

ANNO NONO & DECIMO

VICTORIÆ REGINÆ.

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shall prevent any such Persons or Companies from exercising any such Power or Provision for Dissolution in their Contract or Agreement contained, if they shall see fit, at any Time before availing themselves of the Powers in this Act contained: Provided also, that the Provisions of this Act shall be taken to apply to any Contract or Partnership for the making any Railway, notwithstanding that the Agreement or Partnership may relate to any other Objects in connexion therewith; and (unless a separate Capital and separate Subscription shall exist as regards the different Objects) then, on a Dissolution under the Provisions of this Act, the Dissolution shall extend to the whole Objects of the Contract or Partnership.

Committee, &c. may call Meetings of Shareholders to consider Dissolution.

II. And be it enacted, That it shall be lawful for the Committee, Provisional Directors, or other Persons by such Contract or Agreement as aforesaid intrusted with the Management and carrying into effect of the Undertaking, and who are herein-after called "the Committee," to call a Meeting of the Shareholders for the Purpose of determining whether the Partnership or Company so as aforesaid intended to be formed (and which is herein-after called "the Company") shall be dissolved; and that if such Meeting shall determine, as after mentioned, that the Company shall be dissolved, then as from the Date of the Resolution come to at such Meeting the Company shall be taken to be dissolved, and the Committee shall not have Power to proceed any further with the Undertaking.

Shareholders may require Committee to call Meeting, and in default may call it themselves.

III. And be it enacted, That it shall be lawful for any Five Shareholders, as after defined, by Writing under their Hands, to require the Committee to call a Meeting for the Purpose aforesaid; and that if the Committee shall refuse or neglect, for Six Days after any such Requisition shall have been left at the registered Place of Business of the Company, as regards *England* and *Ireland*, and as regards *Scotland*, at the usual Place of Business, or shall have been served personally on any Member of the Committee, to call such Meeting by Notice as after mentioned, or if for any Reason whatever such Meeting shall not be convened and held in pursuance of the Directions herein contained, it shall be lawful for any Five Shareholders to call such Meeting; and after any such Requisition shall have been left or served as aforesaid, it shall not be lawful for the Committee or any of them to make any Payments out of the Monies of such Company, except in Discharge of *bonâ fide* Debts or Liabilities, or in Performance of Contracts or Engagements, previously entered into, and in Payment of the Expences of calling and holding such Meeting or any adjourned Meeting, nor to enter into any Contracts or Engagements on behalf of the Company or affecting the Property thereof, nor to issue any Shares or Scrip of or representing the Capital Stock of such Company, until the Meeting called as aforesaid shall have determined the Question of Dissolution.

Meeting to be held duly called, although certain Votes may be disallowed.

IV. And be it enacted, That the Meeting shall be held to have been duly called, although the Votes of the Parties calling the same, or any of such Votes, shall be disallowed at the Meeting by the Scrutineers to be appointed as herein-after mentioned.

V. And

Notice of Meeting to be by Advertisement.

V. And be it enacted, That the calling of any such Meeting shall be by Notice, signed either on behalf of the Committee by any One Member of the same, or in case the Meeting shall be called by the Shareholders, then by the Shareholders calling the same, such Notice to be advertised in the *London Gazette* Eight clear Days and not more than Fifteen Days before the Time to be therein fixed for holding such Meeting, and also, within the before-mentioned Limits as to Time, in Three *London* daily Newspapers; that in the Case of Railways to be made in *Ireland*, the said Notice shall also be advertised, within the before-mentioned Limits as to Time, in the *Dublin Gazette* and in Two Newspapers in common Circulation in the City of *Dublin*; and as to Railways to be made in *Scotland*, the said Notice shall also be advertised, within the before-mentioned Limits as to Time, in the *Edinburgh Gazette* and in Two Newspapers in common Circulation in the City of *Edinburgh*.

Notices to specify the Day, Hour, &c. of Meeting.

VI. And be it enacted, That every Notice of Meeting shall specify the Day, Hour, Place, and Purpose of meeting; and the Parties entitled to be present at such Meeting shall be the Persons producing the Shares, Scrip, or Receipts herein-after defined, or the Proxies after mentioned.

