the party to whom such interest or such principal and interest as the case may be shall be then due and on whose behalf such receiver shall have been appointed and after such interest and costs or such principal interest and costs have been so received the power of such receiver shall cease.

Appointment of receiver.

61. At all reasonable times the books of accounts of the Company shall be open to the inspection of the respective mortgagees and bond creditors thereof with liberty to take extracts therefrom without fee or reward.

Access to account books by mortgagees.

62. The capital to be raised by the creation of new shares shall be considered as part of the general capital and shall be subject to the same provisions in all respects whether with reference to the payment of calls or the forfeiture of shares on nonpayment of calls or otherwise as if it had been part of the original capital except as to the times of making calls for such additional capital and the amount of such calls which respectively it shall be lawful for the Company from time to time to fix as they shall think fit.

New shares to be considered same as original shares.

Consolidation of Shares.

63. It shall be lawful for the directors from time to time with the consent of three-fifths of the votes of the shareholders present in person or by proxy at any general meeting of the Company when due notice for that purpose shall have been given to convert and consolidate all or any part of the shares then existing in the capital of the Company and in respect whereof the whole money subscribed shall have been paid up into a general capital stock to be divided amongst the shareholders according to their respective interests therein.

Power to consolidate shares into stock.

64. After such conversion or consolidation shall have taken place all the provisions contained in this Act which require or imply that the capital of the Company shall be divided into shares of any fixed amount and distinguished by numbers shall as to so much of the capital as shall have been so converted or consolidated into stock cease and be of no effect and the several holders of such stock may thenceforth transfer their respective interests therein or any parts of such interests in the same manner and subject to the same provisions as or according

Proprietors of stock may transfer the same.

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according to which any shares in the capital of the Company might be transferred under the provisions of this Act and the directors shall cause an entry to be made in some book to be kept for that purpose of every such transfer and for every such entry may demand any sum not exceeding two shillings and sixpence.

Register of stock.

65. The directors shall from time to time cause the names of the several parties who may be interested in any such stock as aforesaid with the amount of the interest therein possessed by them respectively to be entered in a book to be kept for that purpose and to be called "the Register of Holders of Consolidated Stock" and such book shall be accessible at all seasonable times to the several holders of shares or stock in the Company.

Proprietors of stock entitled to dividends.

66. The several holders of such stock shall be entitled to participate in the dividends or profits of the Company according to the amount of their respective interests in such stock and such interests shall in proportion to the amount thereof confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company qualification for the office of directors and for other purposes as would have been conferred by shares of equal amount in the capital of the Company but so that none of such privileges or advantages except the participation in the dividends and the profits of the Company shall be conferred by any aliquot part of such amount of consolidated stock as would not if existing in shares have conferred such privileges or advantages respectively.

Application of capital.

67. All the money raised by the Company whether by subscriptions of the shareholders or by loan or otherwise shall be applied first in paying the costs and expenses incurred in obtaining this Act and all expenses incident thereto and secondly in carrying the purposes of the Company into execution.

General Meetings.

Ordinary meetings to be held half-yearly.

68. The first general meeting of the shareholders of the Company shall be held at some convenient place in Deniliquin within three months after the passing of this Act between the hours of ten in the forenoon and four in the afternoon. And all subsequent general meetings of the Company shall be held on the first Monday in the months of February or August or at such other stated periods as shall be appointed for that purpose by an order of a general meeting and the meetings so appointed to be held as aforesaid shall be called ordinary meetings and all meetings whether ordinary or extraordinary shall be held at some place to be appointed by the directors.

Business at ordinary meetings.

69. No matters except such as are appointed by this Act to be done at an ordinary meeting shall be transacted at any such meeting unless special notice of such matters have been given in the advertisement convening such meeting.

Extraordinary meetings.

70. Every general meeting of the shareholders other than an ordinary meeting shall be called an extraordinary meeting and such meetings may be convened by the directors at such times as they think fit.

Business at extraordinary meetings.

71. No extraordinary meeting shall enter upon any business not set forth in the notice upon which it shall have been convened.

Extraordinary meetings may be required by shareholders.

72. It shall be lawful for a number of shareholders not being less than twenty holding in the aggregate shares to the amount of not less than one-tenth of the capital of the Company by writing under their hands at any time to require the directors to call an extraordinary meeting

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meeting of the Company and such requisition shall fully express the object of the meeting required to be called and shall be left at the office of the Company or given to at least three directors or left at their last or usual places of abode and forthwith upon the receipt of such requisition the directors shall convene a meeting of the shareholders and if for twenty-one days after such notice the directors fail to call such meeting the number of shareholders qualified as aforesaid may call such meeting by giving fourteen days public notice thereof.

73. Fourteen days public notice at the least of all meetings Notice of meetings. whether ordinary or extraordinary shall be given by advertisement in the *Government Gazette* and in one newspaper published in Sydney as well as in some newspaper published in or circulating in the district wherein the railway is situated which shall specify the place the day and the hour of meeting and every notice of an extraordinary meeting or of an ordinary meeting if any other business than the business hereby appointed for ordinary meetings is to be done thereat shall specify the purpose for which the meeting is called.

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

75. At every meeting of the Company one or other of the following persons shall preside as chairman that is to say the chairman of the directors or in his absence the deputy chairman (if any) or in the absence of the chairman and deputy chairman some one of the directors of the Company to be chosen for that purpose by the meeting or in the absence of the chairman and deputy chairman and all the directors any shareholder to be chosen for that purpose by a majority of the shareholders present at such meeting. Chairman at general meetings.

76. The shareholders present at any such meeting shall proceed in the execution of the powers of the Company with respect to the matters for which such meeting shall have been convened and those only and every such meeting may be adjourned from time to time and from place to place and no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which such adjournment took place. Business at meetings and adjournments.

77. At all general meetings of the Company every shareholder shall have one vote for every share up to ten and he shall have an additional vote for every five shares beyond the first ten shares held by him up to one hundred and an additional vote for every ten shares held by him beyond the first hundred shares. Provided always that no shareholder shall be entitled to vote at any meeting unless he shall have paid all the calls then due upon the shares held by him. Votes of shareholders.

78. The votes may be given either personally or by proxies Manner of voting. being shareholders authorized by writing according to the form in the Schedule G to this Act annexed or in a form to the like effect under the hand of the shareholder nominating such proxy or if such shareholder be a corporation then under their common seal and every proposition at any such meeting shall be determined by the majority of votes of the parties present including proxies the chairman of the meeting being entitled to vote not only as a principal and proxy but to have a casting vote if there be an equality of votes.

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Regulations as to
proxies.

79. No person shall be entitled to vote as a proxy unless the instrument appointing such proxy have been transmitted to the secretary of the Company not less than forty-eight hours before the time appointed for holding the meeting at which such proxy is to be used.

Votes of joint share-
holders.

80. If several persons be jointly entitled to a share the person whose name stands first in the register of shareholders as one of the holders of such share shall for the purpose of voting at any meeting be deemed the sole proprietor thereof and on all occasions the vote of such first-named shareholder either in person or by proxy shall be allowed as the vote in respect of such share without proof of the concurrence of the other holders thereof.

Votes of lunatics and
minors.

81. If any shareholder be a lunatic or idiot such lunatic or idiot may vote by his committee and if any shareholder be a minor he may vote by his guardian or any of his guardians and every such vote may be given either in person or by proxy.

Proof of a particular
majority of votes;
only required if a
poll demanded.

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

Appointment and
rotation of directors.

83. Alfred William Finch Noyes William McKenzie William Bignell Donald Cameron Thomas Robertson and David Griffiths Jones shall be the first directors of the Company and shall continue in office until the first general meeting of the Company to be holden within three months after the passing of this Act.

Election of directors

84. The shareholders present personally or by proxy may at such first general meeting as hereinbefore provided either continue in office the directors appointed by this Act or any number of them or may elect six persons to be directors the directors appointed by this Act being eligible as members of such new body and at the first half-yearly meeting to be held in the month of February in every year thereafter the shareholders present personally or by proxy shall elect persons to supply the places of the directors then retiring from office agreeably to the provisions hereinafter contained and the several persons elected at any such meeting being neither removed nor disqualified nor having resigned shall continue to be directors until directors are elected in their stead as hereinafter mentioned.

Existing directors
continued on failure
of meeting for elec-
tion of directors.

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

Qualification of
directors.

86. No person shall be capable of being a director unless he be a shareholder nor unless he be possessed of at least fifty shares and no person holding an office or place of trust or profit under the Company or interested in any contract with the Company shall be capable of being a director and no director shall be capable of accepting any other office or place of trust or profit under the Company or of being interested in any contract with the Company during the time he shall be a director

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director but nothing herein contained shall be construed to prevent the Company from assigning any remuneration to the chairman and directors for their services.

