

ANNO VICESIMO TERTIO

VICTORIÆ REGINÆ.

Cap. ix.

An Act to amend the *Inverness and Aberdeen Junction* Railway Act, 1856; to enable the *Inverness and Aberdeen Junction* Railway Company to raise further Sums of Money; and for other Purposes. [3d *April* 1860.]

WHEREAS an Act was passed in the Session of Parliament held in the Nineteenth and Twentieth Years of the Reign of Her present Majesty, intituled *An Act for making a Railway from the Town of* Nairn *to the Town of* Keith, and by such Act a Company was incorporated under the Name and Style of "The *Inverness and Aberdeen Junction* Railway Company," with Power to raise a Capital of Three hundred and twenty-five thousand Pounds in Thirty-two thousand five hundred Shares of Ten Pounds each, and One hundred and eight thousand three hundred Pounds by Mortgage, subject to the Provision that in the event of the Company agreeing with any Persons for the Purchase of Lands in consideration of an annual Feu Duty the Capital of the Company to be raised by Mortgage or Bond should be diminished in consequence of the Land so purchased by an Amount equal to Twenty Years Purchase of the said Feu Duty: And whereas the Company have, in pursuance of the said recited Act, raised the whole 19 & 20 Vict. c. cx.

of the Capital by the said Act authorized by the Creation and Issue of Shares: And whereas the Company have raised the Sum of One hundred and seven thousand three hundred and thirty-five Pounds by Mortgage of their Undertaking, and have purchased Lands for the Purposes of their Undertaking, in respect of which Feu Duties are payable by the Company to the Extent of Forty-eight Pounds Three Shillings *per Annum*, whereby their Power to raise Money upon Mortgage or Bond has, under the Provision to that Effect contained in the said recited Act as aforesaid, been diminished to the Extent of Nine hundred and sixty-three Pounds, being Twenty Years Purchase of the said Feu Duties: And whereas the said Railway has been constructed and opened throughout with a single Line of Rails, and the Bridges thereon have been built of such Dimensions as to admit of the Railway being constructed with a double Line of Rails, and the Land for constructing the same with such double Line of Rails has been acquired by the Company: And whereas by the said recited Act the Company was authorized to make Contracts and Agreements with the *Inverness and Nairn* Railway Company for the Working and Use by the Company of the *Inverness and Nairn* Railway, in pursuance of which Powers an Agreement for such Working and Use, for a Term of Ten Years from the Thirty-first Day of *December* One thousand eight hundred and fifty-seven, was made and entered into between the Companies, dated the Twenty-seventh Day of *November* and Twenty-fourth Day of *December* One thousand eight hundred and fifty-seven; and the Company have, since the said Thirty-first Day of *December* One thousand eight hundred and fifty-seven, worked and they are now working, with their Engines, Carriages, and Plant, the whole Traffic of the said *Inverness and Nairn* Railway: And whereas, in completing the said *Inverness and Aberdeen Junction* Railway as aforesaid, and in providing the Rolling Stock and Plant for working the same, and also for working the said *Inverness and Nairn* Railway in connexion therewith, the Company have incurred Debts and Liabilities to an Amount exceeding the Capital which they were authorized to raise by Shares and Mortgage as aforesaid; and in order to afford more complete Accommodation to the Public, and to the Traffic passing along the said Railway, it will be necessary to construct additional Sidings and Works, and to provide further Accommodation, and to expend further Sums of Money, for all which it is expedient and necessary that Provision should be made: And whereas the Company have not created any Preference Stock or Shares, and it is expedient that they should be authorized to issue the Shares by this Act authorized to be created with such Preference or Priority in the Payment of Interest or Dividend as is herein-after provided: And whereas it is expedient that they should be authorized to raise an additional Sum of Money for the Completion and general Purposes of their Undertaking, in manner herein-after provided: And whereas the *Great North of Scotland* Railway Company were authorized by the said recited Act to subscribe to and to take and hold Shares in the Undertaking

taking of the Company to the Extent of Forty thousand Pounds, and the said Company, in pursuance of the Powers so granted to them, subscribed to the said Undertaking the said Sum of Forty thousand Pounds; but they have recently sold all the Shares so acquired by them, and it is proper and expedient that the said Power so granted to the said Company should be repealed: And whereas it is expedient that such of the Provisions of the said recited Act as are inapplicable to the present Condition of the Company and their Undertaking should be altered and repealed, and that, for the Purposes aforesaid, the said recited Act should be repealed, and the Provisions thereof, so far as applicable, should be re-enacted, with such Modifications and Amendments as are necessary; but the same cannot be done without the Authority of Parliament: May it therefore please Your Majesty that it may be enacted; and be it enacted by the Queen's most Excellent Majesty, by and with the Advice and Consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the Authority of the same, as follows; (that is to say,)

Short Title.

I. This Act may for any Purpose be cited as "The *Inverness and Aberdeen Junction* Railway Act, 1860."

Recited Act repealed.

II. Subject to the Provisions of this Act, the said recited Act is hereby repealed, but notwithstanding such Repeal it may be cited for any Purpose by its Short Title.

Company to continue incorporated.

III. Notwithstanding the Repeal of the recited Act, the Company shall for the Purposes of this Act, and as from the passing of "The *Inverness and Aberdeen Junction* Railway Act, 1856," remain incorporated by the Name of "The *Inverness and Aberdeen Junction* Railway Company," with Power to purchase, take, and hold, and dispose of Lands and other Property, for the Purposes of their Undertaking, and with all the other Incidents of an incorporated Company.

8 & 9 Vict. cc. 17. 19. & 33. incorporated.

Interpretation of certain Terms.

IV. "The Companies Clauses Consolidation (*Scotland*) Act, 1845," "The Lands Clauses Consolidation (*Scotland*) Act, 1845," and "The Railway Clauses Consolidation (*Scotland*) Act, 1845," are hereby incorporated with this Act; and in construing the said Acts for the Purposes of this Act, and in construing this Act, the following Words and Expressions shall have the Meanings hereby assigned them, unless there be something in the Subject or Context repugnant to such Construction; (that is to say,)

The Expression "the Special Act" shall mean this Act:

The Expression "the Company" or "the Promoters of the Undertaking" shall mean the *Inverness and Aberdeen Junction* Railway Company as incorporated by "The *Inverness and Aberdeen Junction* Railway Act, 1856," and continued by this Act:

The

The Expression "the Undertaking," or "the Works," or "the Railway" shall mean the Undertaking or Works by this Act vested in or authorized to be made by the Company.

Company to continue seised and possessed of their Undertaking, Estate, and Effects.

V. The Company shall continue seised and possessed of and entitled to all the Railways, Tramways, Undertakings, Buildings, and Works of every Description, and Shares of and Interests in all Joint Stations, Railways, Tramways, Undertakings, Buildings, and Works of every Description, and all the Lands, Tenements, Heritages, Estate and Effects, Real and Personal, whereof they were seised or possessed, or whereto they were entitled immediately before the passing of this Act, as fully and effectually, to all Intents and Purposes, as if the recited Act had not been hereby repealed.

Conveyances to remain in force.

VI. All Purchases, Sales, Dispositions, Conveyances, Assignments, Leases, Mortgages, Bonds, Contracts, Agreements, Securities, and other Acts and Things made, done, entered into, executed, or instituted under or by virtue or in consequence of the said recited Act, or with reference to any of the Purposes thereof, shall, notwithstanding the Repeal of the said recited Act, be as good, valid, and effectual, to all Intents and Purposes, as they would have been if the said Act had not been repealed, and may be proceeded on and enforced accordingly.

Continuance of Liabilities of Company under repealed Act.