Chairman to be elected by a Majority of Committee if present.

VII. And be it enacted, That every Meeting so called shall elect a Chairman within One Hour of the Time appointed for holding such Meeting, and that the Person to be in the Chair at every such Meeting shall be some Member of the Committee, to be elected by a Majority of the Members of the Committee present at the Meeting, and in case the Votes of the Members of the Committee present shall be equally divided, or if from any Cause there shall be no Member of the Committee so elected, then some Shareholder entitled to vote shall be elected by the Meeting; and every Person present, either in respect of Shares or of a Proxy, shall have One Vote only for the Election of the Chairman and Scrutineers; and every Chairman shall have a casting Vote, in addition to any other Vote which he may be entitled to; and if any such Chairman shall refuse to give his casting Vote on the Question of Dissolution or Bankruptcy as after mentioned, the Question shall be considered as carried in the Affirmative for Dissolution or Bankruptcy.

Chairman to have a casting Vote.

Chairman bound to put Questions proposed, and no other Business to be transacted.

VIII. And be it enacted, That the Chairman at every such Meeting shall be bound to put to the Meeting any Question proposed for the Dissolution of the Company, or as to the Bankruptcy thereof, and also as to the Election of Scrutineers, and that no Business shall be transacted at any such Meeting other than the Consideration of any such Question so proposed, and the Election of a Chairman and Scrutineers.

Three Scrutineers to be elected.

IX. And be it enacted, That immediately after the Election of a Chairman the Meeting shall proceed to elect as Scrutineers Three Shareholders in the Company, whose Business it shall be to verify as after mentioned and take the Votes of the Shareholders entitled to vote, and cast up and declare the same; and the Decision in Writing of them, or of any Two of them, shall be final in all respects.

X. And

Case of the Chairman not being entitled to vote.

X. And be it enacted, That in case it shall be discovered by or shown to the Scrutineers that the Chairman at any Meeting is not entitled to vote as a Shareholder, it shall be lawful for the Meeting either to elect a new Chairman or to maintain such existing Chairman, but such Chairman so maintained in Office shall not thereby acquire the Right of voting as a Shareholder, or of giving a casting Vote; and in case the Votes shall be equally divided the Resolutions shall be considered as carried in the Affirmative for the Dissolution and as to the Bankruptcy of the Company: Provided always, that all Votes, Acts, and Deeds by any Chairman not entitled to vote, or by the Meeting presided over by him, given or done before the Discovery of his not being so entitled, or given afterwards if he be so maintained, shall be valid and effectual; and, as regards the Election of Chairman and Scrutineers by the Votes of the Parties present, and producing Scrip or Proxies, no Objection after the Election shall be made on its being shown that they were not entitled to be present.

In the event of a Quorum not being present at such Meetings, the same to be adjourned, and Votes of Persons present at original and adjourned Meetings to be received as if given at one and the same Meeting.

XI. And be it enacted, That at any such Meeting as aforesaid, in the event of the prescribed Quorum after mentioned not being present and voting at such Meeting, then the Chairman shall cause the Votes of the Persons constituting the said Meeting to be taken and recorded, and shall then adjourn the same to be held at the same Place, and at a Day to be declared by the Chairman, such Day not being less than Three Days and not more than One Week from the original Day of Meeting, such Day and the Time of Meeting in the meantime, as regards any Meeting held in any Part of *England*, being advertised twice in each of Three *London* daily Newspapers, and in the Case of a Meeting held at *Edinburgh* twice in Two *Edinburgh* Newspapers, and in the Case of a Meeting held in *Dublin* twice in Two *Dublin* Newspapers; and at such adjourned Meeting the Votes of such Persons constituting the same as had not voted at the original Meeting shall be taken and recorded, and the total Amount of Votes given at the original and adjourned Meeting shall be received as if given at one and the same Meeting.

As to the Right of Parties entitled to vote at Meetings of the Shareholders.