87. If any of the directors at any time subsequently to his election accept or continue to hold any other office or place of trust or profit under the Company or be either directly or indirectly concerned in any contract with the Company or participate in any manner in the profits of any work to be done for the Company or if such director at any time cease to be a holder of the prescribed number of shares in the Company or if he shall be absent from the meetings of the Board of Directors for three consecutive months without the leave of the said Board then in any of the cases aforesaid the office of such director shall become vacant and thenceforth he shall cease from voting or acting as a director. Cases in which office of director shall become vacant. Provided always that no person being a shareholder or member of any incorporated joint stock Company shall be disqualified or prevented from acting as a director by reason of any contract entered into between such joint stock Company and the Company Shareholder of an incorporated joint stock Company not disqualified by reason of contracts. incorporated by this Act but no such director being a shareholder or member of any such joint stock Company shall vote on any question as to any contract with such joint stock Company.

88. The directors appointed by this Act and continued in office as aforesaid or the directors elected to supply the places of those retiring as aforesaid shall subject to the provision hereinbefore contained for increasing or reducing the number of directors retire from office at the times and in the proportions following the individuals to retire being in each instance determined by ballot among the directors unless they shall otherwise agree that is to say— Rotation of directors.

At the end of the first year after the first election of directors one-third of such directors to be determined by ballot among themselves unless they shall otherwise agree shall go out of office.

At the end of the second year one half of the remaining number of such directors to be determined in like manner shall go out of office.

At the end of the third year the remainder of such directors shall go out of office.

And in each instance the places of the retiring directors shall be supplied by an equal number of qualified shareholders and at the first ordinary meeting in every subsequent year one-third of the directors being those who have been longest in office shall go out of office and their places shall be supplied in like manner nevertheless every director so retiring from office may be re-elected immediately or at any future time and after such re-election shall with reference to the going out by rotation be considered as a new director.

89. If any director die or resign or become disqualified or incompetent to act as a director or cease to be a director by any other cause than that of going out of office by rotation as aforesaid the remaining directors shall forthwith elect in his place some other shareholder duly qualified to be a director and the shareholder so elected to fill up any such vacancy shall continue in office as a director so long only as the person in whose place he shall have been elected would have been entitled to continue if he had remained in office. Supply of occasional vacancies in office of directors.

Powers of Directors.

90. The directors shall have the management and superintendence of the affairs of the 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 shareholders Powers of the Company to be exercised by the directors. but

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but all the powers so to be exercised shall be exercised in accordance with and subject to the provisions of this Act and the exercise of all such powers shall be subject also to the control and regulation of any general meeting specially convened for the purpose but not so as to render invalid any act done by the directors prior to any resolution passed by such general meeting.

Powers of the
Company not to be
exercised by the
directors.

91. Except as otherwise provided by this Act the following powers of the Company that is to say the choice and removal of the directors except as hereinbefore mentioned and the increasing or reducing of their number where authorized by this Act the choice of auditors the determination of the remuneration to the directors auditors treasurer and secretary the determination as to the amount of money to be borrowed on mortgage the determination as to the augmentation of capital and the declaration of dividends shall be exercised only at a general meeting of the shareholders.

Proceedings of Directors.

Meetings of directors.

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

Quorum.

Permanent chairman
of directors.

93. At the first meeting of directors held after the passing of this Act and at the first meeting of the directors held after each annual appointment of directors the directors present at such meeting shall choose one of the directors to act as a chairman of the directors for the year following such choice and shall also if they think fit choose another director to act as deputy chairman for the same period And if the chairman or deputy chairman die or resign or cease to be a director or otherwise become disqualified to act the directors present at the meeting next after the occurrence of such vacancy shall choose some other of the directors to fill such vacancy and every such chairman or deputy chairman so elected as last aforesaid shall continue in office so long only as the person in whose place he may be so elected would have been entitled to continue if such death resignation removal or disqualification had not happened.

Occasional chairman
of directors.

94. If at any meeting of the directors neither the chairman nor deputy chairman be present the directors present shall choose some one of their number to be the chairman of such meeting.

Committees of
directors.

95. It shall be lawful for the directors to appoint one or more committees consisting of such number of directors as they think fit And they may grant to such committees respectively power on behalf of the Company to do any acts relating to the affairs of the Company which the directors could lawfully do and which they shall from time to time think proper to entrust to them.

Power of committees.

Meetings of
committees.

96. The said committees may meet from time to time and may adjourn from place to place as they may think proper for carrying into effect the purposes of their appointment and no such committee shall exercise the powers entrusted to them except at a meeting at which there shall be present a quorum to be fixed for that purpose by the general body of directors And at all meetings of the committees one of the members present shall be appointed chairman And all questions at any meeting of the committee shall be determined by a majority of votes

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votes of the members present and in case of an equal division of votes the chairman shall have a casting vote in addition to his vote as a member of the committee.

97. The power which may be granted to any such committee to make contracts as well as the power of the directors to make contracts on behalf of the Company may lawfully be exercised as follows (that is to say)—

Contracts by committee or directors how to be entered into.

With respect to any contract which if made between private persons would be by law required to be in writing and under seal such committee of the directors may make such contract on behalf of the Company in writing and under the common seal of the Company and in the same manner may vary or discharge the same.

With respect to any contract which if made between private persons would be by law required to be in writing and signed by the parties to be charged therewith then such committee or the directors may make such contract on behalf of the Company in writing signed by such committee or any two of them or any two of the directors and in the same manner may vary or discharge the same.

With respect to any contract which if made between private persons would by law be valid although made by parol only and not reduced into writing such committee or the directors may make such contract on behalf of the Company by parol only without writing and in the same manner may vary or discharge the same.

And all contracts made according to the provisions herein contained shall be effectual in law and shall be binding upon the Company and their successors and all other parties thereto their heirs executors or administrators as the case may be and on any default in the execution of any such contract either by the Company or any other party thereto such actions or suits may be brought either by or against the Company as might be brought had the same contracts been made between private persons only.

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

Proceeding to be entered in a book and to be evidence.

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

Informalities in appointment of directors not to invalidate proceedings.

100. No director by being party to or executing in his capacity of director any contract or other instrument on behalf of the Company or otherwise lawfully executing any of the powers given to the directors shall be subject to be sued or prosecuted individually or collectively

Directors not to be personally liable.

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by any person whomsoever and the bodies or goods or lands of the directors shall not be liable to execution of any legal process by reason of any contract or other instrument so entered into signed or executed by them or by reason of any other lawful act done by them in the execution of any of their powers as directors and the directors their heirs executors and administrators shall be indemnified out of the capital of the Company for all payments made or liabilities incurred in respect of any acts done by them and for all losses costs and damages which they may incur in the powers granted to them and the directors for the time being of the Company may apply the existing funds and capital of the Company for the purposes of such indemnity and may if necessary for that purpose make calls of the capital remaining unpaid if any.

Auditors.

Election of auditors.

101. At the first general meeting after the passing of this Act the shareholders shall elect two auditors in like manner as is provided for the election of directors and at the ordinary meeting of the Company in the month of February in each year thereafter the Company shall in like manner elect an auditor to supply the place of the auditor then retiring from office according to the provision hereinafter contained and every auditor elected as hereinbefore provided being neither removed nor disqualified nor having resigned shall continue to be an auditor until another be elected in his stead.

Rotation of auditors.

102. One of such auditors to be determined in the first instance by ballot between themselves unless they shall otherwise agree and afterwards by seniority shall go out of office at the ordinary meeting in the month of February in each year but the auditor so going out shall be immediately re-eligible and after any such re-election shall with respect to the going out of office by rotation be deemed a new auditor.

Vacancy in office of auditor.

103. If any vacancy take place among the auditors in the course of the current year then such vacancy shall be forthwith filled up by the Board of Directors and the auditor so appointed shall remain in office until the next general meeting of shareholders.

Failure of meeting to elect auditor.

104. The provision of this Act respecting the failure of an ordinary meeting at which directors ought to be chosen shall apply *mutatis mutandis* to any ordinary meeting at which an auditor ought to be appointed.

Delivery of balance-sheet to auditors.

105. The directors shall deliver to such auditors the half-yearly or other periodical accounts and balance-sheet fourteen days at the least before the ensuing ordinary meeting at which the same are required to be produced to the shareholders as hereinafter provided.

Duty of auditors.

106. It shall be the duty of such auditors to receive from the directors the half-yearly or other periodical accounts and balance-sheet required to be presented to the shareholders and to examine the same.

