CHAP. xcix.

An Act for making a Railway from Helmsdale in the county of Sutherland to Wick in the county of Caithness, with a Branch to Thurso, to be called "The Sutherland and Caithness Railway;" and for other purposes. A.D. 1871.

[13th July 1871.]

WHEREAS the making of a railway from Helmsdale in the county of Sutherland to Wick in the county of Caithness, with a branch from Halkirk to Thurso, both in the county of Caithness, will be of great local and public advantage:

And whereas the persons herein-after named, together with others, are willing at their own expense to carry such undertaking into execution, and it is expedient that they should be incorporated for that purpose:

And whereas the formation of the intended railways will be beneficial to the interests of the Highland Railway Company, and it is expedient that they should be enabled to subscribe to the proposed undertaking, and to take and hold shares therein:

And whereas it is also expedient to enable the Company herein-after incorporated, the Highland Railway Company, the Sutherland Railway Company, and the Duke of Sutherland, to enter into such contracts and agreements with respect to the interchange, accommodation, and conveyance of traffic as herein-after provided:

And whereas plans and sections describing the lines, situations, and levels of the intended railways, and a book of reference to those plans, containing the names of the owners or reputed owners, lessees or reputed lessees, and occupiers of lands in the line of the railways, or within the limits of deviation as defined on the plans, and describing those lands, have been deposited in the offices of the principal sheriff clerks of the counties of Sutherland and Caithness respectively (which are in this Act referred to as the deposited plans, sections, and books of reference):

And whereas the purposes aforesaid cannot be effected without the authority of Parliament:

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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.

1. In citing this Act for any purpose whatsoever it shall be sufficient to use the expression "The Sutherland and Caithness Railway Act, 1871."

Provisions of general Acts herein named incorporated.

2. "The Companies Clauses Consolidation (Scotland) Act, 1845," "The Lands Clauses Consolidation (Scotland) Act, 1845," "The Railways Clauses Consolidation (Scotland) Act, 1845," "The Lands Clauses Consolidation Acts Amendment Act, 1860," parts first, second, and third of "The Companies Clauses Act, 1863," and parts first and third of "The Railways Clauses Act, 1863," are (except where expressly varied by this Act) incorporated with and form part of this Act.

Interpretation of terms.

3. In this Act the several words and expressions to which meanings are assigned by the Acts wholly or partially incorporated herewith have the same respective meanings, unless there be something in the subject or context repugnant to such construction; the expression "the Company" means the Company incorporated by this Act; and the expressions "the railways" and "the undertaking" mean respectively the railways and undertaking by this Act authorised.

Company incorporated.

4. His Grace the Duke of Sutherland, K.G., Sir John George Tollemache Sinclair, Baronet, George Loch, Alexander Matheson, the Honourable Thomas Charles Bruce, Kenneth Murray, James Henderson, Charles Seton Guthrie, Donald M'Kay, and all other persons and corporations who have already subscribed or shall hereafter subscribe to the undertaking, and their executors, administrators, successors, and assigns respectively, shall be united into a Company for the purpose of making and maintaining the railways, and for other the purposes of this Act, and for those purposes shall be incorporated by the name of "The Sutherland and Caithness Railway Company," and by that name shall be a body corporate, with perpetual succession and a common seal, and with power to purchase, take, hold, and dispose of lands and other property for the purposes of this Act.

Power to make railways according to deposited plans.

5. Subject to the provisions of this Act, the Company may make and maintain, in the line and according to the levels shown on the deposited plans and sections, the railways herein-after described, with all proper stations, approaches, works, and conveniences con-

nected therewith, and may enter upon, take, and use such of the lands delineated on the said plans, and described in the deposited books of reference, as may be required for that purpose. The railways herein-before referred to and authorised by this Act are,—

First. A railway, fifty-nine miles one furlong and two and three-quarter chains or thereabouts in length, commencing at or near the town of Helmsdale in the parish of Kildonan in the county of Sutherland, by a junction with the Duke of Sutherland's Railway at or near the Helmsdale Station of such railway, and terminating at Bankhead on the south side of the River of Wick in the parish of Wick in the county of Caithness:

Second. A branch railway, six miles six furlongs and eight and a half chains or thereabouts in length, commencing by a junction with the railway first above described at or near the Burn of Halkirk in the parish of Halkirk in the county of Caithness, and terminating at the town of Thurso in the parish of Thurso in the county of Caithness.