XII. And be it enacted, That the only Persons entitled to be present and vote at any such Meeting as Shareholders, by themselves or Proxies, shall be those Persons who shall for the Time being be in possession of and produce Certificates or Receipts declaring Parties entitled to Shares in any Company, or acknowledging the Receipt of a Deposit in such Company, usually termed "Scrip" or "Receipts" for Deposits on Shares, and that notwithstanding the Party in possession may not be the Party to whom the same was originally granted, or that the same may not have been legally assigned to the Party in possession, or notwithstanding the same may be possessed by the Holder as a mere Mortgagee, or in any other Manner, or the same may be subject to any Charge or Lien, and which Parties are by this Act called "Shareholders;" provided that nothing herein contained shall authorize more than One Vote, either for Dissolution or Bankruptcy, to be given in respect of the same Share, notwithstanding any Transfer or Delivery of such Share after a Vote shall have been given in respect thereof.

XIII. And

Scale of voting.

XIII. And be it enacted, That every Shareholder shall, in voting on the Questions of Dissolution and Bankruptcy, be entitled to One Vote, by himself or Proxy, in respect of every Share held by him, or in respect of which Scrip or Receipts may have been issued or Deposits paid, and that all Shareholders producing such Shares, Scrip, or Receipts shall be entitled to attend Meetings and to appoint Proxies according to the Form contained in the Schedule hereunto annexed, or in some Form to the like Effect: Provided always, and be it enacted, that the Fact of any such Party attending any such Meeting shall not in anywise increase or alter, either in Law or Equity, his Rights or Liabilities.

Proxies shall be signed before a Master in Chancery in England, or Sheriff, &c. in Scotland.

XIV. And be it enacted, That the Appointment of any such Proxy shall be signed by the Party appointing the same before a Master or Master Extraordinary of the Court of Chancery in *England* or *Ireland*, or a Justice of the Peace in *England* or *Ireland*, or before a Sheriff or Sheriff Substitute or Justice of the Peace in *Scotland*, or, where such Shares, Scrip, or Certificate shall be in possession of any Parties beyond Seas, the said Proxy shall be signed as aforesaid before any of Her Majesty's Consuls or Vice Consuls or a Notary Public; and that, on signing the same, the Share, Scrip, or Receipt in respect of which the Proxy is intended to be appointed shall be produced to the Master, Justice, Sheriff, Sheriff Substitute, Consul, Vice Consul, or Notary Public; and the Number of the Shares, or the Number of Shares referred to in such Scrip or Receipt, and the Name of the Company, shall be ascertained and verified, with the Number and Name of the Company stated in the Appointment of Proxy, before such Master, Sheriff, Sheriff Substitute, Justice, Consul, Vice Consul, or Notary Public.

Number of Persons, &c. necessary to constitute a Meeting.

Majority must consist of at least Three Fifths of the Votes of Persons present.

XV. And be it enacted, That to constitute a Meeting under the Provisions of this Act for the Purpose of deciding on a Dissolution or Bankruptcy, Persons representing at least One Third Part of the Shares in the Undertaking actually issued or given, either as Shares, Scrip, or Receipts, must be present and vote; and that for the Purpose of effecting a Dissolution, and as to Bankruptcy, there must be either a Majority of the Votes of the whole Scrip of the Company issued as aforesaid, or at least Three Fifths of the Votes of Persons present and voting, either as Shareholders or Proxies, in favour of the Motion for Dissolution, and for the Bankruptcy, if so resolved on.

Minutes of Proceedings to be advertised.

London Gazette to be Evidence.

Penalty on signing false Minutes, &c.

XVI. And be it enacted, That the Chairman at every such Meeting shall sign a Minute of the Proceedings, and that every Minute so signed shall be advertised within the shortest possible Time in the same Papers as those in which Notice of the original Meeting is hereinbefore required to be given; and a Copy of the *London Gazette* containing the Advertisement of such Minute shall be Evidence of the Meeting having been duly called and held, and of the Resolutions recorded having been duly passed by the Majorities therein mentioned; and such Minutes shall be countersigned by at least Two of the Three Scrutineers aforesaid; and that any Party signing Minutes false or incomplete in any material Particular, or any Person who shall insert or cause to be inserted in the *London Gazette* any Advertisement

under the present Clause, knowing the same to be false in any material Particular, shall be guilty of a Misdemeanor; and the Minute directed to be advertised shall also be registered with the Registrar of Joint Stock Companies, without any Fee being chargeable for such Registration.