Powers of auditors.

107. It shall be lawful for the auditors to employ such accountants and other persons as they may think proper at the expense of the Company and they shall either make a special report on the said accounts or simply confirm the same and such report or confirmation shall be read together with the report of the directors at the ordinary meeting.

Accountability

*Deniliquin and Moama Railway.**Accountability of Officers.*

108. Before any person intrusted with the custody and control of moneys whether secretary collector or other officer of the Company shall enter upon his office the directors shall take sufficient security from him for the faithful execution of his office. Security from officers.

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

110. If any such officer fail to render such account or to produce and deliver up all the vouchers and receipts relating to the same in his possession or power or to pay the balance thereof when thereunto required or if for three days after being thereunto required he fail to deliver up to the directors or to any person appointed by them to receive the same all papers and writings property effects matters and things in his possession or power as an officer of the Company or belonging to the Company then on complaint thereof being made to a Justice such Justice shall summon such officer to appear before two or more Justices at a time and place to be set forth in such summons to answer such charge and upon the appearance of such officer or in his absence upon proof that such summons was personally served upon him or left at his last known place of abode such Justices may hear and determine the matter in a summary way and may assess and declare the balance owing by such officer and if it appears either upon confession of such officer or upon evidence or upon inspection of the accounts that any moneys of the Company are in the hands of such officer or owing by him to the Company such Justice may order such officer to pay the same and if he fail to pay the amount it shall be lawful for such Justice to grant a warrant to levy the same by distress or in default thereof to commit the offender to gaol for a period not exceeding three months unless the same be sooner paid. Summary remedy against parties failing to account.

111. If any such officer refuse to make out such account in writing or to produce and deliver to the Justices the several vouchers and receipts relating thereto or to deliver up any books papers or writings property effects matters and things if any in his possession or power belonging to the Company such Justices may commit such offender to gaol there to remain until he shall have delivered up all vouchers and receipts (if any) books papers writings property effects matters and things in his possession or power or belonging to the Company. Officers refusing to deliver up documents &c. to be imprisoned.

112. If any director or other person acting on behalf of the Company shall make oath that he has good reason to believe upon grounds to be stated in his deposition and does believe that it is the intention of any such officer as aforesaid to abscond it shall be lawful for the Justice before whom the complaint is made instead of issuing his summons to issue his warrant for the bringing such officer before two Justices as aforesaid and it shall be lawful for the Justice before whom such officer may be brought either to discharge such officer if he thinks there is no sufficient ground for his detention or to order such officer to be detained in custody so as to be brought before two Justices at a time and place to be named in such order unless such officer gave bail to the satisfaction of such Justice for his appearance before such Justices to answer the complaint of the Company. Where officer about to abscond a warrant may be issued in the first instance.

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Sureties not to be discharged.

113. No such proceeding against or dealing with any such officer as aforesaid shall deprive the Company of any remedy which they might otherwise have against such officer or any surety of such officer.

Accounts.

Accounts to be kept.

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

Books to be balanced.

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

Inspection of accounts by shareholders at stated times.

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

Balance-sheet to be produced at the meeting.

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

The bookkeeper to allow inspection of the accounts at the appointed times.

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

Dividends.

Previously to declaration of dividends a scheme to be prepared.

119. Previously to every half-yearly meeting at which a dividend is intended to be declared the directors shall cause a scheme to be prepared showing the profits if any of the Company for the period current since the preceding half-yearly meeting at which a dividend was declared and apportioning the same or so much thereof as they may consider applicable to the purposes of dividend among the shareholders according to the shares held by them respectively the amount paid thereon and the periods during which the same may have been paid and shall exhibit such scheme at such meeting And at such meeting a dividend may be declared according to such scheme.

Dividend not to be made so as to reduce capital.

120. The Company shall not make any dividend whereby their capital stock will be in any degree reduced Provided always that the word "dividend" shall not be construed to apply to a return of any portion

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portion of the capital stock with the consent of all the mortgagees and bond creditors of the Company due notice being given for that purpose at an extraordinary meeting to be convened for that object.

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

122. No dividend shall be paid in respect of any share until all calls then due in respect of that and every other share held by the person to whom such dividend may be payable shall have been paid. Dividend not to be paid unless all calls paid.

By-Laws.

123. It shall be lawful for the Company from time to time to make by-laws not being repugnant to the laws of this Colony or to the provisions of this Act for the following purposes (that is to say)— Power to make by-laws.

For regulating the conduct of the officers and servants of the Company and providing for the proper management of the affairs of the Company in all matters not otherwise by this Act provided for.

For the protection of the railway and other property and works of the Company from trespass or injury.

For regulating the mode by which and the speed at which carriages using the railway are to be moved or propelled.

For regulating the loading and unloading of such carriages and the weights which they are respectively to carry.

For regulating the receipt and delivery of goods and other things which are to be conveyed upon or in such carriages.

For regulating the number of passengers to be carried in any carriage and the occupation of the seats therein.

In preventing or restricting smoking and the commission of any other nuisance in or upon such carriages or in any of the stations or premises occupied by the Company.

And generally for regulating the travelling upon or use of the railway but no such by-law shall authorize the closing of the railway or prevent the passage of engines or carriages on the railway at reasonable times except at any time when in consequence of any of the works being out of repair or from any other sufficient cause it shall be necessary to close the railway or any portion thereof. And such by-laws shall be reduced into writing and shall have affixed thereto the common seal of the Company and be published in the *Government Gazette* and in two newspapers circulating in the district thirty days at least before coming into operation. And any person offending against any such by-law shall upon conviction before any two Justices forfeit for every offence any sum not exceeding five pounds to be imposed in such by-laws as a penalty for any such offence. And if the infraction or non-observance of any such by-laws be attended with danger or annoyance to the public or hindrance to the Company in the lawful use of the railway it shall be lawful for the Company summarily to interfere to obviate or remove such danger annoyance or hindrance and that without prejudice to the recovery of any penalty incurred by the infraction or non-observance of such by-laws.

124. The substance of such by-laws shall be painted on boards or printed on paper and affixed to boards and placed and maintained in a legible state in some conspicuous part of every station and place of business belonging to the Company according to the nature and subject Publication of by-laws.

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subject matter of such by-laws so that notice thereof may be given to all parties affected thereby and no penalty imposed by any such by-law shall be recoverable unless the same shall have been published and kept published as aforesaid.

Evidence of by-laws.

125. The production of a written or printed copy of the by-laws of the Company having the common seal of the Company affixed thereto shall be sufficient evidence of such by-laws in all proceedings under the same.

By-laws to be binding on all parties.

126. Such by-laws when so published and affixed shall be binding upon and be observed by all parties and shall be sufficient to justify all persons acting under the same and for proof of the publication of any such by-laws it shall be sufficient to prove that a printed paper or painted board containing a copy of such by-laws was affixed and continued in manner by this Act directed and in case of the same being afterwards displaced or damaged then that such paper or board was replaced as soon as conveniently might be. Provided that no such by-laws as shall be applicable to other persons than the members of the said Company and its officers agents servants and workmen shall be binding on such persons until two months after they shall have been laid before the Governor and Executive Council unless the said Governor with the advice of the said Council shall before the expiration of such period have signified their approbation thereof and the said Governor with the said advice shall have power at any time to disallow any such by-law as last aforesaid and thereupon the same shall not have and shall cease to have any force or effect in law.

Service of notices upon Company.

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

Service by Company on shareholders.

128. Every notice required to be served by the Company upon the shareholders may unless expressly required to be served personally be served by the same being transmitted through the post directed according to the registered address or other known address of the shareholder within such period as to admit of its being delivered in the course of delivery within the period prescribed for the giving of such notice and in proving such service it shall be sufficient to prove that such notice was properly directed and that it was so put into the post office. Provided that the requirements of this section as to the time of transmission shall not apply to shareholders resident out of the Colony but in every such case fourteen days notice at the least shall be given by advertisement in the *Government Gazette* and in newspapers published or circulating in Sydney Melbourne and Deniliquin respectively.

Notices to joint proprietors of shares.

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

Authentication of notices.

130. Every summons notice or other such document requiring authentication by the Company may be signed by two directors or by the secretary of the Company and need not be under the common seal of the Company and the same may be in writing or in print or partly in writing and partly in print.

Proof of debts insolvency &c.

131. If any person against whom the Company shall have any claim or demand become bankrupt or take the benefit of any Act for the relief of insolvent debtors it shall be lawful for the secretary of the Company in all proceedings against the estate of such bankrupt

or

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or insolvent or under any fiat sequestration or Act of insolvency against such bankrupt or insolvent to represent the Company and act in their behalf in all respects.

