

tors present, shall, when presiding at a meeting of the Directors in case of a division of equal numbers, have the casting vote, and no other; and provided also, that the Directors shall from time to time be subject to the examination and control of the said annual and special meetings of the said members as aforesaid, and shall pay due obedience to all By-laws of the Company and to such orders and directions, in and about the premises, as they shall from time to time receive from the said members at such annual or special meetings; such orders and directions not being contrary to any express directions or provisions in this Act contained; and provided also, that the act of any majority of a *quorum* of the Directors present at any meeting regularly held shall be deemed the act of the Directors.

Casting vote
of Chairman.

Directors subject to control
of Annual or
Special Meetings.

XXXVI. Every such annual meeting shall have power to appoint, not exceeding three Auditors, to audit all accounts of money laid out and disbursed on account of the said undertaking by the Directors and Managers and other Officer and Officers to be by the said Directors appointed, or by any other person or persons whatsoever, employed by or concerned for or under them, in and about the said undertaking; and to that end the said Auditors shall have power to adjourn themselves over from time to time and from place to place, as shall be thought convenient by them; and the said Directors, chosen under the authority of this Act, shall have power, from time to time, to make such call or calls of money from the Proprietors of the said works, to defray the expense of, or to carry on the same, as they from time to time shall find wanting and necessary for those purposes: Provided, however, that no call do exceed the sum of _____ current money of this Province, for every _____ pounds, currency; and, provided also, that no calls be made but at the distance of at least three calendar months from each other; and the said Directors shall have full power and authority to direct and manage all and every the affairs of the said Company, as well in contracting for and purchasing lands, rights and materials for the use of the said Company, as in employing, ordering and directing the work and workmen, and in placing and removing managers, officers, clerks, servants and agents, and in making all contracts and bargains touching the said undertaking; and to affix and authorize the Secretary or his Deputy to affix the Common Seal of the Company to any act, deed, by-law, notice, or other document whatsoever; and any such act, deed, by-laws, notice, or other document bearing the Common Seal of the Company, and signed by the President, or any Director, or by any officer, by order of the Directors, shall be deemed the act of the Directors and of the Company, nor shall the authority of the signer of any document purporting to be so signed and sealed, to sign the same and affix the said seal thereto, be liable to be called in question by any party except the Company; and the Directors shall have such other and further powers as, being vested in the Company by this Act, shall be conferred upon the said Directors by the By-Laws of the Company, except such as are hereby expressly directed to be exercised by the members at annual or special meetings.

Auditors to be
named.

Calls, and
their amount.

Other powers
of Directors.

XXXVII. Each owner or owners of one or more shares in the said undertaking shall pay his, her, or their shares and proportion of the money to be called for as aforesaid, to such Bankers, and at such time and place as the said Directors shall appoint and direct, of which notice shall be given, by at least four insertions thereof in the course of _____ months, in two newspapers as aforesaid, or in such other manner as the

Shareholders
to pay calls