Places of Meetings shall be held as specified in Notice.

XVII. And be it enacted, That as regards all projected Railways as aforesaid any Portion of the intended Line of which is situate in *England* or *Wales*, the Meeting aforesaid may be held, as shall be specified in the Notice calling the same, either in *London* or *Westminster*, or at the registered Place of Business of the Company; or as regards any Railways any Portion of the intended Line of which is situate in the Counties of *Lancaster* or *Chester*, such Meeting may be held at *Manchester* or *Liverpool*, notwithstanding that the registered Place of Business may not be at either of such Places; or as regards any Railways any Portion of the intended Line of which is situate in the County of *York*, such Meetings may be held at *York* or *Leeds*, notwithstanding that the registered Place of Business may not be at either of such Places; that as regards Railways situate in *Ireland*, the Meetings may be held either in *London* or *Dublin*, or at the registered Places of Business, as shall be specified in the Notice; and that as regards Railways situate in *Scotland*, the Meetings may be held either in *London* or *Edinburgh*, or at the usual Places of Business, as shall be specified in the Notice.

No Votes allowed except for Scrip, &c. actually issued or given before 31st March 1846.

Mode of ascertaining the Issues.

XVIII. And be it enacted, That no Parties shall be entitled to vote except in respect of Scrip, Receipts, or Shares actually issued or given before the Thirty-first Day of *March* One thousand eight hundred and forty-six, and that the Shares, Scrip, or Receipts actually issued or given shall for the Purposes of this Act be taken to constitute the whole Number of Shares in the Undertaking, although the Contract may have provided that the Undertaking shall consist of a greater Number; and that for the Purpose of ascertaining the Number of Shares, Scrip, or Receipts actually issued or given, the Committee of every projected Railway Company to which the Powers given by this Act apply (except in regard to Railways to be made in *Scotland*) shall, within Twelve Days after the passing of this Act, be bound to send in unto the Registrar of Joint Stock Companies a Return in Writing under the Hand of any Member of such Committee specifying the Number of Shares, Scrip, or Receipts actually issued or given as aforesaid, the Amount of each Share, and of the Deposit paid or to be paid thereon; and that in case such Return shall not be so sent in within the aforesaid Period, every Member of the Committee shall forfeit a Sum not exceeding Twenty Pounds, to be recovered in like Manner as any Penalty under the Act intituled *An Act for the Registration, Incorporation, and Regulation of Joint Stock Companies*, is recoverable.

7 & 8 Vict. c. 110.

Registrars of Joint Stock Companies to require Return of

XIX. And be it enacted, That the Registrar of Joint Stock Companies shall, within Six Days from the passing of this Act, send to the registered Place of Business of every such Company a Notice in Writing under his Hand requiring such Return to be made; but the Omission to send any such Notice by the Registrar shall not exempt

the Committee of any such Company from the Penalties aforesaid; and every Person shall be at liberty to inspect any Returns made to the Registrar under this Act on Payment of a Fee of Two Shillings and Sixpence; and the Certificate of the said Registrar, under his Seal of Office, as to the total Amount of the Shares, Scrip, or Receipts, shall be Evidence as to the Amount specified in such Return, and for such Certificate a Fee of Two Shillings and Sixpence shall be paid; and no Proceedings at any Meeting shall be invalidated by reason of any Defect or Error in such Return, but any Party making such Return knowing it to be false shall be guilty of a Misdemeanor.

Issues, but Omission of Registrar to send Notice not to exempt Committee from Penalties.