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

Tender of amends.

Recovery of damages and penalties.

133. In all cases where any damages costs or expenses are by this Act or any Act incorporated therewith directed to be paid and the method of ascertaining the amount or enforcing the payment thereof is not provided for such payment in case of dispute shall be ascertained and determined by the Justices and if the amount so ascertained be not paid by the Company or other party liable to pay the same within seven days after demand the amount may be recovered by distress of the goods of the Company or other party liable as aforesaid and the Justices by whom the same shall have been ordered to be paid or either of them on application shall issue their or his warrant accordingly.

Provisions for damages not otherwise provided for.

134. If sufficient goods of the Company cannot be found whereon to levy any such damages costs or expenses payable by the Company the same may if the amount thereof do not exceed twenty pounds be recovered by distress of the goods of the secretary of the Company and the Justices aforesaid or either of them on application shall issue their or his warrant accordingly But no such distress shall issue against the goods of such secretary unless seven days previous notice in writing stating the amount so due and demanding payment thereof have been given to such secretary or left at his residence and if such secretary pay any money under such distress as aforesaid he may retain the amount so paid by him and all costs and expenses occasioned thereby out of any money belonging to the Company coming into his custody or control or he may sue the Company for the same.

Distress against the secretary.

135. Where in this Act or in any Act incorporated therewith any question of compensation expenses charge or damages is referred to the determination of any one Justice or more it shall be lawful for any Justice upon the application of either party to summon the other party to appear before one Justice or before two Justices as the case may require at a time and place to be named in such summons and upon the appearance of such parties or in the absence of any of them upon proof of due service of the summons it shall be lawful for such one Justice or such two Justices as the case may be to hear and determine such question and for that purpose to examine such parties or any of them and their witnesses on oath and the costs of every such inquiry shall be in the discretion of such Justices and they shall determine the amount thereof.

Method of proceeding before Justices in question of damages &c.

136. The Company shall publish the short particulars of the several offences for which any penalty is imposed by this Act or any Act incorporated therewith or by any by-law of the Company affecting other persons than the shareholders officers or servants of the Company and of the amount of every such penalty and shall cause such particulars to be painted on a board or printed upon paper and pasted thereon

Publication of penalties.

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thereon and shall cause such board to be hung up or affixed in some conspicuous part of the principal place of business of the Company And where any such penalties are of local application shall cause such boards to be affixed in some conspicuous place in the immediate neighbourhood to which such penalties are applicable or have reference and such particulars shall be renewed as often as the same or any part thereof is obliterated or destroyed and no such penalty shall be recoverable unless it shall have been published and kept published in the manner hereinbefore required.

Penalty for defacing boards used for such publication.

137. If any person pull down or injure any board put up or affixed as required by this Act or any Act incorporated therewith for the purpose of publishing any by-law or penalty or shall obliterate any of the letters or figures thereon he shall forfeit for every such offence a sum not exceeding five pounds and shall defray the expenses attending the restoration of such board.

Penalties to be summarily recovered before two Justices.

138. Every penalty or forfeiture imposed by this Act or any Act incorporated therewith or by any by-law made in pursuance thereof the recovery of which is not otherwise provided for may be recovered by summary proceedings before two Justices and on complaint being made to any Justice he shall issue a summons requiring the party complained against to appear before two Justices at a time and place to be named in such summons and every such summons shall be served on the party offending either in person or by leaving the same with some inmate at his usual place of abode And upon the appearance of the party complained against or in his absence after proof of the due service of such summons it shall be lawful for two Justices to proceed to the hearing of the complaint and that although no information in writing or in print shall have been exhibited before them And upon proof of the offence either by the confession of the party complained against or upon the oath of one credible witness or more it shall be lawful for such Justices to convict the offender and upon such conviction to adjudge the offender to pay the penalty or forfeitures incurred as well as such costs attending the conviction as such Justices shall think fit.

Penalties may be levied by distress.

139. If forthwith upon any such adjudication as aforesaid the amount of the penalty or forfeiture and of such costs as aforesaid be not paid the amount of such penalty and costs shall be levied by distress and such Justices or either of them shall issue their or his warrant of distress accordingly.

Imprisonment in default of distress.

140. It shall be lawful for any such Justice to order any offender so convicted as aforesaid to be detained and kept in safe custody until return can be conveniently made to the warrant of distress to be issued for levying such penalty or forfeiture and costs unless the offender give sufficient security by way of recognizance or otherwise to the satisfaction of the Justice for his appearance before him on the day appointed for such return such day not being more than eight days from the time of taking such security but if before issuing such warrant of distress it shall appear to the Justice by the admission of the offender or otherwise that no sufficient distress can be had whereon to levy such penalty or forfeiture and costs he may if he thinks fit refrain from issuing such warrant of distress and in such case or if such warrant shall have been issued and upon the return thereof such insufficiency as aforesaid shall be made to appear to the Justice then such Justice shall by warrant cause such offender to be committed to gaol there to remain for any term not exceeding three months unless such penalty or forfeiture and costs be sooner paid and satisfied.

Distress. How to be levied.

141. When in this Act or any Act incorporated therewith any sum of money whether in the nature of penalty or otherwise is directed to be levied

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levied by distress such sum of money shall be levied by distress and sale of the goods and chattels of the party liable to pay the same and the overplus arising from the sale of such goods and chattels after satisfying such sum of money and the expenses of the distress and sale shall be returned on demand to the party whose goods shall have been distrained.

142. No distress levied by this Act or any Act incorporated therewith shall be deemed unlawful nor shall any party making the same be deemed a trespasser on account of any default or want of form in the summons conviction warrant of distress or other proceeding relating thereto nor shall such party be deemed a trespasser *ab initio* on account of any irregularity afterwards committed by him but all persons aggrieved by such default or irregularity may recover full satisfaction for the special damage in an action upon the case. Distress not unlawful for want of form.

143. No person shall be liable to the payment of any penalty or forfeiture imposed by virtue of this Act or any Act incorporated therewith for any offence made cognisable before a Justice unless the complaint respecting such offence shall have been made before such Justice within six months next after the commission of such offence. Penalties to be sued for within six months.

144. If through any act neglect or default on account whereof any person shall have incurred any penalty imposed by this Act or any Act incorporated therewith any damage to the property of the Company shall have been committed by such person he shall be liable to make good such damage as well as to pay such penalty and the amount of such damages shall in case of dispute be determined by the Justices by whom the party incurring such penalty shall have been convicted. And on non-payment of such damages on demand the same shall be levied by distress and such Justices or one of them shall issue their or his warrant accordingly. Damage to be made good in addition to penalty.

145. It shall be lawful for any Justice to summon any person to appear before him as a witness in any matter in which such Justice shall have jurisdiction under the provisions of this Act or any Act incorporated therewith at a time and place mentioned in such summons and to administer to him an oath to testify the truth in such matter and if any person so summoned shall without reasonable cause refuse or neglect to appear at the time and place appointed for that purpose having been paid or tendered a reasonable sum for his expenses or if any person appearing refuse to be examined on oath or to give evidence before such Justice every such person shall forfeit a sum not exceeding five pounds for every such offence. Penalty on witnesses making default.

146. It shall be lawful for any officer or agent of the Company and all persons called by him to his assistance to seize and detain any person who shall have committed any offence against the provisions of this Act or any Act incorporated therewith and whose name and residence shall be unknown to such officer or agent and convey him with all convenient dispatch before some Justice without any warrant or other authority than this Act and such Justice shall proceed with all convenient dispatch to the hearing and determining of the complaint against such offender. Transient offenders.

147. No proceeding in pursuance of this Act or any Act incorporated therewith shall be quashed or vacated for want of form nor shall the same be removed by *certiorari* or otherwise into the Supreme Court. Proceedings not to be quashed for want of form.

Appeal.

148. If any party shall feel aggrieved by any determination or adjudication of any Justice with respect to any penalty or forfeiture under the provisions of this Act or any Act incorporated therewith such party may appeal to the General or Quarter Sessions of the Peace holden nearest to the place in which the cause of appeal shall have arise Parties allowed to appeal to Quarter Sessions.

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arisen but no such appeal shall be entertained unless it be made within four months next after the making of such determination or adjudication nor unless ten days notice in writing of such appeal stating the nature and grounds thereof be given to the party against whom the appeal shall be brought nor unless the appellant forthwith after such notice enter into recognizances with two sufficient securities before a Justice conditioned duly to prosecute such appeal and to abide the order of the Court thereon.

Court to make such order as they think reasonable.

