

Proviso ; the next annual election as aforesaid. Provided always, that on such occasions the Directors shall always vote *per capita* and not according to the number of shares they hold, and the President or person presiding at any meeting of the Directors or of the shareholders, shall in case of a tie have a casting 5 vote.

Appointment of Officers and making of By-laws. VIII. And be it enacted, That the Directors shall and may have the power to appoint a manager, clerks and such other persons as may appear to them necessary for carrying on the business of the said Company, with such powers and duties, 10 salaries and allowances to each as shall seem meet and advisable ; and also shall and may have the power to make and repeal or alter such by-laws, to be binding upon members of the Company or their servants, as shall appear to them proper and needful, touching the well ordering of the said Company, 15 the management and disposition of its stock, property, estate and effects, the calling of special meetings of its shareholders or of meetings of the Directors, and other matters connected with the proper organisation of the said Company and the conduct of the affairs thereof : and also shall and may have 20 the power to make calls for instalments on shares subject to the provisions hereinafter made ; and to declare such yearly or half yearly dividends out of the profits of the said undertaking as they may deem expedient ; and to make contracts on behalf of the Company or by such by-laws to empower the 25 President, Vice-President or any Director or Officer to make contracts on behalf of the Company and to affix (if need be) the common seal of the Company to such contracts ; and generally to manage the affairs of the said Company and to do or empower others to do whatever the Company may lawfully do 30 under this act, unless it be otherwise herein provided. Provided always, that such by-laws shall be in no wise inconsistent with the true intent and meaning of this act, and the powers hereby granted, nor repugnant to the laws of this Province, and shall before they shall have force be approved by 35 the shareholders at some annual or special meeting, at which such shareholders shall have full power to alter or amend the same ; and provided also, that until it be otherwise ordered by the by-laws of the Company, a special meeting of the shareholders may be called by the Directors, or in their default on being thereunto requested by at least ten of the stockholders 40 being proprietors together of not less than one hundred shares of the stock of the said Company then by such ten (or more as the case may be) stockholders ; the Directors or stockholders giving at least four weeks notice thereof in at least one of the public newspapers of the town of Brockville, and specifying in 45 the said notice the time and place of such meeting together with the objects thereof.

Proviso

IX. And be it enacted, that shareholders may vote by proxy duly appointed in writing or in person, and all elections 50 shall be by ballot, and all questions to be decided at any an-

Mode of voting at meetings.