Capital.

6. The capital of the Company shall be three hundred and sixty thousand pounds, divided into thirty-six thousand shares of ten pounds each.

Shares not to issue until one fifth paid up.

7. The Company shall not issue any share created under the authority of this Act, nor shall any share vest in the person accepting the same, unless and until a sum not being less than one fifth part of the amount of such share shall have been paid up in respect thereof.

Calls.

8. One fifth of the amount of a share shall be the greatest amount of a call, and two months at least shall be the interval between successive calls, and three fifths of the amount of a share shall be the utmost aggregate amount of the calls made in any year upon any share.

Power to Highland Railway Company to subscribe and to apply funds for that purpose.

9. The Highland Railway Company may, with the authority of three fourths of the votes of their shareholders present in person or by proxy at a general meeting of the said Company specially convened for the purpose, from time to time subscribe any sum which they think fit towards the undertaking hereby authorised, not exceeding in the whole fifty thousand pounds; and the said Company may, with the like authority, contribute and apply in payment of their said subscription any moneys which they are already authorised to raise and which may not be required by them for the purposes of their undertaking, and also any moneys which they are by this Act

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authorised to raise; and the said Company shall, in respect of the sums to be subscribed, and the corresponding shares in the Company to be held by them, have all the powers, rights, and privileges (except in regard to voting at general meetings, which shall be as herein-after provided), and be subject to all obligations and liabilities of proprietors of shares in the Company: Provided always, that the said Highland Railway Company shall not sell, dispose of, or transfer any of the shares in the Company for which they may subscribe.

Power to borrow on mortgage.

10. The Company may from time to time borrow on mortgage any sums not exceeding in the whole one hundred and twenty thousand pounds, but no part thereof shall be borrowed until the whole capital of three hundred and sixty thousand pounds is subscribed for, issued, and accepted, and one half thereof is paid up, and the Company have proved to the sheriff who is to certify under the forty-second section of "The Companies Clauses Consolidation (Scotland) Act, 1845," before he so certifies, that the whole of such capital has been subscribed for, issued, and accepted, and that one half thereof has been paid up, and that not less than one fifth part of the amount of each separate share in such capital has been paid on account thereof before or at the time of the issue or acceptance thereof, and that such capital was issued bonâ fide and is held by the subscribers or their assigns, and that such subscribers or their assigns are legally liable for the same; and upon production to such sheriff of the books of the Company, and of such other evidence as he shall think sufficient, he shall grant a certificate that the proof aforesaid has been given, which shall be sufficient evidence thereof.

Arrears may be enforced by appointment of a judicial factor.

11. The mortgagees of the Company may enforce payment of arrears of interest, or principal and interest, due on their mortgages by the appointment of a judicial factor; and in order to authorise the appointment of a judicial factor in respect of principal, or principal and interest, the amount owing to the mortgagees by whom application for a judicial factor is made shall not be less than two thousand pounds in the whole.

Debenture stock.

12. The Company may create and issue debenture stock.

Application of moneys.

13. All moneys raised under this Act, whether by shares, debenture stock, or borrowing, shall be applied for the purposes of this Act only.

First and subsequent ordinary meetings.

14. 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 once in every year

in the month of September or October; and all meetings of the Company, whether ordinary or extraordinary, shall be held in Helmsdale, or such other place as the directors may appoint.

Quorum of general meetings.

15. The quorum of every general meeting of the Company shall be five shareholders, present personally or by proxy, holding in the aggregate not less than one thousand pounds in the capital of the Company.

Number and qualification of directors.

16. The number of directors shall be eight, and the qualification of a director, other than the directors to be appointed by the Highland Railway Company and by the Duke of Sutherland as herein-after provided, shall be the possession in his own right of fifty shares.

Quorum of directors.

17. The quorum of a meeting of directors shall be three.

First directors.