VII. Notwithstanding the Repeal of the said recited Act, and except only as is by this Act otherwise expressly provided, everything before the passing of this Act done and suffered under or confirmed by the said recited Act shall be as valid as if such Act were not repealed, and the Repeal thereof and this Act respectively shall accordingly be subject and without Prejudice to everything so done or suffered, and to all Rights, Liabilities, Claims, and Demands, both present and future, which if the said Act were not repealed and this Act were not passed would be incident to or consequent on any and everything so done or suffered; and the Company continued by this Act shall be liable in respect to all such Rights, Liabilities, Claims, and Demands in the same Manner and to the same Extent as the Company would have been liable in respect of such Rights, Liabilities, Claims, and Demands in case this Act had not been passed: Provided always, that the Generality of this Enactment shall not be restricted by any of the other Clauses and Provisions of this Act.

Actions, &c. not to abate.

VIII. No Action, Suit, Prosecution, or other Proceeding commenced either by or against the Company before the passing of this Act shall abate or be discontinued or prejudicially affected by this Act, but, on the contrary, shall continue and take effect, whether in favour of or against the Company, in like Manner in all respects as the same would have continued and taken effect for or against the Company if this Act had

had not been passed; and all Offences against the Provisions of the said recited Act committed before the passing of this Act may be prosecuted, and all Penalties incurred by reason of such Offences may be sued for and recovered in like Manner in all respects as if the said recited Act had not been repealed.

Reserving Powers and Provisions of other Acts.

IX. All the Powers and Provisions contained in any Act or Acts of Parliament relating to the *Inverness and Aberdeen Junction* Railway Company, not being the recited Act hereby repealed, shall, except in so far as they are expressly varied or modified by this Act, continue in full Force, notwithstanding the passing of this Act, and may be exercised or enforced either by or against or in reference to the Company, in like Manner and to the same Extent as they might have been exercised or enforced if this Act had not been passed; and all Acts, Agreements, Matters, and Things done thereunder or in virtue and pursuance thereof, or which may have been confirmed or sanctioned thereby, shall, except as aforesaid, be unaffected by the passing of this Act.

Debts due to and by the Company to be paid to and by them.

X. All Persons who immediately before the passing of this Act owed any Sum of Money to the Company, or to any Person on their Behalf, shall pay the same, with all the Interest (if any) due and payable or accruing for the same, to the Company, and all Moneys which immediately before the passing of this Act were due or owing by or recoverable from the Company, or for the Payment and Satisfaction of which the Company were or but for this Act would be liable, shall, with all Interest (if any) due or to accrue thereon, be paid by or be recoverable from or be satisfied by the Company.

Shareholders to pay Calls.

XI. The several Persons and Corporations who immediately before the passing of this Act were Shareholders of the Company, and their respective Executors, Administrators, and Assigns, shall pay to the Company the Amount of their respective Shares, or so much thereof as has not been paid prior to the passing of this Act, with all Interest (if any) due or to accrue due thereon, and shall so pay the same when and as the same is called up or otherwise demanded by the Company, according to the Provisions of the recited Act or this Act.

As to Moneys paid into Bank.

XII. In every Case in which, under the Provisions of the Act hereby repealed, any Money was before the passing of this Act paid by the Company into any Bank, or to any Trustees or Trustee, as Purchase or Compensation Money, or on any other Account, such Money, or the Stocks, Funds, or Securities in or upon which the same is or shall be invested, by the Order of the Court of Session or otherwise, and the Interest, Dividends, and annual Produce thereof, shall, after the passing of this Act, be applied and disposed of pursuant to the said repealed Act, and the Obligations of the Company under such Act with respect

to such Moneys, Stocks, Funds, and Securities shall be observed and performed by the Company.

Officers to continue.

XIII. Every Officer and Servant appointed by virtue of or acting under the Authority of the said repealed Act shall hold and enjoy his Office and Employment, with the Salary thereunto annexed, and be deemed an Officer or Servant of the Company, until he be removed from such Office or Employment, and he shall have the like Power and Authority for the Purposes of this Act, and be subject to the like Power of Removal, Rules, Regulations, Pains, and Penalties, in all respects whatsoever, as if he were appointed under this Act.

Books to be Evidence.

XIV. All Books, Certificates, Writings, and Documents by the repealed Act directed or authorized to be kept or made Evidence, and which if this Act had not been passed would be receivable in Evidence, shall be admitted in Evidence in all Courts of Law and Equity and elsewhere accordingly.

Byelaws, &c. to remain in force.

XV. All Byelaws, Resolutions, Orders, Notices, and Proceedings of the Company and the Directors thereof, made and taken before the passing of this Act, shall, until altered by the Company under the Provisions of this Act, continue of full Force and Effect as if this Act had not been passed; and such Byelaws may be enforced and all Penalties thereunder may be recovered accordingly.

Power of Great North of Scotland Railway Company to hold Shares in Undertaking repealed.

XVI. From and after the passing of this Act, the Power granted by the said repealed Act to the *Great North of Scotland* Railway Company to subscribe to, and to acquire, take, and hold Shares in the Undertaking of the Company, shall be and the same is hereby repealed.

Capital.

XVII. Upon the passing of this Act the Share Capital of the Company shall be Four hundred and seventy-five thousand Pounds, inclusive of the Capital which they are at present authorized to raise by the Creation of Shares; and such Capital shall consist of the Shares created and issued by them prior to the passing of this Act, (that is to say,) Thirty-two thousand five hundred Shares of Ten Pounds each, and also of the Sum of One hundred and fifty thousand Pounds, for which it shall be lawful for the Company, in manner herein-after provided, to create new Shares or Stock.

Certificates of Shares in old Capital to continue available.

XVIII. The Certificates of the Shares created and issued under the Powers of the Act hereby repealed shall be the Certificates of the Shares of the Capital of the Company raised at the passing of this Act; and such Shares and Certificates respectively shall continue and be vested in the same Persons, and be subject to the same Trusts and Liens, and with the same Powers and Privileges in all respects, as immediately before the

the passing of this Act, and so as to give Effect to and not revoke any Testamentary Disposition affecting the same.

Power to borrow on Mortgage.

XIX. It shall be lawful for the Company to continue on Mortgage or Bond the Sum of One hundred and seven thousand three hundred and thirty-five Pounds borrowed by them under the Authority of the said recited Act, or, in the event of their hereafter purchasing in Fee Simple the Lands for which at present Feu Duties are payable as aforesaid, then it shall be lawful for them to borrow the further Sum of Nine hundred and sixty-three Pounds; and when and so soon as the whole of the said Capital of Four hundred and seventy-five thousand Pounds shall be subscribed for, and One Half of the additional Capital of One hundred and fifty thousand Pounds hereby authorized to be raised shall be paid up, it shall be lawful for the Company to borrow on Mortgage or Bond such additional Sums of Money as may from Time to Time be authorized to be borrowed by an Order of any General or Special General Meeting of the Company, not exceeding in the whole the Sum of Fifty thousand Pounds, exclusive of the Amount already borrowed by them.

Application of Capital, &c.

XX. Provided always, That the whole Sums of Money which the Company are hereby authorized to raise by Shares or upon Mortgage or Bond shall be applied exclusively towards the Purposes of their Undertaking, and in the Completion thereof, as authorized by the Act hereby repealed, and by this Act or by any other Act passed in the present Session of Parliament, and to no other Purpose whatsoever.

Arrears may be enforced by Appointment of a Judicial Factor.

XXI. The Mortgagees of the Company may enforce the Payment of the Arrears of Principal and Interest due on any such Mortgages by the Appointment of a Judicial Factor; and in order to authorize the Appointment of such Judicial Factor the Amount of Arrears owing to the Mortgagees by whom Application for such Judicial Factor shall be made shall be not less than Ten thousand Pounds in the whole.