149. At the General or Quarter Sessions for which such notice shall be given the Court shall proceed to hear and determine the appeal in a summary way or they may if they think fit adjourn it to the following Sessions and upon the hearing of such appeal the Court may if they think fit mitigate any penalty or forfeiture or they may confirm or quash the adjudication and order any money paid by the appellant or levied by distress upon his goods to be returned to him and may also order such further satisfaction to be made to the party injured as they may judge reasonable and they may make such order concerning the costs both of the adjudication and of the appeal as they may think reasonable.

Construction of Railways.

Power to grant land for railway.

150. Upon the completion of the Railway and works authorized by this Act to the satisfaction of the Engineer-in-Chief for Railways it shall be lawful for the Governor with the advice of the Executive Council to grant to the Company in fee simple the portion of land herein more particularly described and containing by admeasurement eleven hundred acres more or less that is to say—the lands situate within the counties of Townsend and Cadell New South Wales and within the following boundaries Commencing at the southern side of the ana-branch of the Edward River known as Coonambidgal Creek at a point bearing north forty-four degrees forty-eight minutes east from a point on the north-eastern boundary of section two town of South Deniliquin distant four chains north-westerly from the eastern corner of that section and thence within one chain and fifty links on each side of a line bearing south forty-four degrees forty-eight minutes west about one mile four chains and thirty-three links to the north-eastern side of Poictiers-street and from section twenty-three of said town of South Deniliquin within one chain and fifty links on each side of the continuation of that line for a distance of two miles seventy chains and seventy-eight links passing partly through the one thousand acres dedicated for permanent common thence within one chain and fifty links on each side of a curved line with a radius of eighty chains from a point on the eastern side of that line sixty-one chains and fifty links passing partly through the aforesaid one thousand acres thence within one chain and fifty links on each side of a line bearing south passing partly midway between portions three hundred and six and two hundred and sixty-three parish of South Deniliquin and seventeen and twenty parish of Yallama and one chain and fifty links west from the west boundary of P. Stuckey's three hundred and twenty acres in the latter parish fourteen miles twenty-nine chains and thirty-seven links thence within one chain and fifty links on each side of a curved line south-easterly with a radius of eighty chains for fifty chains thence within one chain and fifty links on each side of a line bearing south thirty-five degrees fifty-two minutes east passing partly about one chain and seventy links north-easterly of Conargo-street town of Mathoura three miles nineteen chains and thirty-six links to a point six chains north from the north boundary of Lewis and Throsby's three hundred and twenty acres adjoining the southern boundary of the town of Mathoura and from the southern boundary of Lewis

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Lewis and Throsby's land aforesaid within one chain and fifty links on each side of a line bearing south seventeen degrees thirty-five minutes west fourteen miles thirty chains and sixty-five links to a point one chain and fifty links westerly from the western boundary of portion fifty parish of Bama county of Cadell and eleven chains north-easterly from the south-western corner of that portion thence within one chain and fifty links on each side of a curved line with a radius of eighty chains for twenty-four chains and sixty links thence within one chain and fifty links on each side of a line bearing south and passing partly one chain and fifty links westerly from the west boundaries of portions forty-nine forty-eight forty-seven forty-six and forty-five parish of Bama aforesaid five miles thence within one chain and fifty links on each side of a curved line with a radius of eighty chains from a point westerly of that line for seventy-two chains to the north boundary of the town of Moama thence within one chain and fifty links of a line south-westerly parallel with Warden-street of that town to the north-eastern side of Francis-street thence within one chain and fifty links on each side of a curved line with a radius of forty-eight chains passing between sections fifty-two and fifty-three to Minninya-street and from section fifty-three aforesaid within one chain and fifty links on each side of a curved line with a radius of eighty chains to the Murray River at a point about eleven chains south-easterly from the south-eastern corner of J. Macintosh's allotment nine of section fifty-eight town of Moama.

151. Before commencing the line of railway by this Act authorized to be made the Company shall by some qualified engineer by them to be appointed cause to be made and taken levels and surveys of the private lands through which such line of railway or branch is to be carried together with a map or plan of the said line and of the lands through which it is to pass a book of reference in which shall be set forth a description of the said several lands and the names of the proprietors thereof so far as the same shall be known or can with reasonable diligence be ascertained setting forth the bearings of such railway as the case may require and the nature and quality state of cultivation and enclosures (if any) and the quantity of such land which may be required for the purpose of making such railway And the said map or plan and book of reference shall be kept in the office of the Company or some convenient office at Deniliquin and true copies thereof signed by the chairman of the directors shall be deposited with the Clerk of Petty Sessions at Deniliquin aforesaid and in case of the formation of any branches in connection therewith the like copies shall be deposited with the Clerks of the Petty Sessions of any and every other district into or through which any such branch shall be intended to be carried and such map or plan and book of reference and such copies thereof respectively shall be open at all convenient times for public examination from the day of the date on which such notice as aforesaid or notice of such branch railway being about to be made (as the case may require) shall be first published and all persons shall be at liberty at all proper and convenient times to inspect the said map or plan and book of reference or copies as aforesaid.

Before commencing railway survey to be made and book of reference.

Map and book of reference to be open to inspection of public.

152. The Company shall by advertisement in the *Government Gazette* and in one or more Sydney newspapers and in two newspapers published or circulating in Deniliquin and Moama respectively at least forty days before the commencement of the formation of the railway give notice that they intend to construct the said railway between the places therein specified according to a map or plan to be seen in the office of the Company at Deniliquin and at the office of the said Clerk of Petty Sessions.

Company to give notice of intention to make railway.

153. No advantage shall be taken of or against the Company or any interruption be given to the making of such railway and other works on account of any omission misstatement or erroneous description

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

tion

Deniliquin and Moama Railway.

tion in the book of reference but it shall be lawful for the Company by themselves their agents officers surveyors servants and workmen to enter into and upon and to take and use for the purposes of this Act any lands or grounds set out and described in the said map or plan notwithstanding any such omission misstatement or erroneous description in case it shall appear to any two Justices acting for the district or place in which such lands or grounds shall be situated and be certified by writing under their hands that such error or omission proceeded from mistake and not from fraud.

Power to purchase
lands by agreement.

154. It shall be lawful for the Company subject to the provisions of this Act and of the enactments incorporated herewith to agree with the owners of any lands by this Act authorized to be taken and which shall be required for the purposes thereof and with all parties having any estate or interest in such lands or by this Act or the said incorporated enactments enabled to sell and convey the same for the absolute purchase of such lands or any parts thereof and of all estates and interests therein.

Person who may con-
vey to Company.

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

Amount of compensa-
tion how ascertained
in case of parties
under disability.

156. The purchase money or compensation to be paid for any lands to be taken or purchased from any person under any such disability or incapacity as in the last preceding section hereof mentioned and not having power to sell or convey such lands except under the provisions of this Act and the compensation to be paid for any permanent damage or injury to any such lands occasioned by the Company in carrying out the powers conferred on them by this Act shall in no case except where the same shall have been determined by a surveyor under the provisions of the Act hereinafter incorporated be less than the amount which shall be determined by two Justices or by arbitrators appointed in manner hereinafter provided.

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

Notice of lands
required for the
railway.

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

Service of notices on
owners and occupiers
of lands.

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

Service of notice on
corporation aggregate

160. As soon as five thousand shares of the capital of the Company shall have been subscribed for and twenty thousand pounds paid up and not before it shall be lawful for the Company and they are hereby authorized and empowered by themselves their agents officers workmen and servants to commence and continue until completion the construction of and thereafter to maintain a single or double line of railway and of all proper stations bridges approaches works and conveniences connected therewith commencing at such point in or near Deniliquin aforesaid and terminating at such point in or near Moama as aforesaid as may appear to the directors to be most conveniently situated and to procure and own such carriages steamboats and vessels as may be necessary to ply on the roads or in the waters of any rivers in connection with the said railway. Provided that if twenty per cent of the capital of the Company shall not have been paid into the Bank of New South Wales at Deniliquin to the credit of the Company within one year after the passing of this Act or if the Company shall not have completed the Railway (with a single line of rails) and opened the same for public traffic within five years after the passing of this Act then the privileges powers and authorities given or authorized to be given to the Company by this Act shall wholly cease and determine. Provided always that it shall be lawful for the Governor with the advice of the Executive Council to extend the said time for any period not exceeding twelve months. Provided lastly that if the Company shall fail to complete and open the railway for public traffic as aforesaid within the time hereinbefore prescribed in that behalf all lands acquired by the Company by purchase or otherwise under the provisions of this Act shall upon such default at the option of the Government intimated through the Commissioner of Railways

Power to make rail-
way when 5000 shares
subscribed and
£20,000 paid up.