18. His Grace the Duke of Sutherland, Sir John George Tollemache Sinclair, Baronet, George Loch, Alexander Matheson, the Honourable Thomas Charles Bruce, Kenneth Murray, James Henderson, Charles Seton Guthrie, and Donald M'Kay shall be the first directors of the Company, the said Alexander Matheson and Thomas Charles Bruce being the directors appointed to represent the Highland Railway Company, and the said George Loch and Kenneth Murray being the directors appointed to represent the Duke of Sutherland, and shall continue in office until the first ordinary meeting held after the passing of this Act; and at such meeting the shareholders present in person or by proxy may either continue in office the directors appointed by this Act or any of them, or may elect a new body of directors, or directors to supply the place of those not continued in office, the directors appointed by this Act being if qualified eligible for re-election; and at the first ordinary meeting to be held in every year after the first ordinary meeting, the shareholders present in person or by proxy shall elect persons to supply the places of the directors then retiring from office, agreeably to the provisions in "The Companies Clauses Consolidation (Scotland) Act, 1845," contained; and the several persons elected at any such meeting, being neither removed nor disqualified nor having resigned, shall continue to be directors until others are elected in their stead in manner provided by the same Act.

Power to Highland Railway Company to appoint directors.

19. It shall be lawful for the directors of the Highland Railway Company, in the event of their subscribing the sum of fifty thousand pounds towards the undertaking as aforesaid, to nominate annually out of their body, at some meeting of the said directors to be held in the month of September or October in every year, two

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of the directors of the Company, and from time to time to remove any director appointed under this present power, and to appoint another person from their own body in the stead of any director who shall be so removed, or shall die, resign, or become incapable of acting, or disqualified by ceasing to be a director of the Highland Railway Company; and it shall not be necessary for the directors so to be appointed by or on behalf of the Highland Railway Company to hold any shares in the undertaking hereby authorised; and such directors shall not go out of office in the manner provided for with respect to directors appointed by the shareholders of the Company, but shall every year retire from office at such time in the month of September or October next succeeding their appointment, as may from time to time be fixed by the directors of the Highland Railway Company, and the directors so retiring shall be re-eligible forthwith or in any subsequent year whilst they remain directors of the Highland Railway Company, and in all other respects they shall have the same powers and be subject to the same regulations and provisions as the other directors of the Company: Provided that every appointment of such directors by the Highland Railway Company shall be authenticated by the common seal, or by the signature of the chairman of the directors of that Company, and the deposit of the appointment, authenticated as aforesaid, with the secretary of the Company, shall entitle the directors therein mentioned to act as such without other proof of their appointment.

Power to the Duke of Sutherland to appoint directors.

20. It shall be lawful for the Duke of Sutherland (who and whose heirs, executors, administrators, and assigns is and are included in the expression "the Duke of Sutherland," wherever employed or referred to in this section), so long as the Duke of Sutherland shall continue to hold shares or stock in the undertaking to the amount of sixty thousand pounds, to nominate two of the directors of the Company, and from time to time to remove any director appointed under this present power and to appoint another person in the stead of any director who shall be so removed or shall die, resign, or become incapable of acting respectively; and it shall not be necessary for the directors so to be appointed to hold any shares in the undertaking hereby authorised; and such directors shall not go out of office in the manner provided for with respect to directors appointed by the shareholders of the Company, and in all other respects they shall have the same powers and be subject to the same regulations and provisions as the other directors of the Company: Provided always, that if the Duke of Sutherland shall at any time cease to hold shares or stock in the undertaking to such an extent as aforesaid, the Duke of Sutherland

shall forfeit for ever the right of appointing directors of the Company, and in the event aforesaid the directors who may have been appointed by the Duke of Sutherland shall forthwith cease to be directors of the Company: Provided also, that during the existence of such right as aforesaid the Duke of Sutherland shall not be entitled to vote for directors as an ordinary shareholder in respect of the amount of shares or stock qualifying him to appoint directors.

Lands for extraordinary purposes.

21. The quantity of land to be taken by the Company by agreement, for the extraordinary purposes mentioned in "The Railways Clauses Consolidation (Scotland) Act, 1845," shall not exceed fifteen acres.

Powers for compulsory purchases limited.

22. The powers of the Company for the compulsory purchase of lands for the purposes of this Act shall not be exercised after the expiration of three years from the passing of this Act.

Power to cross certain roads on the level.