Former Mortgages to have Priority.

XXII. All Mortgages or Bonds granted under the Authority of the said repealed Act, and which shall be in force at the Time of the passing of this Act, shall during the Continuance thereof have Priority over any Mortgages or Bonds created by virtue of this Act; and the several Mortgagees and Holders of such Mortgages or Bonds shall have the same Priority among themselves in respect thereof as they would have had if this Act had not been passed.

Conversion of Loans into Capital.

XXIII. It shall be lawful for the Company, from Time to Time, with the Consent of Three Fifths of the Votes of the Shareholders voting, in Person or by Proxy, at any General Meeting of the Company convened with due Notice of that Object, to resolve that any Portion of

of the borrowed Capital of the Company, or any Principal Moneys then secured by outstanding Mortgages or Bonds, for which, or for the Interest whereof, the Company are lawfully liable, not exceeding an Amount to be defined in and by such Resolution, may be converted into Shares or Stock of the Company of like Amount, either by Agreement with the Holders of such Mortgages or Bonds respectively before the same respectively become due, or by paying off the same respectively when due, and issuing Shares or Stock of a corresponding Amount, instead of re-borrowing the Sums so paid off, and also, with the like Consent, from Time to Time to resolve that the whole, or any Part, to be defined in and by such Resolution, of the Money which the Company shall have Authority to raise by borrowing under the Powers of the said repealed Act or of this Act, and which shall not then have been raised, shall or may be raised by the Creation and Issue of Shares or Stock of a corresponding Amount, instead of borrowing the same; and to the Shares or Stock so authorized to be created and issued for any of the Purposes aforesaid there shall be attached, with the like Consent, a fixed and perpetual yearly Dividend or Interest at any Rate not exceeding the Rate of Four Pounds Ten Shillings for every One hundred Pounds thereof, payable in equal half-yearly Portions; and it shall thereupon be lawful for the Directors of the Company to carry into effect such Resolution or Resolutions, by the Creation and Issue of so many Shares or so much Stock as may from Time to Time be necessary for that Purpose, having such fixed Rate of Dividend as aforesaid; and the Shares or Stock so created and issued shall be a Charge upon the Tolls, Rates, and Undertaking, and Lands, Tenements, and Heritages of the Company, but shall be distributable, transmissible, and transferable as and in other respects have the Incidents of personal Estate; and the said Dividend shall for ever have Priority of Payment over all other Dividends on any other Stock or Shares of the Company, whether ordinary, or preference, or guaranteed, and the Stock when so created shall be termed "*Inverness and Aberdeen Junction* Railway Mortgage Stock:" Provided always, that nothing herein contained shall in anywise prejudice or affect the Rights of the Holders of Mortgages or Bonds of the Company; provided also, that after the Conversion of any such Mortgages or Bonds into Shares or Stock it shall not be lawful for the Company to issue Mortgages or Bonds or any other Securities, or again to borrow the Sum so converted, but the Powers of borrowing by the Company shall, to the Extent of the Sums so from Time to Time converted into Shares or Stock, be extinguished.

Holders of Mortgage Stock not to vote.

XXIV. The Holders of the said Mortgage Stock shall not be entitled to vote in the Affairs of the Company.

Arrears of Dividend on Mortgage

XXV. If within Thirty Days after the Dividend on the said Mortgage Stock has become payable, and after Demand thereof in Writing, the same

same be not paid, the Proprietor or Proprietors of such Stock, holding individually or collectively an Amount in nominal Value of Ten thousand Pounds or upwards, may (without Prejudice to his and their Right to sue for the Dividend so in arrear in any Court of competent Jurisdiction) require the Appointment of a Judicial Factor, by an Application to be made as herein-after provided.

Stock may be enforced by Appointment of a Judicial Factor.

XXVI. Every Application for a Judicial Factor under the Provisions of this Act shall be made to the Sheriff of the County of *Inverness*; and on any such Application it shall be lawful for the said Sheriff, by Order in Writing, after hearing the Parties, to appoint some Person to receive the whole or a competent Part of the Tolls or Sums liable to the Payment of such Dividends or Interest, until all the Arrears of Dividend or Interest which may then be due on the outstanding Mortgages of the Company or the said Mortgage Stock, as the Case may be, together with all Costs, including the Charges of receiving the Tolls or Sums aforesaid, be fully paid; and upon such Appointment being made all such Tolls and Sums of Money as aforesaid shall be paid to and received by the Person so to be appointed, and the Money so to be received shall be so much Money received by or to the Use of the Mortgagees of the Company, or by or to the Use of the Proprietors of the said Mortgage Stock, as the Case may be; and so soon as the full Amount of any Interests or Dividends in arrear, and Costs, has been so received, the Power of such Judicial Factor shall cease: Provided always, that such Judicial Factor shall distribute among all the Mortgagees or Proprietors of the said Mortgage Stock, as the Case may be, to whom Interest or Dividends shall be in arrear, the Tolls or Moneys which shall so come into his Hands, having respect in such Distribution to the Priorities, if any, of such Mortgagees and Proprietors of the said Mortgage Stock.

Appointment of Judicial Factor.

XXVII. Any new Shares to be created by virtue of this Act may, subject to the Provisions herein-after contained, be of such Amount as the Company, with the Approbation of Three Fifths at least of the Votes of the Shareholders voting, in Person or by Proxy, at any Meeting of the Company specially convened with due Notice of that Object, shall determine; and it shall be lawful for the Company to issue such Shares to such Persons, at such Times, and in such Manner, and with such special Advantages with respect to Priority or Amount of Dividend payable thereon (such Dividend not exceeding the Rate of Five Pounds *per Centum per Annum*), and to dispose thereof in such Manner and on such Terms, as by the Order of any such Meeting shall be fixed and determined; and all such new Shares shall be deemed Personal Estate, and shall be transmissible and transferable as such, in the Manner provided and directed by "The Companies Clauses Consolidation (*Scotland*) Act, 1845;" and all Persons and Corporations who shall become entitled

New Shares, how to be created.

to any such new Share or Shares, and their several and respective Successors, Executors, Administrators, and Assigns, shall be and they are hereby declared to be Owners and Proprietors of Shares in the Undertaking, and to be interested therein, and entitled to Dividends and Profits, and to vote in respect thereof in proportion to the Amount of such new Share or Shares, and the Directors of the Company are hereby empowered (subject to any Restrictions imposed upon them by the Company, and subject also as herein-after mentioned,) to call up such Shares by such Instalments and payable at such Times as they may think fit, and the several Proprietors of such new Shares shall be and are hereby united and incorporated with the Company.

Calls.

XXVIII. Two Pounds *per* Share shall be the greatest Amount of any One Call which the Directors may make on or in respect of any new Shares created by virtue of this Act, and Two Months at the least shall be the Interval between successive Calls, and the aggregate Amount of Calls to be made on any One Share in One Year shall not exceed Seven Pounds Ten Shillings in the whole.

Interest not to be paid on Calls paid up.

XXIX. It shall not be lawful for the Company, out of any Money by this Act or any other Act relating to the Company authorized to be raised by Calls in respect of Shares, or by the Exercise of any Power of borrowing, to pay Interest or Dividend to any Shareholder on the Amount of the Calls made in respect of the Shares held by him in the Capital of the Company; provided that nothing herein-before contained shall be deemed to prevent the Company from paying to any Shareholder such Interest on Money advanced by him beyond the Amount of the Calls actually made as shall be in conformity with the Provisions in "The Companies Clauses Consolidation (*Scotland*) Act, 1845," in that Behalf contained.

Deposits for future Bills not to be paid out of Company's Capital.