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Railways become vested in Her Majesty her heirs and successors for such estate or interest as the Company had become entitled to therein upon payment to the Company by the Government of all such sums of money as shall have been paid for the said lands to the owners thereof by the Company either by way of purchase or compensation and all lands so divested from the Company shall thereupon be and continue to be reserved for railway purposes as portion of the said Crown Lands hereinbefore described.

Power to enter upon
lands and take soil
timber &c.

To remove materials.

Construct inclined
planes tunnels &c.

Alter the course of
rivers &c.

And of roads &c.

And to erect toll-
houses warehouses
&c.

Power to use private
roads.

Company to make
full satisfaction.

161. For the purposes and subject to the provisions of this Act it shall be lawful for the Company their successors agents servants and workmen and all other persons by them authorized and they are hereby authorized and empowered to enter into and upon the lands and grounds of any person whomsoever and to take carry away and use any earth soil clay stone beds of gravel or sand or any other materials or things which may be dug raised or obtained therein or otherwise in making the said railway and other works or any lands contiguous or adjoining thereto and which may be proper or necessary for making maintaining altering repairing or using any such railway and other works by this Act authorized or which may hinder prevent or obstruct the making maintaining altering repairing or using the same respectively And it shall not be necessary for the Company to make any previous agreement with or to apply for or obtain the previous consent of the owner or occupier of any such lands for any of the purposes aforesaid And also to make build erect or construct bank excavate cut and set up in upon across under or over any such railway or other works or upon any lands streets hills valleys roads rivers canals brooks streams or other waters adjoining the same such and so many inclined planes tunnels embankments aqueducts bridges roads ways passages conduits drains piers arches deep-cuttings and fences as the Company shall think proper And also to alter the course of any rivers canals brooks streams or watercourses during such time as may be necessary for constructing tunnels bridges or passages over or under the same or for any other necessary purpose And also to divert or alter the course of any roads or ways or to raise or sink any roads or ways in order the more conveniently to carry the same over or under or by the side of any such railway and to make drains or conduits into through or under any lands adjoining such railway for the purpose of conveying water from or to the same And also in or upon such railway or any lands adjoining or near thereto to erect and make such toll and other houses warehouses yards stations engines and other works and conveniences connected with such railway as the said Company shall think proper And also from time to time to alter repair and amend or discontinue the before mentioned works or any of them and to substitute others in their stead and where any such railway shall pass through any wood lands or forests it shall be lawful for the Company to fell or remove any trees standing thereon within the distance of one hundred yards from either side of such railway which by their liability to be thrown down or from their falling may obstruct or impair the said railway And also to enter upon and use any private road (being a road gravelled or formed with stones or other hard materials and not being an avenue or a planted or ornamental road or an approach to any homestead or mansion-house) And generally to do and execute all other matters and things necessary or convenient for constructing maintaining altering or repairing and using such railway and other works by this Act authorized they the said Company their agents servants and workmen doing as little damage as may be in the execution of the several powers to them hereby granted and the said Company making full satisfaction in manner provided by the Act as hereinafter incorporated herewith to the owners or proprietors of and to all persons interested

in

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in any lands or hereditaments which shall have been taken used or injured for all damages to be by them sustained in or by the execution of all or any of the powers hereby granted and this Act shall be sufficient to indemnify the Company and all other persons for what they or any of them shall do by virtue of the powers hereby granted subject nevertheless to such provisions and restrictions as are herein contained.

162. If in the exercise of the powers hereby granted it be found necessary to cross cut through raise sink or use any part of any road whether carriage-road or horse-road either public or private so as to render it impassable for or dangerous or extraordinarily inconvenient to passengers or carriages or to the persons entitled to the use thereof the Company shall before the commencement of any such operations cause a sufficient road to be made instead of the road to be interfered with and shall at their own expense maintain such substituted road in a state as convenient for passengers and carriages as the road so interfered with or as nearly so as may be.

Before roads
interfered with others
to be substituted.

163. It shall be lawful for the Company to contract with any party willing to sell the same for the purchase of any lands or if such party be unwilling to sell the same to take such lands subject to the provisions as to compensation hereinafter contained or incorporated herewith for the purpose of making and providing additional stations yards wharves stelling and places for the accommodation of passengers and for receiving depositing and loading or unloading goods or cattle to be conveyed upon the railway or along any canals constructed by the Company and for the erection of weighing machines tolls houses and other buildings and conveniences and for any other purpose that may be deemed requisite or convenient for the use of the railway or for the general promotion of the objects of the Company in connection with the undertaking or the works hereby authorized and it shall be lawful for all parties to sell and convey the lands so authorized to be purchased for the last mentioned purposes.

Power to take or
purchase lands for
additional accom-
modation.

164. It shall be lawful for the Company to sell any land acquired by them under the provision of the last preceding section or any part thereof in such manner and for such consideration and to such persons as the Company may think fit and to purchase other lands for the like purposes and to sell the same and so from time to time Provided that the aggregate amount of land to be held at any one time by the Company for the said purposes shall not exceed fifteen hundred acres.

And to sell such
lands and purchase
others.

165. The following sections of the Act of Council twenty-second Victoria number nineteen intituled "*An Act to make more effectual provision for the construction by the Government of Railways in the Colony of New South Wales and for the regulation of the same*" save so far as they shall be expressly varied by this Act shall be and the same are hereby incorporated with this Act and shall save as aforesaid form part of and be construed together with this Act (that is to say):—

Incorporation of
certain enactments
in Government
Railway Act.

With regard to the mode of settling amounts of compensation for land authorized to be taken or purchased by this Act or for any damage sustained by reason of the execution of works authorized by this Act And with regard to the provisions subsidiary thereto sections twenty-four to forty-five both inclusive and sections forty-seven to fifty-six both inclusive Provided that in the sections so incorporated the word "Commissioner" or "Commissioner for Railways" shall in every case be read as Company or as "The Deniliquin and Moama Railway Company" as the case may require—the words "this Act" shall be read as "this present Act" and not to the Act of Council twenty-second Victoria number nineteen The words "the railway" and "any railway" and all words of the like import shall be read as "the railway authorized by this Act"—the words "under his hand and official seal" shall be read

as

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as “under the common seal of the Company”—the words an Act intituled “*An Act to make more effectual provision for the construction by the Government of railways in the colony of New South Wales and for the regulation of such railways*” shall be read as “the Deniliquin and Moama Railway Act of 1873”—the words in the forty-seventh section so incorporated “or of Government debentures or other stock” shall be omitted and the power of investment conferred on the Master of Equity in the forty-eighth section shall include a power of investment of the moneys referred to in the said section in the purchase of shares in the Company hereby incorporated.

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

166. In all cases where compensation shall be determined under this Act and the enactments herewith incorporated the directors shall within fourteen days after the next half-yearly meeting of the Company after the determination of such compensation and after demand made pay the amount thereof to the party lawfully entitled thereto or to his agent duly authorized in his behalf.

Form of conveyance.

167. All conveyances of lands to be purchased or taken under the provisions of this Act may be according to the form in Schedule H hereto or in any other form which the Company may think fit and all such conveyances shall vest the lands thereby conveyed in the Company and shall bar and destroy all estates tail and other estates rights titles remainders reservations limitations trusts and interests whatsoever of and in the lands comprised in such conveyance which shall have been purchased or compensated for by the consideration therein mentioned and provided always that after any lands which the Company are by this Act authorized to take shall have been ascertained set out and appropriated for the purposes of this Act such lands and all the right title estate use trust and interest of every person therein shall forthwith subject to the proviso for defeasance hereinbefore contained be vested in and become the sole property of the Company for ever for the purposes of this Act and it shall not be necessary for the Company to obtain a conveyance from the owner of or any person interested in such lands And the costs of all such conveyances shall be borne by the Company and such costs shall include all charges and expenses of what kind and nature soever incurred on the part of the seller as well as the purchaser in that behalf But if the Company and the party entitled to any such costs shall not agree as to the amount thereof such costs shall be taxed by the Master in Equity or other proper officer of the Supreme Court upon the application of either party and the Company shall pay what the said Master or other officer shall certify to be due in respect of such costs to the party entitled thereto or in default thereof it shall be lawful for any Judge of the Supreme Court to make an order for the payment of the same and the said costs may be recovered in the same way as any other costs payable under an order of the said Court or a Judge thereof and the expense of taxing such costs shall be borne by the Company.

But lands to vest in Company when taken.

Costs to be paid by Company.

Costs may be taxed

Company to fence off their lands.

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

Deniliquin and Moama Railway.

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

Crossing of roads.

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

Provisions in cases where roads are crossed on a level.

