

per annum, until a dividend has been declared of eight per cent. per annum on the share capital of the Company.

Mode of convening general meetings. IV. Whenever it shall be deemed expedient by the Board of Directors that a general meeting of shareholders shall be convened, the Directors may convene such meeting by advertisement and circular in manner hereinafter mentioned, in which advertisement and circular the business to be transacted at such meeting shall be expressly stated; and such meetings may be held at such places in Canada, or in England, as the Directors shall, from time to time, appoint; but so long as the greater part of the stock or shares of the Company is held by shareholders who are resident in England, all the meetings of the Company, whether ordinary or special, shall be held in England. 5 10

Place of holding. Proviso. V. Notices of general meetings, whether ordinary or special, shall be given by advertisement, to be inserted once in a London daily morning paper, and a copy of such notice shall also be addressed by post to each shareholder at his address on the Register not less than forty days before the holding of such meeting. 15

Residence of Directors. Quorum. By-laws. VI. The Directors may be resident in England or in Canada, and may hold their meetings at such places as they may from time to time appoint, and may fix the number of Directors to constitute a quorum, and may make such By-laws for the government and regulation of the affairs of the Company, and for the transfer of shares, as they may from time to time think necessary or expedient, the said By-laws being such as the Company may make under the Acts first cited. 20

Directors may appoint a Director or Committee to manage the Railway. VII. The Board of Directors may appoint one of their body to be a Managing Director, or may appoint a Committee, or both, for the purpose of conducting and managing the working of the Railway and the maintenance and repair thereof, and the regulation and management of the traffic thereon, and may delegate to such Managing Director or Committee, or to both, all necessary powers for managing and working the Railway. 25 30

Directors may vote by proxy. VIII. The Directors may vote at meetings of the Board by proxies, such proxies being themselves Directors; and such proxies may be in the following form or to the like effect:

Form. I hereby appoint _____, of _____, Esquire, one of the Directors of the Welland Railway Company, to be my proxy as a Director of the said Company; and, as such proxy, to vote for me at all meetings of the Directors of the said Company, and generally to do all that I could myself do as such Director, if personally present at any such meeting.

Dated this _____ day of _____, 185 .

(Signed) A. B.

Proviso. But no Director shall hold the proxies of more than three other Directors. 35

Amount and nature of share capital declared. IX. The share capital of the Company is hereby declared to consist of seven thousand old shares of *one hundred dollars* each, fully called up, five thousand of which shares have been appropriated to England