XXX. It shall not be lawful for the Company, out of any Money by any existing Act relating to the Company authorized to be raised for the Purposes of such Act, to pay or deposit any Sum of Money which, by any Standing Order of either House of Parliament now in force or hereafter to be in force, may be required to be deposited in respect to any Application to Parliament for the Purpose of obtaining an Act authorizing the Company to construct any other Railway or execute any other Work or Undertaking.

Power to close Transfer Books at certain Periods.

XXXI. It shall be lawful for the Directors to close the Registers of Transfers for a Period not exceeding Fourteen Days previous to each Extraordinary Meeting of the Company, and they may fix a Day for the closing of the same, of which Seven Days Notice shall be given by Advertisement in some Newspaper published in *Inverness;* and any Transfer made during the Time when the Transfer Books are so closed shall,

shall, for the Purposes of such Meeting, but not otherwise, be considered as made subsequently to such Meeting.

First and other Ordinary Meetings.

XXXII. The First Ordinary Meeting of the Company shall be held within Four Months after the passing of this Act, and the subsequent Ordinary Meetings of the Company shall be held half-yearly in the Months of *March* or *April* and *September* or *October* in every Year, as the Directors may appoint; and all Ordinary Meetings shall be held in the Town of *Inverness* or in the Town of *Elgin*, as the Directors may from Time to Time appoint.

Quorum of General Meetings.

XXXIII. The Quorum of General Meetings of the Company shall be Fifteen Shareholders, present personally or by Proxy, holding in the aggregate not less than Fifteen thousand Pounds in the Capital of the Company.

Votes of Shareholders.

XXXIV. At all General Meetings of the Company the Scale according to which the Shareholders may vote in respect of their Shares shall be as follows; (that is to say,) for Two Shares up to Ten Shares One Vote, and an additional Vote for every Ten Shares to the Extent of One hundred Shares; for more than One hundred Shares an additional Vote for every Twenty Shares over and above the said One hundred Shares: Provided always, that no Shareholder shall be entitled to vote at any Meeting unless he shall have paid up all the Calls then payable upon the Shares held by him.

Number and Qualification of Directors.

XXXV. The Number of Directors shall be Fourteen, and the Qualification of a Director shall be the Possession in his own Right of One hundred Shares in the Capital of the Company; and the Persons who were Directors immediately before the passing of this Act shall continue in Office, and go out of Office by Rotation, and be otherwise removable, in like Manner and in the same Order as if this Act had not been passed.

Power to vary the Number of Directors.

XXXVI. It shall be lawful for the Company to reduce the Number of Directors, provided that the reduced Number be not less than Eight.

Quorum.

XXXVII. The Quorum of a Meeting of Directors shall be Five, and the Quorum of any Committee of Directors shall be Three.

Newspapers for Advertisements.

XXXVIII. The Newspapers in which Notices relating to the Affairs of the Company shall be inserted shall be such local Newspapers as the Directors shall think fit.

Undertaking of the Company.

XXXIX. The Undertaking of the Company shall consist of the Railway, Stations, and other Works and Conveniences connected therewith which at the Time of the passing of this Act were vested in or authorized

authorized to be constructed or purchased by the Company, and which are as follows; (that is to say), a Railway from *Nairn* in the County of *Nairn* to *Keith* in the County of *Banff*, such Railway commencing by a Junction with the *Inverness and Nairn* Railway, and terminating by a Junction with the *Great North of Scotland* Railway, and which Railway from *Nairn* to *Keith*, with the several Approaches, Stations, and Conveniences connected therewith, is situate in the several Parishes of *Nairn* and *Auldearn* in the County of *Nairn*, the Parish of *Dyke* or united Parishes of *Dyke* and *Moy*, the Parishes of *Forres*, *Kinloss*, *Alves*, *New Spynie* or *Quarrywood*, *Elgin*, *Saint Andrew's Lhanbryde*, *Urquhart*, *Speymouth*, *Rothes*, *Boharm*, and *Keith*, in the County of *Elgin* or *Moray*, the Parishes of *Boharm*, *Botriphnie*, and *Keith* in the County of *Banff*, and in the Royal Burghs of *Nairn*, *Forres*, and *Elgin*; and, subject to the Provisions of this Act and the Acts incorporated herewith, it shall be lawful for the Company to continue, make, complete, maintain, regulate, and work the said Railway, Stations, and Works, and Accommodations connected therewith.

Company to maintain a Station or Lodge at level Crossings.

XL. And whereas the Company under the Powers of the said recited Act have carried the Railway thereby authorized, with a double Line of Railway, across and upon the Level of the several Turnpike and Public Roads numbered on the Plans deposited with reference thereto as follows; (that is to say,)

No. on Plan.	Parish.	Description of Roads.
17	Forres - - -	District Road.
27*e*	Kinloss - - -	Public Road.
153	Keith - - -	Public or Commutation Road.

Be it enacted, That for the greater Convenience and Security of the Public the Company shall permanently maintain the Stations or Lodges erected by them at the several Points where the Railway crosses the said Roads; and the Company shall be subject to and abide by all such Rules and Regulations with regard to the crossing of such Roads on the Level, or with regard to the Speed at which Trains shall pass such Roads, as may from Time to Time be made by the Board of Trade; and if the Company shall fail at all Times to maintain any such Station or Lodge, or appoint a proper Person to watch or superintend the Crossing at any such Point or Station, or to observe or abide by any such Rule or Regulation as aforesaid, they shall for every such Offence be liable to a Penalty of Twenty Pounds, and also to a daily Penalty of Ten Pounds for every Day such Offence shall continue after such Penalty of Twenty Pounds shall have been incurred.

Board of Trade may

XLI. It shall be lawful for the Board of Trade, if it shall appear to them to be necessary for the Public Safety, at any Time to require the Company,

Company, within such Time as the Board shall direct, and at the Expense of the Company, to carry such Roads as are crossed by the Railway on a Level either over or under the Railway by means of Bridges or Arches, in lieu of crossing the same on the Level, or to execute such other Works as under the Circumstances of the Case shall appear to the Board of Trade best adapted for removing or diminishing the Danger arising from such level Crossings.

require Bridges to be erected in lieu of level Crossings.

XLII. It shall not be lawful for the Company, in shunting Trains to or from any Siding near to any of such level Crossings, to pass any Trains over such level Crossings, or to allow Trains to stand across the same when stopping at any Station.

Company not to shunt Trains on level Crossings.

XLIII. The Quantity of Land to be taken by the Company for the extraordinary Purposes mentioned in "The Railways Clauses Consolidation (*Scotland*) Act, 1845," shall not exceed Twenty Acres, in addition to the Lands already purchased by them for such Purposes.

Lands for extraordinary Purposes.

XLIV. It shall be lawful for all Persons owning or entitled to any Lands authorized or required to be taken for any of the Purposes of this Act, whether such Persons shall hold or be entitled to dispose of such Lands absolutely, or, being under any legal Disability or Incapacity, within the Meaning of Section VII. of "The Lands Clauses Consolidation (*Scotland*) Act, 1845," incorporated with this Act, shall be only able to sell or convey the same under the Powers of this Act and of the said "Lands Clauses Consolidation (*Scotland*) Act, 1845," to agree with the Company to sell and convey such Lands or any Part thereof unto the Company, in consideration of an Annual Feu Duty or Ground Annual to be paid by the Company.

Power to purchase Lands on Feu Duties.

XLV. Provided always, That it shall not be lawful for the Company to pay, nor for any Party, having a limited Interest in or being under Disability or Incapacity to sell or convey any Lands as aforesaid, to receive or take any Grassum, Fine, or Premium, or any Consideration in the Nature thereof, for the Lands to be so conveyed, other than the Annual Feu Duties or Ground Annuals made payable by such Conveyance; and the Amount of such Feu Duties or Ground Annuals shall, in Case of Difference, be ascertained and settled by Valuators in the Manner prescribed by "The Lands Clauses Consolidation (*Scotland*) Act, 1845," with respect to the Valuation of Lands sold by Agreement by Parties under legal Disability or Incapacity to convey as aforesaid.