23. Subject to the provisions in "The Railways Clauses Consolidation (Scotland) Act, 1845," and in Part I. (relating to construction of a railway) of "The Railways Clauses Act, 1863," contained, in reference to the crossing of roads on the level, the Company may, in the construction of the railways, carry the same with a single line of rails only whilst the railways shall consist of a single line, and afterwards with a double line of rails only, across and on the level of the roads next herein-after mentioned; (that is to say,)

Number on deposited plan.	Parish.	Description of road.
	I. Railway from Helmsdale to Wick.	
4	Reay - - -	Public road.
147	Halkirk - - -	Public road.
211	Halkirk - - -	Public road.
	II. Branch from Halkirk to Thurso.	
39	Halkirk - - -	Public road.
1	Thurso - - -	

Deposit money not to be repaid until railways opened or half the capital paid up and expended.

24. Whereas, pursuant to the standing orders of both Houses of Parliament, and to an Act of the ninth year of Her present Majesty, chapter twenty, a sum of fourteen thousand four hundred and forty-six pounds ten shillings, being five per centum upon the amount of the estimate in respect of the railways authorised by this Act, has been deposited with the Court of Exchequer in Scotland in respect of the application to Parliament for this Act: Be it enacted, that notwithstanding anything contained in the said recited Act,

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the said sum of fourteen thousand four hundred and forty-six pounds ten shillings, so deposited as aforesaid in respect of the application for this Act, shall not be paid or transferred to or on the application of the person or persons, or the majority of the persons named in the warrant or order issued in pursuance of the said Act, or the survivors or survivor of them, unless the Company shall, previously to the expiration of the period limited by this Act for completion of the railways hereby authorised to be made, either open the said railways for the public conveyance of passengers, or prove to the satisfaction of the Lords of the Committee of Her Majesty's Privy Council for Trade and Foreign Plantations that the Company have paid up one half of the amount of the capital by this Act authorised to be raised by means of shares, and have expended for the purposes of this Act a sum equal in amount to such one half of the said capital; and if the said period shall expire before the Company shall either have opened the said railways for the public conveyance of passengers, or have given such proof as aforesaid to the satisfaction of the Lords of the said Committee, the said sum of money deposited as aforesaid shall be applied in the manner herein-after specified; and the certificate of the Lords of the said Committee that such proof has been given to their satisfaction as aforesaid shall be sufficient evidence of the facts so certified, and it shall not be necessary to produce any certificate of this Act having passed, anything in the said recited Act to the contrary notwithstanding.

Application of deposit.

25. The said sum of money deposited as aforesaid shall be applicable, and after due notice in the "Edinburgh Gazette" shall be applied, towards compensating any landowners or other persons whose property may have been interfered with, or otherwise rendered less valuable, by the commencement, construction, or abandonment of the said railways, or any portion thereof, or who may have been subjected to injury or loss in consequence of the compulsory powers of taking property conferred upon the Company by this Act, and for which injury or loss no compensation or inadequate compensation shall have been paid, and shall be distributed in satisfaction of such compensation as aforesaid, in such manner and in such proportions as to the Court of Exchequer in Scotland may seem fit; and if no such compensation shall be payable, or if a portion of the said sum of money shall have been found sufficient to satisfy all just claims in respect of such compensation, then the said sum of money, or such portion thereof as may not be required as aforesaid, shall be paid to or on the application of the person or persons, or the majority of the persons named in such warrant or order as aforesaid,

or the survivors or survivor of them: Provided that until the said sum of money shall have been repaid to the depositors, or shall have become otherwise applicable as herein-before mentioned, any interest or dividends accruing thereon shall from time to time and as often as the same shall become payable be paid to or on the application of the person or persons, or the majority of the persons, named in such warrant or order as aforesaid, or the survivors or survivor of them.

Period for completion of railways.

26. The railways shall be completed within five years from the passing of this Act; and if the railways shall not be completed within that period, then on the expiration thereof the powers by this Act granted to the Company for making and completing the railways, or otherwise in relation thereto, shall cease to be exercised, except as to so much thereof as shall then be completed.

Tolls.

27. The Company may demand and take in respect of the use of the railways any tolls not exceeding the following; (that is to say,)

For passengers and animals.