171. In case of accidents or slips happening or being apprehended to the cuttings embankments or other works of the said railway it shall be lawful for the Company and their workmen and servants to enter upon the land adjoining thereto at any time whatsoever for the purpose of repairing or preventing such accidents and to do such works as may be necessary for the purpose but in every such case the Company shall within forty-eight hours after such entry make a report to the Commissioner for Railways specifying the nature of such accident or apprehended accident and of the works necessary to be done and such powers shall cease and determine if the said Commissioner shall after considering the said report certify that their exercise is not necessary for the public safety Provided also that such works shall be as little injurious to the said adjoining lands as the nature of the accident or apprehended accident will admit of and shall be executed with all possible despatch and full compensation shall be made to the owners and occupiers of such lands for the loss or injury or inconvenience sustained by them respectively by reason of such works the amount of which compensation in case of any dispute about the same shall be settled in the same manner as cases of disputed compensation in other cases under this Act and provided also that no land shall be taken permanently for any such works otherwise than is herein provided with respect to the lands originally taken for the purpose of making the said railway.

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

172. The Company shall make and at all times thereafter maintain the following works for the accommodation of the owners and occupiers of land adjoining the railway (that is to say)

Works for benefit of owners.

c

Such

Deniliquin and Moama Railway.

Gates bridges &c.

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

Fences.

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

Drains.

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

Provided always that the Company shall not be required to make such accommodation works in such a manner as would prevent or obstruct the working or using of the railway nor to make any accommodation works with respect to which the owners and occupiers of the lands shall have agreed to receive and shall have been paid compensation.

Bridges how to be constructed over any road.

173. Every bridge to be erected for the purpose of carrying the railway over any road shall be built in conformity with the following regulations namely :

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

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

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

The like over railway. And every bridge erected for carrying any road over the railway shall be built in conformity with the following regulations that is to say :—

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

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feet The road over the bridge shall have a clear space between the fences thereof of thirty-five feet if the road be a public highway and twenty-five feet if a parish road and twelve feet if a private road The ascent shall not be more than one foot in thirty feet if the road be a turnpike road one foot in twenty feet if a parish road and one foot in sixteen feet if a private road not being a tramroad or railroad or if the same be a tramroad or railroad the ascent shall not be greater than the ruling gradient of such tramroad or railroad.

174. Provided always that in all cases where the average available width for the passing of carriages of any existing road within fifty yards of the point of crossing the same is less than the width hereinbefore prescribed for bridges over or under the railway the width of the bridges need not be greater than such average available width of such roads but so nevertheless that such bridges be not of less width in case of a public highway or parish road than twenty feet Provided also that if at any time after the construction of the railway the average available width of any such road shall be increased beyond the width of such bridge on either side thereof the Company shall be bound at their own expense to increase the width of the said bridge to such extent as they may be required by the trustees or surveyors of such road not exceeding the width of such road as so widened or the maximum width herein prescribed for a bridge in the like case over or under the railway Provided also that if the mesne inclination of any road within two hundred and fifty yards of the point of crossing the same or the inclination of any such portion of any road as may be required to be altered or for which another road shall be substituted shall be steeper than the inclination hereinbefore required to be preserved by the Company then the Company may carry any such road over or under the railway or may construct such altered or substituted road at an inclination not steeper than the said mesne inclination of the road so to be crossed or of the road so requiring to be altered or for which another road shall be substituted.

Width of bridges need not exceed those of roads.

Existing inclinations of roads need not be improved.

175. In consideration of the great charges and expenses which the Company must necessarily incur in making and maintaining the railway and other works hereby authorized to be made it shall be lawful for the Company from time to time and at all times hereafter to demand take receive and recover to and for the use and benefit of the Company a toll for and in respect of all passengers goods and property of every description which shall be conveyed or transported upon such railway or any branch thereof or in the carriages or vessels connected therewith as aforesaid at such rates per mile as shall be established from time to time by the directors not exceeding—

Tolls allowed.

For each passenger by the first-class of carriage fourpence by the second-class of carriage twopence half-penny.

For the carriage per truck per mile of horses cattle calves and pigs sixpence.

For the carriage of sheep the whole distance fourpence per head Carrying from ninety to a hundred eightpence per truck per mile.

For the carriage of every dog one penny per mile provided that the minimum charge for any dog shall be one shilling.

For the carriage of wool for the whole distance three shillings per bale.

For the carriage of general goods—

First-class—Fivepence per ton per mile.

Second-class—Sixpence per ton per mile.

Third-class—Sevenpence per ton per mile.

Fourth-class—Ninepence per ton per mile.

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Public mails.

176. The Postmaster General of the Colony acting on behalf of the Government may from time to time by notice in writing under his hand delivered to the Company require that the mails or post letter bags with the guards in charge thereof employed by him shall after a day to be named in such notice (being not less than twenty-eight days from the delivery thereof) be conveyed and forwarded by the Company on their railway either on the ordinary trains or by special trains at such times during the regular traffic hours of the Company as he may direct. And thereupon the Company shall from and after the day named in such notice at their own costs provide sufficient carriages and engines on the said railway for the conveyance of such mails and post letter bags to the satisfaction of the Postmaster General and shall receive and convey by such ordinary or special trains all such mails and post letter bags as are for that purpose from time to time tendered to the Company or any of their officers or servants by any officer of the post-office and shall receive and convey in and upon the carriages conveying such mails or post letter bags the guards in charge thereof and any other officer of the Post Office and shall receive deliver and leave such mails post letter bags guards and officers at such places on the line of railway on such days and at such times during the appointed hour of traffic and subject to all such reasonable regulations and restrictions as to the speed of travelling places and times of stoppages and of arrival as the Postmaster General shall appoint. Provided always that the rate of speed so to be required shall in no case exceed the maximum rate of speed prescribed by the directors for the conveyance of passengers by their first-class trains. And the Company shall not be responsible for the safe custody or delivery of any mails or post letter bags so sent.

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

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

Nomination of arbitrators and umpires.

178. In all references to be made under the authority of this Act the Postmaster General or the said Company as the case may be shall nominate his or their arbitrator within fourteen days after notice from the other party or in default it shall be lawful for the arbitrator appointed by the party giving notice to name the other arbitrator and such arbitrators shall proceed forthwith in the reference and make their award therein within twenty-eight days after their appointment or otherwise the matter shall be left to be determined by the umpire and if such umpire shall refuse or neglect to proceed and make his award for the space of twenty-eight days after the matter shall have been referred to him then a new umpire shall be appointed by the two first named arbitrators who shall in like manner proceed and make his award within twenty-eight days or in default be superseded and so on *toties quoties*.

Obligation to permit a line of electric telegraph to be laid down by Government.

179. The Company on being required so to do by the 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

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enter into or upon the lands of the Company and to establish and lay down upon such lands adjoining the line of the said railway or any branches thereof or line of Electric Telegraph for Her Majesty's service and to give to him and them every reasonable facility for laying down the same and for using the same for the purpose of receiving and sending messages on Her Majesty's service subject to such reasonable remuneration to the Company as may be agreed upon between the Company and the Government or in case of disagreement as may be settled by arbitration as aforesaid Provided always that subject to a prior right of use thereof for the purposes of Her Majesty's service such telegraph may be used by the Company for the purposes of the railway upon such terms as may be agreed upon between the parties or in the event of a difference as may be settled by arbitration as aforesaid.

180. Whenever it shall be necessary for the public service that any of the officers soldiers or seamen of Her Majesty's Military or Naval Forces or of the Colonial Permanent Force or of any Colonial Volunteer or Militia Force or members of the Police Force or any persons in the employment of the Government and then in the actual discharge of some public duty shall travel by or use the said railway the Company shall and are hereby required to permit such Forces respectively with their baggage stores arms ammunition and other necessities and things on the production of a route or order for their conveyance signed by the proper authority to be conveyed at the usual hours of starting at such prices or upon such conditions as may from time to time be contracted for between the Colonial Secretary or any officer duly authorized for that purpose and the Company.

Troops to be conveyed.

181. It shall be lawful for the Governor with the advice aforesaid subject to the provisions hereinafter contained at any time after the expiration of the term of twenty-one years from the passing of this Act to purchase the said railways and other works with all its hereditaments stock and appurtenances upon giving to the Company three calendar months notice in writing of such intention and upon payment of a sum equal to twenty-five years purchase of the annual divisible profits estimated on the average of the seven then next preceding years Provided that if the average rate of profits for the said seven years shall be less than the rate of fifteen pounds in the hundred it shall be lawful for the Company if they shall be of opinion that the said rate of twenty-five years purchase of the said average profits is an inadequate rate of purchase of such railways and other works and property reference being had to the prospects thereof to require that it shall be left to arbitration in case of difference to determine what (if any) additional amount of purchase money shall be paid to the Company Provided also that such option of purchase shall not be exercised except with the consent of the Company while any such reduced scale of tolls fares and charges as aforesaid shall be in force.