Grassums not to be taken.

XLVI. Provided also, in the event of the Company agreeing or having agreed with any Persons for the Purchase of Land for the Purposes of the Railway, in consideration of an Annual Feu Duty or Ground Annual, under the Powers of "The Lands Clauses Consolidation (*Scotland*)

Provision for Limitation of Capital.

land) Act, 1845," or of this Act, the Capital of the Company to be raised by Mortgage or Bond shall be diminished in respect of the Land so purchased by an Amount equal to Twenty Years Purchase of the said Feu Duty or Ground Annual.

Provision for Recovery of Feu Duties.

XLVII. All Feu Duties or Ground Annuals for any Lands required for the Purposes of the Railway, and made payable by any Conveyance under the said repealed Act or this Act and the said last-named Consolidation Act, shall be a first Charge on the Tolls and Rates leviable under this Act, and other Revenues of the Company, anything in this Act or in any of the Consolidation Acts herewith incorporated to the contrary notwithstanding; and if at any Time any such Feu Duties or Ground Annuals remain unpaid for Thirty Days after they respectively become payable, it shall be lawful to the Person entitled for the Time being to Payment of such Feu Duties or Ground Annuals to recover the same from the Company, with Interest and Costs, by Action in the Sheriff Court of the County of *Nairn*, or the County of *Elgin* or *Moray*, or the County of *Banff*, in whichever of the said Counties the Lands may be situate, or summarily by Poinding and Sale of the Goods and Effects of the Company, on Application by Petition to the Sheriff of the County, whose Decision in either Case shall be final, and shall not be subject to Review in any Manner whatsoever; and it shall not be lawful for any such Person to resume Possession of the Lands so conveyed, or to proceed by any Action of Declarator or Reduction, or by real Diligence, or any other Process whatever, in respect thereto, or in respect to the said Feu Duties or Ground Annuals.

Communications with Great North of Scotland Railway to be made under the Direction of their Engineer.

XLVIII. The Communications between the Railway and the *Great North of Scotland* Railway, and all such Openings in the Ledges or Flanches of such Railway as may be necessary or convenient for effecting such Communications, shall be made under the Direction and Superintendence of the Engineer for the Time being of the *Great North of Scotland* Railway Company; and in case of any Difference arising as to the Mode of effecting such Communications, then the same shall be determined by a Referee to be appointed, at the Cost of the Company, by the Board of Trade, on the Application of either Company.

Not to take Lands nor interfere with the said Railway without Consent.

XLIX. Nothing in this Act contained shall extend or be deemed or construed to extend to authorize or enable the Company to take or enter upon any of the Lands belonging to the *Great North of Scotland* Railway Company, or to alter, vary, or interfere with their Railway or any of the Works thereof, further or otherwise than is necessary for the convenient Junction and Intercommunication between the said Railway and the *Inverness and Aberdeen Junction* Railway, without the Consent in Writing of the said Company in every Instance for that Purpose first had and obtained.

L. Nothing in this Act contained shall extend to prejudice, diminish, alter, or take away any of the Rights, Privileges, or Powers of the said *Great North of Scotland* Railway Company, otherwise than is herein expressly provided. Saving Rights of the said Railway Company.

LI. The Communication between the Railway and the *Inverness and Nairn* Railway, and all such Openings in the Ledges or Flanches of such Railway as may be necessary or convenient for effecting such Communications, shall be made under the Direction and Superintendence of the Engineer for the Time being of the *Inverness and Nairn* Railway Company; and in case of any Difference arising as to the Mode of effecting such Communications, the same shall be determined by a Referee, to be appointed, at the Cost of the Company, by the Board of Trade, on the Application of either Company. Communications with Inverness and Nairn Railway to be made under the Direction of their Engineer.

LII. Nothing in this Act contained shall extend or be deemed or construed to extend to authorize or enable the Company to take or enter upon any of the Lands belonging to the *Inverness and Nairn* Railway Company, or to alter, vary, or interfere with their Railway, or any of the Works thereof, further or otherwise than is necessary for the convenient Junction and Intercommunication between the said Railway and the Railway, without the Consent in Writing of the said Company in every Instance for that Purpose first had and obtained. Not to take Lands nor interfere with the said Railway without Consent.

LIII. Nothing in this Act contained shall extend to prejudice, diminish, alter, or take away any of the Rights, Privileges, or Powers of the said *Inverness and Nairn* Railway Company, otherwise than is herein expressly provided. Saving Rights of the said Railway Company.

LIV. It shall be lawful for the Company to demand any Tolls for the Use of the Railway not exceeding the following; (that is to say,) Tolls.

First, in respect of the Tonnage of all Articles conveyed upon the Railway or any Part thereof, as follows:— Tonnage on Articles of Merchandise.

For all Dung, Compost, and all Sorts of Manure, Lime and Limestone, and all undressed Material for the Repair of the public Roads or Highways, *per* Ton *per* Mile One Penny Halfpenny; and if conveyed by Carriages belonging to the Company, an additional Sum *per* Ton *per* Mile of One Penny:

For all Coal, Coke, Culm, Charcoal, and Cinders, all Stones for building, pitching, and paving, all Bricks, Tiles, Slate, Clay, Sand, Iron Stone, and Iron Ore, Pig Iron, Bar Iron, Rod Iron, Hoop Iron, and all other similar Descriptions of Wrought Iron and Iron Castings not manufactured into Utensils or other Articles of Merchandise, *per* Ton *per* Mile Twopence; and if conveyed in Carriages belonging to the Company, an additional Sum *per* Ton *per* Mile of One Penny:

For all Sugar, Grain, Corn, Flour, Hides, Dye Woods, Earthenware, Timber, Staves, and Deals, Metals (except Iron), Nails, Anvils, Vices, and Chains, *per* Ton *per* Mile Threepence; and if conveyed in Carriages belonging to the Company, an additional Sum *per* Ton *per* Mile of One Penny Halfpenny:

For all Cotton and other Wools, Drugs, manufactured Goods, and all other Wares, Merchandise, Fish, Articles, Matters, or Things, *per* Ton *per* Mile Fourpence; and if conveyed in Carriages belonging to the Company, an additional Sum *per* Ton *per* Mile of Twopence:

And for every Carriage, of whatever Description, not being a Carriage adapted and used for travelling on a Railway, and not weighing more than One Ton, carried or conveyed on a Truck or Platform belonging to the Company, *per* Mile Sixpence; and a further Sum of One Penny Halfpenny *per* Mile for every additional Quarter of a Ton or fractional Part of a Quarter of a Ton which any such Carriage may weigh.

Tolls for Passengers and Cattle.

Second, in respect of Passengers and Animals conveyed in Carriages upon the Railway, as follows: —

For any Person conveyed in or upon any such Carriage, *per* Mile not exceeding Twopence; and if conveyed in or upon any Carriage belonging to the Company an additional Sum of One Penny *per* Mile:

For every Horse, Mule, Ass, or other Beast of Draft or Burden, and for every Ox, Cow, Bull, or Neat Cattle, conveyed in or upon any such Carriage, *per* Mile Twopence; and if conveyed in or upon any Carriage belonging to the Company an additional Sum of Threepence *per* Mile:

For every Calf, Pig, Sheep, Lamb, or other small Animal conveyed in or upon any such Carriage, *per* Mile One Penny; and if conveyed in or upon any Carriage belonging to the Company, an additional Sum of Three Halfpence *per* Mile;

Tolls for propelling Power.

