
3rd Session, 1st Parliament, 33 Victoria, 1870.

An Act to amend the Acts of Incorporation of the Great Western Railway Company.

PRIVATE BILL.

Hon. Mr. CARLING.

OTTAWA :

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1870.

An Act to amend the Acts of Incorporation of the Great Western Railway Company.

WHEREAS, the Great Western Railway Company have represented by their Petition, that it will be more satisfactory to their Shareholders to have the system for election of Directors defined, the qualification of the Directors increased, and the mode of retiring from office changed; and have also petitioned that their Branch Railways should be made of uniform gauge with their main line. And it is expedient to grant the prayer of the said Petition.

Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

1. The votes of the Shareholders, to be cast either in person or by proxy, at any half-yearly or special General meeting, upon any question or for any purpose, shall be taken from a List of Shareholders registered upon the Books at the time the Transfer Books preceding such Meeting shall have been closed, notwithstanding anything in any of the said Acts of Incorporation contained as to the time of holding Shares prior to voting thereon. Votes to be on shares registered when Transfer Book closed.
2. 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 the prescribed period, or if no period be prescribed, not less than forty-eight hours before the time appointed for holding the meeting at which such proxy is to be used. Regulations as to proxies.
3. 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.
4. No Shareholder shall be eligible for election to the office of Director by the Shareholders, unless he shall have transmitted to the Secretary at his office in London in England, or Hamilton in Canada, as the case may be, where the election is to be held, a notice in writing, fourteen clear days before the meeting to be held for such election, of his intention to offer himself as a Candidate, nor unless he shall, at the time of the transmission of such notice, be qualified by the requisite number of shares registered in his own name in the books of the Company, and if at any meeting, the number of Candidates who shall give such notice as aforesaid, shall be sufficient to fill all the offices which shall have to be filled by election at such meeting, no other Candidates than those who shall have given such notice, shall be proposed at such meeting, but if by reason of neglect to give such notice as aforesaid, or the retirement or death of any Candidates after giving such notice, or

Notice to be given by candidates for office of Directors.

- Deficiency of candidates. for any other cause there shall be at the meeting a deficiency of Candidates who shall have given such notice to fill the offices which shall have to be filled up at such meeting, then and in such case it shall be lawful for any Shareholder to propose and nominate any duly qualified Candidate or Candidates for any office or 5 offices for which there shall be a deficiency of Candidates who shall have given such notice as aforesaid.
- Qualification of Directors. 5. On and after the general meeting in October next, after the passing of this Act, no person shall be capable of being a Director, unless he be a Shareholder to the amount of at least forty shares, 10 duly registered in his name.
- Rotation of Directors. 6, The Shareholders of the said Corporation, who, at the time this Act shall come into force, shall be Directors, shall retire from Office at the times and in the proportions following; the individuals to retire being in each instance determined by ballot 15 among the Directors, unless they shall otherwise agree (that is to say):
- At the general meeting to be held in October next, after this Act shall come into force, being at the end of the first year, four of such Directors, to be determined by ballot 20 amongst themselves, unless they shall otherwise agree, shall go out of office.
- At the general meeting to be held in October, being at the end of the second year, four of the remaining number of such Directors, to be determined in like manner, shall go 25 out of office.
- At the general meeting to be held in October, 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 30 supplied by an equal number of qualified Shareholders; and at the general meeting held in October, in every subsequent year the same rotation of vacancies shall take place, being those in the succession of numbers above specified who have been longest in office, shall go out of office, and their places shall be supplied in 35 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.
- Supply of occasional vacancies in office of Directors. 7. If any Director die, or resign, or become disqualified or in- 40 competent 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 45 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.
- Proof of a particular majority of votes only required in the event of a poll being demanded. 8. Whenever the consent of any particular majority of votes of the Shareholders is required in order to authorize any proceeding 50 of the Company, the same shall be determined at an ordinary meeting of the Company, unless the Acts requiring the same shall provide for a Special General Meeting, and such particular majority shall only be required to be proved in the event of a poll being 55 demanded at such meeting; and if such poll be not demanded, then a declaration by the Chairman that the resolution authorizing

such proceeding 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 favor of or against the same.

5 9. The Company shall have full power to alter the guage of their Branch Railways between Hamilton and Toronto, Harrisburg and Galt, Komoka and Sarnia, including the Branch to Petrolia, or of any Railway which the Company, for the time being, have the control of the works of such Railway, to the guage of four feet
 10 eight inches and half an inch; provided that nothing hereinbefore contained shall be deemed to forbid the maintenance and repair of any such Branch Railway, constructed before the passing of this Act, on any guage other than that hereinbefore specified, or to relieve the Company of restoring the guage of any Railway under
 15 its control to any former guage, when such control shall cease.

Power to alter
 guage of
 Branch Lines.

10. Whenever the interest in any part of the Capital Stock of the Company, whether in Stock or Share, preference, or otherwise, or in the dividend or dividends accrued thereon, shall be transmitted, by the death of any Shareholder or Stockholder, or otherwise, or whenever the ownership of, or legal right of possession in any such Stock or Shares, or dividends, shall change by any lawful means, other than by transfer, or shall be disputed, and the Directors of the said Company shall entertain reasonable doubts as to the legality of any claim to and upon such Stock, or Shares,
 25 or dividend, then, and in such case, it shall be lawful for the Company to make and file a Bill or Petition, in the Court of Chancery for Ontario, setting forth the facts, and the amount of Stock or number of Shares previously belonging to the party in whose name such Stock or Shares stand in the books of the
 30 Company, and praying for an Order, Decree, or Judgment, adjudicating and awarding the said Stock, or Shares, or dividends to the party or parties legally entitled to the same, by which Order, Decree, or Judgment the Company shall be guided, and held harmless, and indemnified and released from all and every other
 35 claim for the said Stock, or Shares, or dividends, or arising therefrom; provided always, that notice of such Bill or Petition shall be given to all parties claiming such Stock, or Shares, or dividends, who shall, upon the filing of such Bill or Petition, declare, and show his, her, or their claim or right, referred to in such Bill or
 40 Petition; and all costs and expenses attending such proceedings shall be in the discretion of the Court, who shall adjudge by whom and to whom the same shall be paid. And any question which can affect the interest of any proprietor of Perpetual Debenture Stock of the Company may be raised and determined by the said
 45 Court of Chancery in like manner as hereby applied to the Capital Stock of the Company.

Cases of doubt
 or dispute as
 to ownership
 of Stock, or
 Shares, or
 Dividends,
 may be dis-
 posed of under
 order of the
 Court of
 Chancery.

11. The Directors of the Company shall immediately, on being duly served with a copy of such Order, Decree, or Judgment of the said Court of Chancery, transfer such Stock or Shares, and pay over
 50 such dividends, to the party or parties to whom they shall have been declared to belong, by such Order, Decree, or Judgment.

Duty of
 Directors on
 receipt of
 Order of the
 Court.