XX. And be it enacted, That in regard to projected Companies for Railways to be made in *Scotland* the Committee of every such Company to which the Powers given by this Act apply shall, within Twelve Days after the passing of this Act, be bound to lodge with the Sheriff Clerk of the Shire of *Edinburgh* a Return in Writing under the Hand of a Quorum of such Committee, or of every Member thereof, specifying the Number of Shares, Scrip, or Receipts actually issued or given as aforesaid, the Amount of each Share, and the Deposit paid or to be paid thereon; and that in case such Return shall not be lodged within the aforesaid Period every Member of such Committee shall forfeit a Sum not exceeding Twenty Pounds, to be recovered by summary Petition to the Court of Session at the Instance of the said Sheriff Clerk.

Committees of projected Railways in Scotland to lodge a Return with the Sheriff Clerk of Edinburgh within 12 Days from passing of this Act.

Penalty for not lodging Return.

XXI. And be it enacted, That the said Sheriff Clerk shall, within Six Days after the passing of this Act, cause to be published in the *Edinburgh Gazette*, and in Two Newspapers in common Circulation in the City of *Edinburgh*, a Notice by him requiring such Returns to be made; and every Person shall be at liberty to inspect any Returns made to the Sheriff Clerk; and no Proceeding at any Meeting shall be invalidated by reason of Defect or Error in any such Return, but any Party making such Return, knowing it to be false, shall be held to be guilty of Falsehood and Fraud, and shall be liable to Prosecution and Punishment accordingly; and the necessary Expences of the Sheriff Clerk in regard to such Returns and Notices shall be paid by the several Committees making or bound to make Returns, and shall be recovered in such Amount from each of such Committees as the Sheriff of the Shire of *Edinburgh* shall by a Writing under his Hand fix and determine.

The Sheriff Clerk to give Notice by Advertisement for Returns of issued Scrip, &c. to be made.

XXII. Provided always, and be it enacted, That if by any Reason whatever such Return of the Number of Shares, Scrip, or Receipts actually issued shall not be made within One Calendar Month from the passing of this Act, then a Meeting may be called and held under the Provisions of this Act, and may resolve on Dissolution or Bankruptcy as by this Act is provided, if Persons representing Shares as before defined equal to at least One Third Part of the whole Capital of the Undertaking are present and vote; and any such Meeting shall have the same Powers as before conferred on a Meeting representing One Third of the Shares actually issued as aforesaid.

In default of Return Meeting may be called, which must represent One Third of Capital of the Company.

XXIII. And

Meeting to decide if Dissolution taken to be an Act of Bankruptcy. Scotland exempted.

XXIII. And be it enacted, That, in addition to the Question of Dissolution, it shall be imperative on the Meeting to decide whether such Dissolution shall or shall not be taken to be an Act of Bankruptcy for the Purpose of having the Affairs of the Company wound up under the Provisions of the Act after mentioned; but this Provision shall not extend to the Case of Railways to be made in *Scotland*.

If Meeting decide that Affairs shall not be so wound up, &c., then they shall be wound up like ordinary Partnerships.

XXIV. And be it enacted, That in case the Meeting shall resolve that the Affairs of the Company shall not be so wound up, or in the Case of a Railway to be made in *Scotland* if the Majority shall resolve in favour of Dissolution, then (subject to the Power herein-after given to the Committee and to Creditors of the Company to petition for a Fiat) the Affairs of the said Company shall be wound up according to the Rules applicable to the Dissolution of Partnership Undertakings, and as if the Undertaking had been dissolved by mutual Consent.

Dissolution not to affect Rights of Creditors.

XXV. Provided always, and be it enacted, That the Resolution to dissolve the Company, or the actual Dissolution thereof, shall not alter or affect the Rights of Creditors or other Persons not being Shareholders in the Company, nor any Engagements whatsoever which the Committee may have entered into, and shall not affect any Suits pending before the passing of this Act.

If Proposal of Dissolution rejected, no new Meeting to be called for Six Months to consider the Question.

XXVI. And be it enacted, That where any Meeting called to consider the Question of Dissolution shall have determined the Question of the Dissolution of the Company in the Negative, no new Meeting shall be called to consider the Question of Dissolution, or any Matter relating thereto, until the Lapse of Six Months from the Day in which the Question was last resolved in the Negative.

Any Three of the Committee, or any Creditor or Creditors, may petition for a Fiat in Bankruptcy.