LV. The Toll which the Company may demand for the Use of Engines for propelling Carriages shall not exceed One Penny *per* Mile for each Passenger or Animal, or for each Ton of Goods or other Articles, in addition to the several other Tolls or Sums by this Act authorized to be taken.

Limiting Charges for the Conveyance of Passengers.

LVI. It shall not be lawful for the Company to demand or receive any greater Sum in respect of the Carriage of Passengers conveyed on the Railway than Threepence *per* Passenger *per* Mile in respect of any Passenger travelling in a First-class Carriage, Twopence *per* Passenger *per* Mile in respect of any Passenger travelling in a Second-class Carriage,

riage, and One Penny Halfpenny *per* Passenger *per* Mile in respect of any Passenger travelling in a Third-class Carriage, including the Charges for the Use of Carriages and locomotive Power, and all other Charges incidental to such Conveyance.

Limiting Charges for Conveyance of Goods.

LVII. It shall not be lawful for the Company to charge, in respect of the several Articles, Matters, and Things, and of the several Descriptions of Animals herein-after mentioned, conveyed on the Railway, any greater Sum, including the Charges for the Use of Carriages, Waggons, or Trucks, and for locomotive Power, and all other Charges incidental to such Conveyance, than the several Sums herein-after mentioned; (that is to say,)

For Dung, Compost, and all Sorts of Manure, Lime and Limestone, and undressed Materials for the Repair of public Roads or Highways, One Penny Halfpenny *per* Ton *per* Mile:

For Coals, Coke, Culm, Charcoal, and Cinders, Stones for building, pitching, and paving, Bricks, Tiles, Slates, Clay, Sand, Iron Stone, and Iron Ore, Pig Iron, Bar Iron, Rod Iron, Hoop Iron, and other similar Descriptions of Wrought Iron and Iron Castings not manufactured into Utensils or other Articles of Merchandise, *per* Ton *per* Mile Twopence:

For Sugar, Grain, Corn, Flour, Hides, Dye Woods, Earthenware, Timber, Staves, and Deals, Metals (except Iron), Nails, Anvils, Vices, and Chains, *per* Ton *per* Mile Threepence:

For Cotton and other Wools, Drugs, manufactured Goods, and other Wares, Merchandise, Fish, Articles, Matters, and Things, *per* Ton *per* Mile Fourpence:

And for every Carriage, of whatever Description, not being a Carriage adapted and used for travelling on a Railway, and not weighing more than One Ton, carried or conveyed on a Truck or Platform, *per* Mile Sixpence; and for every additional Quarter of a Ton or fractional Part of a Quarter of a Ton which such Carriage may weigh a further Sum of One Penny Halfpenny *per* Mile:

For every Horse, Mule, Ass, or other Beast of Draught or Burden, *per* Mile Fivepence:

For every Ox, Cow, Bull, or Neat Cattle, *per* Mile Twopence *per* Head:

For every Calf, Pig, Sheep, Lamb, or other small Animal, *per* Mile Three Farthings each.

Restriction as to Charges not to apply to Special Trains.

LVIII. The Restriction as to the Charges to be made for Passengers, Animals, or Goods shall extend to any Express and Ordinary Train, but not to any Special Train.

Company may take

LIX. Nothing herein contained shall be held to prevent the Company from taking any increased Charge, over and above the Charges herein-before

increased Charges by Agreement.

before limited, for the Conveyance of Goods of any Description, by Agreement with the Owners or Persons in charge of such Goods, either in respect of the Conveyance of such Goods (except small Parcels) by Passenger Trains, or by reason of any other special Service performed by the Company in relation thereto.

Regulations as to the Tolls.

LX. The following Provisions and Regulations shall be applicable to the fixing of the Tolls and maximum Charges herein-before specified; (that is to say,)

For Articles or Persons conveyed on the Railway for a less Distance than Six Miles the Company may demand Tolls and Charges as for Six entire Miles: Provided always, that if the Railway hereby authorized shall be worked continuously with the *Great North of Scotland* Railway, the *Morayshire* Railway, and the *Inverness and Nairn* Railway, or any of them, under the Powers to that Effect herein-after contained, Articles or Persons conveyed continuously for a less Distance than Six Miles upon any Two of the said Railways so worked as aforesaid shall only be charged once as for Six entire Miles, in the same Manner as if the Railways passed over had formed Part of the Railway hereby authorized, anything in any of the Acts relating to the *Great North of Scotland*, the *Morayshire*, and the *Inverness and Nairn* Railways respectively to the contrary notwithstanding:

For a fractional Part of a Mile beyond Six Miles the Company may demand Tolls and Charges in respect of Goods and Minerals for each Fraction in proportion to the Number of Quarters of a Mile contained therein, and the Fraction of a Quarter of a Mile shall be deemed a Quarter of a Mile; and in respect of Passengers the Company may demand Tolls and Charges as for One Mile:

For a Fraction of a Ton the Company may demand Toll according to the Number of Quarters of a Ton in such Fraction, and if there be a Fraction of a Quarter of a Ton such Fraction shall be deemed a Quarter of a Ton:

With respect to all Articles, except Stone or Timber, the Weight shall be determined according to the usual Avoirdupois Weight:

With respect to Stone and Timber, Fourteen Cubic Feet of Stone, Forty Cubic Feet of Oak, Mahogany, Teak, Beech, or Ash, and Fifty Cubic Feet of any other Timber, shall be deemed One Ton Weight, and so in proportion for any smaller Quantity.

Tolls for small Parcels and single Articles of great Weight.

LXI. And with respect to small Packages and single Articles of great Weight, be it enacted, That, notwithstanding the Rate of Tolls prescribed by this Act, the Company may lawfully demand the Tolls following; (that is to say,)

For the Carriage of small Parcels on the Railway, as follows:—

For any Parcel not exceeding Seven Pounds in Weight, Fourpence;

For

For any Parcel exceeding Seven Pounds and not exceeding Fourteen Pounds in Weight, Eightpence;

For any Parcel exceeding Fourteen Pounds and not exceeding Twenty-eight Pounds in Weight, One Shilling;

For any Parcel exceeding Twenty-eight Pounds and not exceeding Fifty-six Pounds in Weight, One Shilling and Sixpence;

And for Parcels exceeding Fifty-six Pounds in Weight but not exceeding Five hundred Pounds in Weight the Company may demand any Sum which they think fit:

Provided always, that Articles sent in large aggregate Quantities, although made up of separate Parcels, such as Bags of Sugar, Coffee, Meal, and the like, shall not be deemed small Parcels, but such Term shall apply only to single Parcels in separate Packages:

For the Carriage of any One Boiler, Cylinder, or single Piece of Machinery, or single Piece of Timber or Stone, or other single Article the Weight of which, including the Carriage, shall exceed Four Tons but shall not exceed Eight Tons, the Company may demand such Sum as they think fit, not exceeding Twelvepence *per* Ton *per* Mile:

For the Carriage of any single Piece of Timber, Stone, Machinery, or other single Article, the Weight of which, with the Carriage, shall exceed Eight Tons, the Company may demand such Sum as they think fit.

Passengers Luggage.

LXII. Every Passenger travelling upon the Railway may take with him his ordinary Luggage, not exceeding One hundred and twelve Pounds in Weight for First-class Passengers, One hundred Pounds in Weight for Second-class Passengers, and Sixty Pounds in Weight for Third-class Passengers, without any Charge being made for the Carriage thereof.

Charges for extra Services.

LXIII. It shall be lawful for the Company to demand and take, in addition to the before-mentioned Tolls, Rates, and Charges, a reasonable Sum for the Use of any Warehouse, Wharf, or Depôt, or other similar Accommodation, and a further reasonable Sum for the Trouble occasioned by collecting or delivering Goods and other Articles, and for other Services incidental to the Business of a Carrier, where such Services respectively shall be performed by the Company otherwise than upon the Premises of the Railway.

