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# VICTORIÆ REGINÆ.

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## *Cap. xxiii.*

An Act for conferring upon the *Calcutta and South-eastern* Railway Company certain Powers.  
[3d July 1857.]

**W**HEREAS a Company has been lately registered under the Provisions of "The Joint Stock Companies Act, 1856," by the Name of "*The Calcutta and South-eastern* Railway Company, Limited," for the Purpose of constructing and maintaining One or more Railway or Railways in *India*, and particularly and in the first instance a Line of Railway from *Calcutta* to the *Mutlah* River, together with such Wet Docks and Works as might be deemed necessary, and also constructing and maintaining such Railway or Railways as might be found expedient for connecting *Calcutta* with *Chittagony*, *Arracan*, and other Places in the *Burmese* Territory, and such other Railway or Railways and Works in connexion therewith as might be sanctioned by the *East India* Company, together with any Telegraphs, and also Approaches to any Railway or Railways by Branch Railways, Roads, or Canals, and for the Conveyance of Passengers and Goods in Carriages, Vessels, and Boats, and for doing all such other Things as might be deemed advisable or desirable for

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efficiently carrying into effect the Objects and Purposes aforesaid : And whereas the said Company is regulated by Articles of Association annexed to the Memorandum of Association of such Company, dated the Twelfth Day of *March* One thousand eight hundred and fifty-seven : And whereas the Board of Directors of the said Company is now composed of the following Directors ; (that is to say,) Sir *Thomas Herbert Maddock*, *Charles Barber*, *Philip Patton Blyth*, *James Fortescue Harrison*, *James Mitchell*, *John Pitt Kennedy*, and *Henry Harington Thomas*, which said Persons are the present Directors of the said Company : And whereas the Objects and Purposes of the said Company cannot be fully and effectually carried out 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 :

Short Title.

I. In citing this Act for any Purpose whatsoever it shall be sufficient to use the Expression "*The Calcutta and South-eastern Railway Act, 1857.*"

"The Company."

II. The Expression "the Company" in this Act shall mean "*The Calcutta and South-eastern Railway Company, Limited.*"

Certain  
Clauses of  
8 & 9 Vict.  
c. 16. incor-  
porated with  
this Act.  
Construction  
of Terms.

III. The Clauses and Provisions of "*The Companies Clauses Consolidation Act, 1845,*" with respect to the Consolidation of the Shares into Stock, shall be incorporated with this Act ; and in construing those Clauses and Provisions in connexion with this Act the Expression "the Company" shall mean "*The Calcutta and South-eastern Railway Company, Limited,*" the Expression "the Special Act" shall mean the said Articles of Association, and the Expression "the Undertaking" shall mean the Undertaking and Works of the Company.

For entering  
into Con-  
tracts, &c.  
with the East  
India Com-  
pany.

IV. The Company may from Time to Time negotiate for, enter into, and conclude with the *East India Company*, and carry into effect, Contracts, Agreements, and Arrangements with respect to the Undertaking and Objects of the Company ; the Execution, Control, and Supervision thereof ; the Amount, levying, Custody, Control, and Application of the Share Capital and other Funds, Tolls, Receipts, and Profits of the Company ; the Appointment and Removal by the *East India Company* of *ex-officio* Directors of the Company (whether Shareholders in the Company or not) ; the Powers, Duties, and Liabilities of any such Directors ; the Management and Direction of the  
Company ;



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Company; the enforcing or securing the due Performance of any such Contract, Agreement, or Arrangement; the Reference of Disputes to Arbitration; the Transfer at any Time of the Undertaking, and Property, Rights, and Privileges of the Company, or any Part thereof, to the *East India* Company; and the Consideration, Terms, and Conditions of and for any such Transfer, Contract, Agreement, or Arrangement; and generally for effecting all such Purposes, Acts, Matters, and Things incidental to or connected with the Undertaking of the Company, or to any such Contract, Agreement, or Arrangement, or the Objects or Execution thereof, as may be agreed upon between the Company and the *East India* Company.

V. The Company and the *East India* Company may from Time to Time vary and alter any Contracts, Agreements, and Arrangements, and enter into new or other Contracts, Agreements, and Arrangements, in relation to the Premises, all which Contracts, Agreements, and Arrangements shall, subject to the Provisions of this Act and of any other Law or Statute for the Time being in force, be valid and effectual and binding to all Intents and Purposes whatsoever, and full Effect shall be given to the same accordingly.

Power to vary Contracts and to enter into new Contracts.

VI. The Board of Directors of the Company may establish in *India* One or more Office or Offices for the Issue, Registration, and Transfer of Shares, Stock, and Securities of the Company, at such Place or Places as they shall think fit, and from Time to Time may remove or alter the Place or Places of any such Office or Offices, and from Time to Time may make such Regulations as to the said Board may seem fit and expedient for enabling the Issue, Transfer, and Registration at such Office or Offices or any of them of such Shares, Stock, and Securities, or of any of the said Shares, Stock, and Securities to be described in such Regulations; and all and every the Powers and Provisions contained in the said Articles of Association and this Act in relation to the Issue, Transfer, and Registration of Shares, Stock, and Securities in *Great Britain*, shall apply and be in force as to the Shares, Stock, and Securities to be issued, transferred, and registered in *India* at such Office or any of such Offices, except so far as the same are inconsistent with the Provisions of this Act.