In respect of passengers and animals conveyed upon the railways as follows:

For every person, twopence per mile; and if conveyed in or upon a carriage belonging to the Company an additional sum of one penny per mile:

Class 1. For every horse, mule, ass, or other beast of draught or burden, and for every ox, cow, bull, or head of neat cattle, twopence per mile; and if conveyed in or upon a carriage belonging to the Company an additional sum of threepence per mile:

Class 2. For every calf, pig, sheep, lamb, or other small animal, one penny per mile; and if conveyed in or upon a carriage belonging to the Company an additional sum of one penny halfpenny per mile:

For goods.

In respect of goods conveyed on the railways:

Class 3. For all coal, cinders, dung, compost, and all sorts of manure, lime and limestone, and all undressed materials for the repair of public roads or highways, per ton per mile not exceeding one penny halfpenny; and if conveyed in carriages belonging to the Company an additional sum per ton per mile not exceeding one penny:

Class 4. For all coke, culm, and charcoal, all stones for building, pitching, and paving, all bricks, tiles, slates, clay, sand, iron stone, and iron ore, pig iron, bar iron, rod iron, hoop iron, and all other similar descriptions of

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wrought iron, and iron castings not manufactured into utensils or other articles of merchandise, per ton per mile not exceeding twopence; and if conveyed in carriages belonging to the Company an additional sum per ton per mile not exceeding one penny:

Class 5. For all sugar, grain, corn, flour, hides, dyewoods, earthenware, timber, staves, and deals, metals (except iron), nails, anvils, vices, and chains, per ton per mile not exceeding threepence; and if conveyed in carriages belonging to the Company an additional sum per ton per mile not exceeding one penny halfpenny:

Class 6. For all cotton and other wools, drugs, manufactured goods, and all other wares, merchandise, fish, articles, matters, or things, per ton per mile not exceeding fourpence; and if conveyed in carriages belonging to the Company an additional sum per ton per mile not exceeding twopence:

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 not exceeding sixpence; and for every additional quarter of a ton, or fractional part of a quarter of a ton, which any such carriage may weigh, a further sum per mile not exceeding one penny halfpenny.

Tolls for propelling power.

28. The toll which the Company may demand for the use of engines for propelling carriages on the railways shall not exceed one penny per mile for each passenger or animal, or for each ton of goods, in addition to the several other tolls or sums by this Act authorised to be taken.

Regulations as to tolls.

29. The following provisions and regulations shall apply to the fixing of all tolls and charges payable under this Act; (that is to say,)

For all passengers, animals, or goods conveyed on the railways for a less distance than six miles, the Company may demand tolls and charges as for six miles:

For a fraction of a mile beyond six miles, or beyond any greater number of miles, the Company may demand tolls and charges on animals and goods for such fraction in proportion to the number of quarters of a mile contained therein, and if there be a fraction of a quarter of a mile such fraction shall be deemed a quarter of a mile; and in respect of passengers every fraction

of a mile beyond an integral number of miles shall be deemed a mile:

For a fraction of a ton the Company may demand tolls 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 and timber, the weight shall be determined according to the usual avoirdupois weight:

With respect to stone and timber the weight may, in the option of the Company, either be determined by the usual avoirdupois weight, or, if they so determine, 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.

30. With respect to small parcels not exceeding five hundred pounds in weight, and single articles of great weight, notwithstanding anything in this Act, the Company may demand and take any tolls not exceeding the following; (that is to say,)

For the carriage of small parcels on the railways, as follows:

For any parcel not exceeding seven pounds in weight, threepence:

For any parcel exceeding seven pounds and not exceeding fourteen pounds, fivepence:

For any parcel exceeding fourteen pounds and not exceeding twenty-eight pounds, sevenpence:

For any parcel exceeding twenty-eight pounds and not exceeding fifty-six pounds, ninepence:

And for parcels exceeding fifty-six pounds 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 in separate parcels, such as bags of sugar, coffee, meal, and the like, shall not be deemed small parcels, but that term shall apply only to single parcels in separate packages:

For the carriage of single articles of great weight on the railways, as follows:

For 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 one shilling per ton per mile:

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For 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.

Maximum rates for passengers.