Right of purchasing the railway and its appurtenances reserved to the Government.

Proviso for reference to arbitration.

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

Power to lease railways &c.

183. Every such lease shall entitle the Company or person to whom the same shall be granted to the free use of the railway or portion

Effect of lease transfer of power &c. to lessee.

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

Power to sell railway
and plant.

184. It shall be lawful for the Company upon a like resolution as last aforesaid to sell the railway and works of the Company or any part thereof to any person or company and to convey the same (when a deed shall be necessary) by deed under their common seal and such deed so executed shall be effectual to vest the land comprised therein to the purchaser thereof for the estate which shall have been so purchased And a receipt under the common seal of the Company hereby incorporated shall be a sufficient discharge to the purchase of any such land for the purchase money therein expressed to be received.

When Government
gauge to be adopted.

185. Whensoever any railway the property of the Government of New South Wales shall be connected with or reach any point of the line of railway authorized by this Act the Company shall at their own cost within six months after notification by the Government to the said Company of the fact of such connection adopt and maintain upon and throughout the line of railway so authorized the gauge mentioned in such notification And if within twelve months after the delivery of such notification the Company shall not have completed the works necessary in consequence of such adoption of gauge throughout their line of railway the said railway and all the works stations stock and plant connected therewith shall be forfeited to Her Majesty.

Power to use bridge
over the Murray.

186. Upon the completion of any bridge across the River Murray constructed by the Government of New South Wales whether solely or in conjunction with that of Victoria and the connection therewith of the line of railway authorized by this Act it shall be lawful for the Company to carry their railway across such bridge subject to such conditions and stipulations as the sole or conjoint Government or Governments may prescribe in that behalf.

Penalty on persons
obstructing free
course of railway.

187. If any person shall throw any gravel stones or rubbish or any matter or thing upon any part of the railway to be made by virtue of this Act or shall drive or permit to wander stray or be driven upon any such railway or the approaches thereto any horse ass sheep swine or other beast or cattle of any kind or shall wilfully obstruct hinder or prevent any person in the execution of this Act or shall do any other act matter or thing to obstruct the free passage of any such railway or any part thereof every person so offending in any of the cases aforesaid shall forfeit and pay to the Company for every such offence any sum not exceeding ten pounds and such penalty may be recovered before any two Justices of the Peace on complaint to them for that purpose exhibited by any person on behalf of the said Company.

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

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

Deniliquin and Moama Railway.

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

Punishment for
destroying works &c.

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

Punishment of
persons employed on
railway guilty of
misconduct.

191. If any person shall wilfully obstruct or impede any officer or agent of the Company in the execution of his duty upon any railway or upon or in any of the stations or other works or premises connected 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 made to him by any officer or agent of the Company every such person so offending and all others aiding or assisting therein shall and may be seized and detained by any such officer or agent or any person whom he may call to his assistance until such offenders can be conveniently taken before some Justice of the Peace in the district or place wherein such offence shall be committed and upon conviction of such offence before any two Justices of the Peace he shall in the discretion of such Justices forfeit to the Company any sum not exceeding five pounds.

Penalty for obstruct-
ing the officers of the
said Company or
trespassing upon any
railway.

192. No action or suit at law or in equity shall be brought or prosecuted against the Company or any of its officers or members for any act matter or thing done under the authority of this Act unless such suit or action shall be commenced within six months next after the offence shall have been committed or cause of action accrued and notice in writing of such action and the cause thereof shall be given to the defendant one calendar month at least before the commencement of the action and the defendant or defendants in every such action may plead the general issue and give this Act and the special matter in evidence at any trial to be had thereupon.

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

Deniliquin and Moama Railway.

Receipts of minors
and lunatics

193. The receipt of the guardian of any minor or that of the committee of any idiot or lunatic shall be a sufficient discharge to the company for any money payable from the said Company to any such minor idiot or lunatic.

Custody and use of
corporate seal.

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

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

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

Deniliquin and Moama Railway.

SCHEDULES.

A.

Form of Debenture.

New South Wales.

The Deniliquin and Moama Railway Company.

Transferable by Delivery.

No.

(Under the authority of the "Deniliquin and Moama Railway Company's Act of 1873.")

THIS Debenture entitles the bearer to the sum of one hundred pounds sterling on the day of with interest thereon at the rate of pounds per centum per annum payable half-yearly on the day of and the day of in every year as per dividend coupons annexed which principal sum and interest are hereby charged and secured on the undertaking of the said Company and on all tolls receivable under or by virtue of the said Act and are payable at the offices of the said Company in or (at the option of the bearer signified in writing to the said Company and provided that a memorandum to that effect be endorsed hereon by the secretary or other officer appointed by the said Company for that purpose) at the office of the said Company in Melbourne or And the bearer may from time to time alter the place of payment from to or *vice versa* on giving at the office of the said Company where this debenture shall for the time being be payable six calendar months notice in writing terminating on some half-yearly day of payment of interest of his wish to make such alteration and obtaining a memorandum of such alteration to be endorsed hereon by the secretary or other such officer as aforesaid.

Given under the common seal of the Company at day of

aforesaid this

B.

Form of Certificate of Shares.

The Deniliquin and Moama Railway Company.

No.

THIS is to certify that of is the proprietor of the share numbered of the Deniliquin and Moama Railway Company subject to the provisions of the said Company's Act.

Given under the common seal of the Company this

day of

C.

Form of Transfer of Shares.

I of in consideration of the sum of paid to me by of do hereby transfer to the said share numbered in the Deniliquin and Moama Railway Company standing in my name in the books of the Company to hold unto the said his executors administrators and assigns (or successors or assigns) subject to the several conditions on which I held the same at the time of the execution hereof And I the said do hereby agree to take the said share subject to the same conditions.

As witness our hands and seals the

day of

D

D.

Deniliquin and Moama Railway.

D.

Form of Mortgage Deed.

The Deniliquin and Moama Railway Company.

Mortgage No.

£

By virtue of the "Deniliquin and Moama Railway Company's Act of 1873" intituled

WE the Deniliquin and Moama Railway Company in consideration of the sum of pounds paid to us by of do assign unto the said his executors administrators and assigns the railway and plant and other property of the said Company [and (in case such loan shall be in anticipation of the capital authorized to be raised) all future calls on shareholders] and all the tolls and sums of money arising by virtue of the said Act And all the estate right title and interest of the Company in the same To hold unto the said his executors administrators and assigns until the said sum of pounds together with interest for the same at the rate of per centum per annum be satisfied [the principal sum to be repaid at the end of years from the date hereof (in case any period be agreed on for that purpose) at (or any place of payment other than the principal office of the Company)]

Given under our common seal this day of in the year

E.

Form of Bond.

The Deniliquin and Moama Railway Company.

Bond No.

£

By virtue of the "Deniliquin and Moama Railway Company's Act of 1873" intituled (insert title) we the Deniliquin and Moama Railway Company in consideration of the sum of pounds to us in hand paid by (A.B.) of his executors administrators and assigns in the penal sum of pounds The condition of the above obligation is such that if the said Company shall pay to the said (A. B.) his heirs executors administrators or assigns [at (in case any other place of payment than the principal office of the Company be intended)] on the day of the principal sum of pounds together with interest thereon at the rate of pounds per centum per annum payable half-yearly on the day of and day of then the above written obligation is to become void otherwise to remain in full force.

Given under our common seal this day of

F.

Form of Transfer of Mortgage.

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

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

G.

Form of Proxy.

I one of the proprietors of The Deniliquin and Moama Railway Company do hereby appoint of to be my proxy in my absence to vote in my name upon any matter relating to the undertaking proposed at the meeting of proprietors to be held on the day of next or at any adjournment thereof in such manner as he shall think proper.

In witness whereof I the said have hereunto set my hand (or if a corporation say the common seal of the corporation) the day of one thousand eight hundred and

H.

II

Form of Conveyance

I, the undersigned, in consideration of the sum of £1000, as the case may be into the hands of the Master in Equity of the Supreme Court or to the said Company, do hereby convey to the said Company and its successors and assigns All &c. (describing the premises to be conveyed) together with all ways rights and appurtenances thereto belonging and all such estate right title and interest in and to the same as I am or shall become seized or possessed of or in by the said Act empowered to convey to hold the premises to the said Company their successors and assigns for ever according to the true intent and meaning of the said Act.

In witness whereof I have hereunto set my hand and seal this _____ day of _____ in the year of our Lord