Charge for Weighing Machines.

LXIV. It shall also be lawful for the Company to take, for the Use of any Cranes or Weighing Machines erected by the Company, of and from the Owner or Person having charge of any Goods, Articles, or Things loaded or unloaded, weighed or measured by means of the same, such reasonable Sum as the Company shall from Time to Time appoint.

LXV. And

Power to agree as to Petty Customs with Magistrates and Town Councils of Forres and Elgin.

LXV. And whereas the Magistrates and Town Councils of the Burghs of *Forres* and *Elgin* respectively have been in the Practice of levying and collecting certain Rates and Dues denominated Petty Customs, on Goods, Cattle, Articles, Effects, and Commodities brought to Market within the Limits of the said Burghs respectively: And whereas the *Inverness and Aberdeen Junction* Railway passes within the Boundaries of the said Burghs respectively, and it would be attended with great Delay and Inconvenience if the said Rates and Dues were levied by the said Magistrates and Town Councils respectively on Goods, Cattle, Articles, Effects, and Commodities carried by or for the Company or upon the said Railway, and brought within the said Boundaries for Sale as aforesaid: And whereas it is expedient that Provision should be made for obviating such Inconvenience and Delay, by enabling the Company to collect the said Customs, Rates, and Dues, and to account for the same to the said Magistrates and Town Councils respectively, or to compensate them for their Interest in the same: Therefore it shall be lawful for the Company, with the Concurrence and Authority of the said Magistrates and Town Councils respectively, to levy, collect, receive, and discharge the said Customs, Rates, and Dues, in so far as the same can be legally demanded, in respect of all Goods, Cattle, Articles, Effects, and Commodities carried by or for the Company upon the said Railway, and brought within the Boundaries of the said Burghs respectively for Sale, and to account to the said Magistrates and Town Councils respectively for the same, or to make such Compensation in respect thereof as shall from Time to Time be mutually agreed on; and it shall be lawful for the said Magistrates and Town Councils respectively, and for the Company, from Time to Time to make and enter into such Agreements, Leases, or other Contracts as to them may seem expedient and proper in reference to the said Matters or any of them, and such Agreements, Leases, or Contracts may contain such Covenants and Conditions as may be mutually agreed upon between the Parties: Provided always, that nothing herein contained shall be held or construed as creating, constituting, or confirming any Claim or Right at present or heretofore made or exercised by the said Magistrates and Town Councils respectively, or either of them, in regard to the said Rates and Dues, but the same shall in all respects remain and be construed and dealt with in the same Manner as if this Enactment had not been passed.

Power to enter into Agreements with Inverness and Nairn Railway Company as to Station at Nairn.

LXVI. Arrangements and Agreements may be made between the Company and the *Inverness and Nairn* Railway Company, for the Formation, Maintenance, Arrangement, Management, and joint Use of a Station at *Nairn*, for the Accommodation of the respective Traffic of the said Companies; and it shall be lawful for the Companies to give Effect to, and from Time to Time to alter, vary, or renew, such Arrangements and Agreements as may be or as may have been made between them for the Purpose of making, constructing, or arranging such Station, and for the

the Regulation, Management, and Use thereof, as to the said Companies shall seem meet for the Public Accommodation, and to do or concur in all Acts necessary for the Purposes aforesaid; and it shall also be lawful for the Companies to hold Lands for their joint Use and at their joint Disposal, and to appoint a Joint Committee, composed of such Number of their Directors respectively as they think fit, for the Regulation and Management of the Joint Station, and to agree on Regulations as to the Appointment and Duties of such Joint Committee, and to depute to such Joint Committee Powers to agree to and from Time to Time to vary or rescind Regulations respecting the Management and Use of such Joint Station; and in case either of the said Companies shall have purchased or acquired Land for the said Joint Station, such Company shall hold such Land as shall have been so acquired, and as shall be used for the said Joint Station, in trust for the joint Use of the Companies, upon such Terms as have been or may be agreed upon; and the Company who shall not have purchased the same shall contribute and pay to the Company who purchased such Land such Portion of the Purchase or Consideration Money and other Expenses incurred in acquiring the same as has been or shall be agreed upon.

Power to enter into Agreements with Morayshire Railway Company as to Stations at Elgin and Orton.

LXVII. Arrangements and Agreements may in like Manner be made between the Company and the *Morayshire* Railway Company for the Formation, Maintenance, Arrangement, Management, Regulation, and joint Use of a Station at *Elgin* and *Orton* respectively, for the Accommodation of the respective Traffic of the said Companies; and it shall be lawful for the said Companies to give Effect to, and from Time to Time to alter, vary, or renew, such Arrangements and Agreements as may be or as may have been made between them for the Purposes aforesaid, as to the said Companies shall seem meet for the Public Accommodation, and to do or concur in all Acts necessary for the Purposes aforesaid; and it shall also be lawful for the said Companies to hold Lands for their joint Use and at their joint Disposal, and to appoint a Joint Committee, composed of such Number of their Directors respectively as they think fit, for the Regulation and Management of the said Joint Stations, and to agree on Regulations as to the Appointment and Duties of such Joint Committee, and to depute to such Joint Committee Powers to agree to and from Time to Time to vary or rescind Regulations respecting the Management and Use of such Joint Stations; and in case either of the said Companies shall have purchased or acquired Land for the said Joint Stations or either of them, such Company shall hold such Land as shall have been so acquired, and as shall be used for such Joint Stations respectively, in trust for the joint Use of the said Companies, upon such Terms as have been or may be agreed upon; and the Company who shall not have purchased the same shall contribute and pay to the Company who purchased such Land such Portion of the Purchase

Purchase or Consideration Money and other Expenses incurred in acquiring the same as has been or shall be agreed upon.

Power to enter into Agreements with Great North of Scotland Railway Company as to Stations at Keith.

LXVIII. Arrangements and Agreements may in like Manner be made between the Company and the *Great North of Scotland* Railway Company, for the Formation, Maintenance, Arrangement, Management, and joint Use of a Station at *Keith*, for the Accommodation of the respective Traffic of the said Companies; and it shall be lawful for the said Companies to give Effect to, and from Time to Time to alter, vary, or renew, such Arrangements and Agreements as may be or as may have been made between them for the Purpose of making, constructing, or arranging such Station, and for the Regulation, Management, and Use thereof, as to the said Companies shall seem meet for the Public Accommodation, and to do or concur in all Acts necessary for the Purposes aforesaid; and it shall also be lawful for the said Companies to hold Lands for their joint Use and at their joint Disposal, and to appoint a Joint Committee, composed of such Number of their Directors respectively as they think fit, for the Regulation and Management of the Joint Station, and to agree on Regulations as to the Appointment and Duties of such Joint Committee, and to depute to such Joint Committee Powers to agree to, and from Time to Time to vary or rescind, Regulations respecting the Management and Use of such Joint Station; and in case either of the said Companies shall have purchased or acquired Land for the said Joint Station, such Company shall hold such Land as shall have been so acquired, and as shall be used for the said Joint Station, in trust for the joint Use of the said Companies, upon such Terms as have been or may be agreed upon; and the Company who shall not have purchased the same shall contribute and pay to the Company who purchased such Land such Portion of the Purchase or Consideration Money, and other Expenses incurred in acquiring the same, as has been or shall be agreed upon.

Disputes in regard to Joint Stations to be settled by Arbitration.