31. The maximum rate of charge to be made by the Company for the conveyance of passengers upon the railways, including the tolls for the use of the railways, and for carriages and locomotive power, and every other expense incidental to such conveyance, shall not exceed the following; (that is to say,)

For every passenger conveyed in a first-class carriage, the sum of threepence per mile:

For every passenger conveyed in a second-class carriage, the sum of twopence per mile:

For every passenger conveyed in a third-class carriage, the sum of one penny halfpenny per mile.

Maximum rates for animals and goods.

32. The maximum rate of charge to be made by the Company for the conveyance of animals and goods (except such small parcels and single articles of great weight as aforesaid) on the railways, including the tolls for the use of the railways, and for waggons or trucks and locomotive power, and for every other expense incidental to the conveyance (except a reasonable charge for loading and unloading goods at any terminal station in respect of such goods, and for delivery and collection, and any other service incidental to the business or duty of a carrier, where any such service is performed by the Company), shall not exceed the following sums; (that is to say),

For every animal in class 1, fourpence per mile:

For every animal in class 2, twopence per mile:

For everything in class 3, one penny halfpenny per ton per mile:

For everything in class 4, twopence per ton per mile:

For everything in class 5, threepence per ton per mile:

For everything in class 6, fourpence per ton per mile:

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 on a truck or platform, sixpence per mile; and for every quarter of a ton beyond one ton, one penny halfpenny per mile.

Passengers luggage.

33. Every passenger travelling upon the railways may take with him his ordinary luggage, not exceeding one hundred and twenty 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.

Terminal station.

34. No station shall be considered a terminal station in regard to any goods conveyed on the railways unless such goods have been received thereat direct from the consignor, or are directed to be delivered thereat to the consignee.

Restrictions as to charges not to apply to special trains.

35. The restrictions as to the charges to be made for passengers shall not extend to any special train run upon the railways, in respect of which the Company may make such charges as they think fit, but shall apply only to the ordinary and express trains appointed from time to time by the Company for the conveyance of passengers and goods upon the railways.

Company may take increased charges by agreement.

36. Nothing in this Act shall prevent the Company from taking any increased charges, over and above the charges by this Act limited, for the conveyance of animals or goods of any description by agreement with the owners or persons in charge thereof, either by reason of any special service performed by the Company in relation thereto, or in respect to the conveyance of animals or goods (other than small parcels) by passenger trains.

Power to Highland Railway Company to raise money by creation of shares or stock.

37. The Highland Railway Company may from time to time raise, for the purposes of their subscription to the undertaking hereby authorised, any sums of money, not exceeding in the whole the amount which the said Company may as aforesaid agree to subscribe, by the creation and issue of new ordinary shares or stock and new preference shares or stock in their capital, or, at the option of the said Company, by any of those modes; and the clauses and provisions of "The Companies Clauses Consolidation (Scotland) Act, 1845," with respect to the following matters; (that is to say,)

The distribution of the capital of the Company into shares;

The transfer or transmission of shares;

The payment of subscriptions, and the means of enforcing the payment of calls;

The forfeiture of shares for non-payment of calls;

The remedies of creditors of the Company against the shareholders;

The consolidation of the shares into stock;

The general meetings of the Company, and the exercise of the right of voting by the shareholders;

The making of dividends; and

The giving of notices;

And Part II. (relating to additional capital) of "The Companies Clauses Act, 1863," shall extend and apply to the Highland Railway Company, and to the additional capital which they are by this Act authorised to raise.

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Shares of Highland Railway Company not to issue until one fifth paid up.

38. The Highland Railway Company shall not issue any share under the authority of this Act, nor shall any such share vest in the person accepting the same, unless and until a sum not being less than one fifth of the amount of such share shall have been paid in respect thereof.

Application of moneys raised by that Company.

39. All moneys which the Highland Railway Company may raise under the powers of this Act shall be applied for the purposes of the before-mentioned contribution only.

Votes of that Company at general meetings.

40. The Highland Railway Company, whilst shareholders of the Company, may, by writing under their common seal, from time to time appoint some person to attend any meeting of the Company; and such person shall have all the privileges and powers attaching to other shareholders at such meetings, and may vote thereat in respect of the capital held by the Highland Railway Company.

Power to make traffic arrangements with Highland and Sutherland Railway Companies and Duke of Sutherland.