XXVII. And be it enacted, That it shall be lawful for any Three of those who were of the Committee of any Company so dissolved, at any Time after the Dissolution thereof shall have been resolved, or for any Creditor or Creditors of such Company to such Amount as is now by Law requisite to support a Fiat in Bankruptcy in *England* and *Ireland*, or a Sequestration in *Scotland*, within Three Months after the Dissolution thereof shall have been resolved, to petition that a Fiat in Bankruptcy may issue against such Company if in *England* or *Ireland*, or that the Estates of the Company may be sequestrated if in *Scotland*.

On issuing of Fiats, Companies to be subject to the Provisions of the Acts for winding up the Affairs of Joint Stock Companies.

7 & 8 Vict. c. 111.

XXVIII. And be it enacted, That upon the Production of a Copy of the *London Gazette* containing the Resolution of any such Meeting as aforesaid, whereby it shall be resolved that the Dissolution of the Company shall be an Act of Bankruptcy, or upon the Petition of any Three of the Committee as aforesaid, or of any Creditor under the last preceding Clause, a Fiat in Bankruptcy shall issue against such Company by the registered Name or Style of such Company; and the Company shall thereupon be deemed to be within the Provisions of an Act passed in the Seventh and Eighth Years of the Reign of Her present Majesty, intituled *An Act for facilitating the winding up of Joint Stock Companies unable to meet their pecuniary Engagements*;

Engagements; and of another Act passed in the Eighth and Ninth Years of the Reign of Her present Majesty, intituled *An Act to facilitate the winding up of Joint Stock Companies in* Ireland *unable to meet their pecuniary Engagements*, in all respects as if a Fiat in Bankruptcy had issued against it under the said Act before its Dissolution; but this last Provision not to extend to *Scotland*. 8 & 9 Vict. c. 98.

Sequestration of Estates of dissolved Scotch Railway Companies may be awarded.

XXIX. And be it enacted, That if the Company be a Company for making a Railway or Railways in *Scotland* Sequestration of the Estates of such Company shall be awarded on Petition for Sequestration in common Form presented in Name of any Three of the Committee, or of any Creditor or Creditors of such Company to such Amount and on such Evidence of Debt or Debts of such Creditor or Creditors as is now by Law requisite for obtaining Sequestration of the Estates of any Company liable to Sequestration, there being always produced along with the Petition for Sequestration a Copy of the *London* or *Edinburgh Gazette* containing the Resolution whereby the Dissolution of the Company shall have been resolved upon; and such Sequestration, being so awarded, shall be followed out, in regard to the Election of an Interim Factor and Trustee and Commissioners, and in regard to the Proof and ranking of Debts, the Recovery and Distribution of the Estate, and all other Matters necessary thereto, in the same Manner and by the same Course of Procedure, as nearly as may be, as is by Law provided in Cases of Sequestration of the Estates of Trading Companies in *Scotland:* Provided always, that such Sequestration shall not extend to or affect the Estates of the individual Partners of the Company, nor preclude the Rights or Remedies otherwise competent by Law to the Creditors of such Company against the individual Partners thereof, or the Estates of such individual Partners.

As to new Railways by incorporated Companies.

XXX. And be it enacted, That when any Company for making any Railway, actually incorporated before the passing of this Act, shall have agreed to form any new or other Railway or an Extension thereof, and in respect of which a new or further Capital shall have been agreed to be raised or contributed, and Shares as herein-before defined shall have been issued or otherwise appropriated, and Deposits paid thereon, then such Company or Partnership (as regards the new Undertaking) shall in all respects be considered as a Company or Undertaking within the Provisions of this Act; and Meetings shall be held, and Shareholders entitled to Shares as aforesaid in the new Undertaking shall in manner herein-before provided have Power to dissolve such new Undertaking, and to decide as to Bankruptcy, in all respects as is provided with regard to the Companies herein-before mentioned or defined.

Member against whom Judgment shall have been recovered to be repaid by Contribution from other Members, together with Costs.