LXIX. If any Questions, Disputes, or Differences shall arise between the Company, and the *Inverness and Nairn* Railway Company, the *Great North of Scotland* Railway Company, and the *Morayshire* Railway Company, or any or either of the said Companies, in regard to the Construction, Arrangement, Management, or Use of the said Joint Stations at *Nairn*, *Elgin*, *Orton*, and *Keith* respectively, or in relation to the Lands acquired or to be acquired for the Purposes of the said Stations, or in regard to any Agreement as to the Matters aforesaid, or any of them, or otherwise in relation thereto, the same shall from Time to Time, so often as they shall arise, be settled by Arbitration in the Manner provided by "The Railways Clauses Consolidation (*Scotland*) Act, 1845," with respect to the Settlement of Disputes by Arbitration.

LXX. The

Power to make Traffic Arrangements with Railway Companies herein named.

LXX. The Company, and the *Inverness and Nairn* Railway Company, the *Morayshire* Railway Company, and the *Great North of Scotland* Railway Company, or the Company and any One or more of the said other Companies, may from Time to Time make any Contracts and Agreements with respect to the following Purposes or any of them; (that is to say,)

First, the Use and Working by the *Inverness and Nairn*, the *Morayshire*, and the *Great North of Scotland* Railway Companies, or any of them, of all or any Part of the Railway hereby authorized, and the Stations, Sidings, Watering-places, and all other Works and Conveniences belonging thereto; and likewise the Use and Working by the Company of the *Inverness and Nairn* Railway, the *Morayshire* Railway, and the *Great North of Scotland* Railway respectively, or any One or more of them, or any Part thereof, and of the Stations, Sidings, Watering-places, and all other Works and Conveniences belonging to the said Railways respectively:

Secondly, the Conveyance by the *Inverness and Nairn*, the *Morayshire*, and the *Great North of Scotland* Railway Companies, or any of them, of all or any Part of the Traffic passing upon or over the Railway hereby authorized, or any Part thereof, and likewise the Conveyance by the Company over the Railways belonging to the said last-named Companies respectively, or any Part thereof, or over any Railway or Railways on or over which they may for the Time have Power, by Agreement or otherwise, to convey and carry forward Traffic, of all or any Part of the Traffic coming to or from the *Inverness and Nairn* Railway, the *Morayshire* Railway, or the *Great North of Scotland* Railway respectively:

Thirdly, the Supply of any Rolling or Working Stock to or by the Company hereby incorporated:

Fourthly, the Accommodation, Conveyance, Forwarding, Interchange, and Management of Traffic on, to, and from the Railways of the said respective Companies or any Part thereof respectively:

Fifthly, the Division between the Companies Parties to any such Contracts and Agreements of the Profits and Receipts arising from the Traffic upon their respective Railways, or any or either of them, or any Part thereof respectively:

Sixthly, the Tolls, Rates, Duties, and Charges, Rent, or other Consideration to be charged in respect of such Traffic, or to be paid in respect of such User, and the fixing and appointing of such Tolls, Rates, Duties, and Charges, Rent, or other Consideration, or any of them.

Duration of Contract.

LXXI. Provided always, That any such Contract shall not be for more than Ten Years, and that the same shall not be valid and binding unless

unless and until approved of by the Board of Trade, who shall not approve such Contract without being satisfied that the same has been duly assented to by the Shareholders of the several Companies Parties thereto, in Extraordinary Meeting assembled for the Purpose, as hereinafter provided.

Sanction of Extraordinary Meetings to Traffic Arrangements.

LXXII. Provided also, That any such Contract shall not be valid without the Sanction of an Extraordinary Meeting of each of the Companies Parties to such Contract as aforesaid, given by a Majority at each such Meeting of the Holders of Three Fifths of the Capital represented thereat respectively, personally or by Proxy.

Meeting, how to be convened.

LXXIII. Such Meeting shall be called by Advertisements inserted for Two successive Weeks in a Morning Newspaper published in *Edinburgh*, and in some Newspaper of the County in which the principal Office of the Company is situate, the last of which Advertisements shall be published not less than Seven Days before such Meeting, and also by a Circular addressed to each Shareholder entitled to vote at Meetings of the Company, to be served in the Manner prescribed by "The Companies Clauses Consolidation (*Scotland*) Act, 1845," with respect to Notices requiring to be served by the Company upon the Shareholders.

Traffic Arrangements not affect Tolls, &c.

LXXIV. Provided also, That any such Contract shall not in any Manner increase any of the Tolls, Rates, or Charges which the respective Companies are from Time to Time respectively authorized to demand or receive from any Person not Party to the Contract, but all such other Persons shall, notwithstanding any such Contract, be entitled to use the Railways to which the Contract relates, upon the same Terms and Conditions, and on Payment of the same Tolls, Rates, and Charges, as if the Contract were not entered into.

Joint Committees for Purposes of Traffic.

LXXV. For the Purposes of any such Contracts, the Companies may from Time to Time (if they think fit) appoint such Joint Committees, composed of such Number of their Directors respectively as they think fit, and may regulate the Proceedings of such Joint Committees, and may delegate to and confer on such Joint Committees all such Powers for carrying into effect such Contracts and Agreements, or any of the Objects or Purposes thereof, as the Companies respectively think fit.

Powers of Joint Committees.

LXXVI. Every such Joint Committee shall have and may exercise the Powers so from Time to Time delegated to and conferred on them in like

like Manner as the same might be had and exercised by each of the Companies respectively, or their respective Directors.

As to Settlement of Disputes by Arbitration.

LXXVII. If any Differences shall arise between the Companies, or between their respective Representatives upon any such Joint Committee, respecting any of the Objects and Purposes of any Contract or any other Matter whatsoever arising out of such Contract, or out of the Provisions of this Act, not herein-before specially provided for, such Difference shall from Time to Time be referred to Arbitration in the Manner prescribed by "The Railways Clauses Consolidation (*Scotland*) Act, 1845," for the Settlement of Disputes by Arbitration: Provided always, that it shall be lawful for the Companies in the first instance to agree on the Appointment of a single Arbitrator or Umpire, whose Award shall be binding on them.

Contract may be renewed, with Approval of Board of Trade.

LXXVIII. At the Expiration of the said Contract the Company, and the said other Companies or either of them, with the Sanction of an Extraordinary Meeting of the Shareholders of the Companies Parties to such Contract respectively, given by a Majority at each such Meeting of the Holders of Three Fifths of the Capital represented thereat respectively, personally or by Proxy, may enter into a further Contract for all or any of the Purposes aforesaid, subject to the Approval of the Board of Trade: Provided always, that before such Companies shall enter into any such further Contract as aforesaid they shall give Notice of their Intention to enter into such Contract by Advertisement inserted once in each of Three successive Weeks in some Newspaper published or circulating in each County in which any Part of the Railway or Railways to which such proposed Contract relates is situated; and every such Notice shall set forth within what Time and in what Manner any Company or Person aggrieved by such proposed Contract, and desiring to object thereto, may bring such Objections before the Board of Trade; and no such Contract shall be valid or binding until the same shall have been approved of by the Board of Trade, who shall not approve any such Contract without being satisfied that the same has been duly assented to by the Shareholders of the several Companies, Parties thereto, in manner before provided.

Notice to be given of Intention to enter into further Contract.

Contract inoperative until approved by Board of Trade.

Railway not exempt from Provisions of present and future General Acts.

LXXIX. Nothing herein contained shall be deemed or construed to exempt the Railway or the Company from the Provisions of any General Act relating to Railways, or to the better and more impartial Audit of the Accounts of Railway Companies, now in force or which may pass during the present or any future Session of Parliament, or from any future Revision and Alteration, under the Authority of Parliament, of the maximum Rates and Charges, or of the Rates and Charges for small Parcels, authorized by this Act.

Expenses of Act.

LXXX. All Costs, Charges, and Expenses connected with the passing of this Act shall be paid by the Company.

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