Board of Directors may establish Offices in India for the Issue and Registration of Shares, &c.

VII. The said Board of Directors may nominate and appoint such Person or Persons as they shall approve to issue and dispose of Shares, Stock, and Securities of the Company at such Office or Offices in *India*, and from Time to Time may remove such Person or Persons, and appoint any other Person or Persons in his or their Place, and may delegate to such Person or all or any of such Persons respectively

Persons may be appointed to issue Shares, &c., and Powers may be delegated to them.

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tively all or any of the Powers of the Directors or other Officers of the Company in relation to the Issue, Transfer, and Registration of Shares, Stock, and Securities of the Company which they shall think necessary or expedient for the Issue, Transfer, and Registration of such Shares, Stock, and Securities in *India*; and the said Board may from Time to Time make such Provisions and Regulations as they shall think fit for the Conduct, Government, and Management of the Person or Persons so to be appointed, and for the Issue, Transfer, and Registration of such Shares, Stock, and Securities as aforesaid, and may cause an official Seal to be prepared for each such Office which may be established in *India* as aforesaid, to be used by such Person or Persons in lieu of the Common Seal of the Company, and may from Time to Time vary and renew any such Seal; and all Documents duly sealed with any such official Seal, in pursuance and exercise of the Powers to be conferred on such Person or Persons, shall have the same Force and Effect as if they had been sealed with the Common Seal of the Company.

Registers to  
be kept at  
Offices in  
*India*.

VIII. The said Board of Directors shall cause to be kept at each Office which may be so established in *India* as aforesaid a Book, to be called "The Register of Shareholders" (the Blank in the above prescribed Title being filled up with the Name of the Place where the Office shall be established), and also, if any Shares shall be converted into Consolidated Stock, a Book for the Registry at such Office of Holders of Consolidated Stock, to be called "The Register of Holders of Consolidated Stock" (the Blank being filled up in manner aforesaid, and also a Book for the Entry at such Office of Transfer of Shares and Stock, to be called "The Register of Transfers" (the Blank being filled up in manner aforesaid), and also, if deemed necessary, Books to be called respectively "The Register of Mortgages and Bonds" and "The Register of Debentures" (the Blanks being filled up in manner aforesaid), and shall cause Accounts of all Entries and Alterations made in such Books respectively to be from Time to Time transmitted to the principal Office of the Company in *London*.

As to Regis-  
try of Trans-  
fers of  
Shares.

IX. All Transfers of any Shares, Stock, and Securities as aforesaid shall be made at the Office at which the same respectively shall for the Time being be registered, and none of such Shares, Stock, or Securities shall ever be on the Registry of more than One Office at one and the same Time.

Shares, &c.  
may be trans-  
ferred from

X. Subject to such Regulations and Conditions as the said Board of Directors may think fit and prescribe as to all or any of such Shares,



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Shares, Stock, and Securities as aforesaid, the Registry of any Shares, Stock, or Securities of the Company may and shall, on Notice in Writing by the Holder or Holders thereof being given to the Person for the Time being acting in the Capacity of Secretary or principal Clerk at the Office of the Company, either in *London* or in *India*, where such Shares, Stock, or Securities shall for the Time being be registered, be transferred from the Register thereof at such Office to the corresponding Register at any other Office of the Company where for the Time being a Register shall be kept, to be appointed and named in such Notice, and as soon as conveniently may be after the giving of such Notice Advice thereof shall be transmitted to the Office to which such Transfer is directed to be made.

one Register to another, at the Option of the Holder.

XI. Notwithstanding anything to the contrary contained in the said "Joint Stock Companies Act, 1856," or in the said Articles of Association, the Transfer Books may be at any Time closed for such Period not exceeding Fourteen Days as the Directors shall direct; provided that Ten Days previous Notice of every such Period shall be given by Advertisement in a *London Morning Daily Newspaper*, or in the *Calcutta Gazette*, as the Case may require, and that the said Books shall not be closed more than Four Times in any One Year.

Transfer Books may be closed Four Times a Year for 14 Days each Time.

XII. For the Purpose of determining any Question as to the Place or Jurisdiction within which any Shares, Stock, or Securities of the Company shall be deemed to be or to have been situate at any given Time, the Locality, whether in *India* or in *Great Britain*, of the Register in which such Shares, Stock, or Securities shall be or have been actually registered for the Time being, shall be deemed to be or to have been at such Time the Locality of such Shares, Stock, or Securities, and, so soon as Notice shall have been given as aforesaid for the Transfer of the Registry of any Shares, Stock, or Securities from either or any of the said Registers to any other Register, such Shares, Stock, or Securities shall for the Purpose aforesaid be deemed to be actually registered in such last-mentioned Register.

For determining the Laws affecting any Share, &c.

XIII. Any Penalties to be imposed by any Byelaw of the Company may be recovered in *India* by summary Proceedings before One Justice of the Peace or Magistrate, in the same Manner, as nearly as may be, as by "The Companies Clauses Consolidation Act, 1845," is provided for the Recovery of Penalties in *England* before Two Justices, and under and subject to the same or the like Limitations and Provisions.

As to Recovery of Penalties in India.

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XIV. The

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Expenses  
of Act.

XIV. The Costs, Charges, and Expenses of and incidental to the obtaining and passing of this Act shall be paid by the Company.

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Printers to the Queen's most Excellent Majesty. 1857.