XXXI. And be it enacted, That where the Dissolution of a Company shall have been resolved under this Act, if Judgment shall have been recovered or shall afterwards be recovered in any Action against any Member of the Committee for any Debt due from such Company or from such Committee in respect of the Undertaking, the Member against whom such Judgment shall have been recovered shall be entitled at Law to a Contribution from each of the other Members of such Committee towards the Payment of the Monies recovered by such Judgment, and of all Costs and Expences in relation

relation thereto, of such a Share of the whole Amount of such Monies, Costs, and Expences as would have been borne by such respective Member upon an equal Contribution by all the Members of such Committee, and may recover the Contributions to which he may be so entitled, or any of them, by Action or Actions of Debt or on the Case against all or any of such other Members of such Committee, but so that no such Member shall be liable in any such Action as aforesaid for more than the Share to which he shall respectively be liable to contribute under this Provision.

After Dissolution of Company no Action, &c. to be brought by any Attorney, &c. until One Month after Bill of Fees shall have been delivered.

Courts may refer Bills for Taxation to Taxing Officers.

XXXII. And be it enacted, That after the Dissolution of any Company shall have been resolved under this Act no Action or Suit shall be brought for the Recovery of any Fees, Charges, or Disbursements for any Business done for such Company by any Attorney or Solicitor, whether in his Character of Attorney or Solicitor, or as Agent or otherwise, until the Expiration of One Calendar Month after a Bill of such Fees, Charges, and Disbursements, signed by the Claimant, shall have been delivered to the Committee or Official Assignee authorized to wind up the Affairs of such Company, or left at their or his Place of Business; and it shall be lawful for the Court of Queen's Bench, Common Pleas, or Exchequer, or any Judge of either of such Courts, and they are respectively hereby required, on the Application of such Committee or of such Official Assignee, to refer such Bill to be taxed and settled by any Taxing Officer of the Court in which such Reference shall be made; and the Court or Judge making such Reference shall restrain the Claimant from commencing any Action or Suit touching his Demand pending such Reference, and such Taxing Officer may take such Evidence in relation to such Bill as he may think fit; and the Costs of such Reference shall be paid according to the Event of such Taxation, (that is to say,) if such Bill when taxed be less by a Sixth Part than the Bill delivered, then the Claimant shall pay such Costs, and if the Bill when taxed shall not be less by a Sixth Part than the Bill delivered, then the Party on whose Application the Reference shall have been made shall pay such Costs, to be considered and allowed nevertheless as Part of the Costs, Charges, and Expences of executing the Trusts and Powers of this Act; and every Order to be made for such Reference shall direct the Officer to whom such Reference shall be made to tax such Costs of such Reference to be so paid as aforesaid, and to certify what upon such Reference shall be found to be due to or from such Claimant in respect of such Bill, and of the Costs of such Reference, and after such Reference as aforesaid no further or other Sum than shall be so found due shall be recoverable in respect of such Bill.

Interpretation of Act.

XXXIII. And be it enacted, That the following Words and Expressions shall have the Meanings hereby assigned to them respectively, so far as such Meanings are not excluded by the Context or Subject Matter; (*videlicet*,)

The Word "Month" shall mean Calendar Month:

The Word "Person" shall include Corporations.

Act may be amended, &c.

XXXIV. And be it enacted, That this Act may be amended, altered, or repealed by any Act to be passed in this Session of Parliament.

SCHE-

SCHEDULE to which this Act refers.

Form of Proxy.

Railway Company.

Proxy to vote in respect of Shares.

I *A.B.* of Holder of Shares, [*or* Scrip, *or* Receipts for Shares (*as the Case may be*)], numbered respectively [*here insert the Numbers, unless the Shares, Scrip, Receipts, or Letter do not show the denoting Numbers*], in the projected Railway Company, do hereby appoint *C.D.* of to be my Proxy upon any Matter relating to the Dissolution or Bankruptcy of the said Company, to vote, dissent, and act as he shall think proper.

Witness my Hand, the Day of

Taken before me, having verified the Numbers and Name of the Company with the Documents produced to me,

Signed

And add whether,

Master Extraordinary, Sheriff, Sheriff Substitute, Justice, Consul, Vice Consul, *or* Notary Public.

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