41. The Company, and the Highland Railway Company, the Sutherland Railway Company, and the Duke of Sutherland may from time to time make any contracts or arrangements with respect to the following purposes, or any of them; (that is to say,)

(1.) The use and working by the said Companies, or by the Duke of Sutherland, of all or any part of the railways hereby authorised, 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 railways of the said Companies, or of the Duke of Sutherland's railway, or any 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:

(2.) The conveyance by the said Companies, or by the Duke of Sutherland, of all or any part of the traffic passing upon or over the railways hereby authorised, or any part thereof, and likewise the conveyance by the Company over the railways belonging to the said Companies respectively, or to the Duke of Sutherland, or any part thereof, or over any railway or railways on and 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 railways hereby authorised:

(3.) The supply of any rolling or working stock to or by the Company:

(4.) The accommodation, booking, conveyance, forwarding, interchange, and management of traffic on, to, from, and beyond

the railways of the said Companies, or of the Duke of Sutherland, or any part thereof respectively:

(5.) The division between the Companies and the Duke of Sutherland, parties to any such contracts or arrangements, of the profits and receipts arising from the traffic upon their respective railways, or any or either of them, or any part thereof respectively:

(6.) 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 apportionment of such tolls, rates, duties, and charges, rent, or other consideration, or any of them.

Limiting charges for short distances when more than one railway is used.

42. If the railways shall be worked continuously with the Highland Railway, the Sutherland Railway, and the Duke of Sutherland's Railway, or with any of them, under the provisions of this Act, passengers, animals, or goods conveyed continuously for a less distance than six miles upon any 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 three last-named railways had formed part of the railways; and in respect of passengers, for every mile or fraction of a mile beyond six miles, tolls and charges may only be charged as for one mile; and in respect of animals and goods, for every quarter of a mile or fraction of a quarter of a mile beyond six miles, tolls and charges may only be charged as for a quarter of a mile; and no other short-distance charge shall be made for the conveyance of passengers, animals, or goods partly on the railways and partly on the Highland Railway, the Sutherland Railway, and the Duke of Sutherland's Railway, or on any of them.

Saving rights of the Crown in the foreshore.

43. Nothing contained in this Act, or in any of the Acts herein referred to, shall authorise the Company to take, use, or in any manner interfere with any portion of the shore or bed of the sea, or of any river, channel, creek, bay, or estuary, or any right in respect thereof belonging to the Queen's most Excellent Majesty in right of Her Crown (if any such there be), without the previous consent in writing of the Board of Trade on behalf of Her Majesty (which consent the Board of Trade may give); neither shall anything in the said Act or Acts contained extend to take away, prejudice, diminish, or alter any of the estates, rights, privileges, powers, or authorities vested in or enjoyed or exerciseable by the Queen's Majesty, her heirs or successors.

Interest not to be paid on calls paid up.

44. The Company and the Highland Railway Company shall not respectively, out of any money by this Act authorised to be raised by them respectively, by calls or by borrowing, pay interest or

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dividend to any shareholder on the amount of the calls made in respect of the shares held by him: Provided that this Act shall not prevent either of the said Companies from paying to any shareholder such interest on money advanced by him beyond the amount of the calls actually made, as is in conformity with "The Companies Clauses Consolidation (Scotland) Act, 1845."

Deposit for future Bills not to be paid out of capital.

45. Neither of the said Companies shall, out of any money by this Act authorised to be raised, pay or deposit any sum which by any standing order of either House of Parliament now or hereafter in force may be required to be deposited in respect of any application to Parliament for the purpose of obtaining an Act authorising either of the said respective Companies to construct any other railway or to execute any other work or undertaking.

Railways not exempt from provisions of present and future general Acts.

46. Nothing herein contained shall be deemed or construed to exempt the railways by this Act authorised to be made from the provisions of any general Act relating to railways, or the better and more impartial audit of the accounts of railway companies, now in force or which may hereafter pass during this or any future session of Parliament, or from any future revision or alteration, under the authority of Parliament, of the maximum rates of fares and charges, or of the rates for small parcels authorised by this Act.

Expenses of Act.

47. All costs, charges, and expenses of and incident to the preparing for, obtaining, and passing of this Act, or otherwise in relation thereto, shall be paid by the Company.

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