

sident and Secretary of the Company, of all moneys by them earned on the part so opened together with the running expenses thereof, with a classified statement of the tonnage of freight, and the number of passengers conveyed over the said road; and shall comply with any further provisions which Parliament may hereafter make with regard to the form or details of such account or the mode of attesting or rendering the same.

33. That the Company may, until such right is determined by Parliament, undertake the transmission of messages for the public by any line of telegraph they may construct on the line of their railway, and collect tolls for so doing; or may, with the approval of the Government lease such line of telegraph, or any portion thereof, subject to any provisions herein contained; and, if they think proper to undertake such transactions, they shall be subject to the provisions of the fourteenth and following clauses of chapter sixty-seven of the Consolidated Statutes of Canada.

#### DIRECTORS AND THEIR POWERS.

34. That the said Sir Hugh Allan, Adams George Archibald, Joseph Octave Beau bien, Jean Baptiste Beaudry, Egerton Ryerson Burpee, Frederic William Cumberland, Sandford Fleming, Robert Newton Hall, John Sebastian Helmcken, Andrew McDermot, Donald McInnes, Walter Shanly, and John Walker, (a majority of whom shall constitute a quorum for the transaction of business), shall be Provisional Directors of the Company, and shall have power and authority to elect a President and Vice-President from among their number, to appoint a Secretary, Treasurer and other officers, to call a general meeting of shareholders for the election of Directors, as hereinafter provided, and generally to do such other acts as shall be necessary for the conduct and management of the said undertaking, and fortiznally procuring the election of a Board of Directors by the shareholders.

35. That the Provisional Directors shall hold office until the election of their successors; and shall call a meeting of the shareholders, to be held on such day, as hereinafter provided for, and at such place in the City of Ottawa as they shall decide, giving due notice thereof to each shareholder; at which general meeting the shareholders present, either in person or by proxy, shall elect thirteen directors, who shall constitute the Board, and shall hold office until others are elected in their stead; and if any vacancy shall occur by the death, resignation, mental incapacity insolvency or disqualification from want of stock of any Director, the vacancy shall be filled for the residue of the current year of office by the Board of Directors.

36. That the Directors be thirteen in number, of whom seven shall be a quorum, and provided such quorum be present, any absent Director may be represented and vote by another Director as his proxy; but no Director shall hold more than one proxy. And the Directors shall retire in the following order, that is to say: four at the end of the first and second years respectively, and five at the end of the third year, and so on in similar proportions, during succeeding years. The Directors so to retire at the end of the first year shall be selected by ballot of the Board. Those to retire at the end of the second year shall be selected by ballot among the nine Directors remaining of the original Board. And at the third and succeeding elections they shall retire by seniority, but the retiring Directors shall be eligible for re-election, and any Director appointed by the Board to fill a vacancy, shall also retire at the end of the current year of office, and a Director shall then be elected by the shareholders in his stead—which Director shall occupy the same position with regard to retirement and seniority as the director who first vacated the seat. And on the first Wednesday in February, in each year thereafter, or on such other day as may be appointed by a by-law of the Company, there shall be held at the principal office of the Company, a general meeting of the shareholders, at which meeting they shall elect such a number of Directors for the ensuing year as shall be required to supply the places of the Directors so retiring; and public notice of such annual meeting shall be given at least one month before the day of election. Each Director shall be a subject of Her Majesty, and a holder of at least two hundred and fifty shares of the said stock. The election of Directors shall be by ballot, and the President of the Company, and a majority of the Directors shall reside in Canada.

37. That the chief place of business of the Company shall be at the City of Ottawa, but other places at which the Directors or committees of the Directors may meet and transact business may be fixed by the by-laws of the Company.

38. That whenever it shall be deemed expedient by the Board of Directors that a special general meeting of the shareholders shall be convened for any purpose, the Directors shall convene such meeting at the City of Ottawa, by advertisement, in the manner hereinafter mentioned, in which advertisement the business to be transacted at such meeting shall be expressly mentioned.

39. That any deed required and authorized to be executed on behalf of the Company, shall be held to be valid and binding on the Company, if it be signed by the President or Vice-President and by the Secretary, and the seal of the Company be affixed thereto; and no special authority shall be required for affixing the seal to any such deed.

40. That the Directors of the Company shall have power to administer, conduct and manage the affairs and business of the Company; and shall have and exercise all the