



CHAPTER xcvi.

An Act to confer further powers upon the South Staffordshire Mond Gas Company and for other purposes. A.D. 1927.
[29th July 1927.]

WHEREAS by the South Staffordshire Mond Gas (Power and Heating) Company's Act 1901 the South Staffordshire Mond Gas Company (in this Act referred to as "the Company") were incorporated by the name of the South Staffordshire Mond Gas (Power and Heating) Company and were empowered to manufacture supply sell and distribute within an area in the counties of Stafford and Worcester the producer gas commonly known as Mond gas and any development of Mond gas approved by the Board of Trade and any other producer gas so approved for the purposes of motive or other power heating or any other purpose to which such gases could be applied but the said Act provided that such gases should not be supplied or used for the purposes of illumination and that the Company should not supply gas for use in private dwelling-houses :

And whereas by subsequent Acts the name of the Company was changed to their present name and further powers were conferred upon them :

And whereas the authorised capital of the Company is one million pounds in one hundred thousand shares of ten pounds each and the Company are empowered to issue any portion not exceeding one half of such capital as preference shares of ten pounds each :

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And whereas the Company have issued thirty-three thousand nine hundred and sixty-six ordinary shares of ten pounds each (in addition to certain shares which were surrendered or cancelled after their issue) and have also issued eight thousand two hundred and fifty six per centum preference shares of ten pounds each all of which shares are fully paid up and are outstanding :

And whereas it is expedient that the capital of the Company should be divided into shares of one pound each and that such provisions in connection with such division or consequential thereon should be made as are in this Act contained :

And whereas it is expedient that the objects of the Company should be extended and that the additional powers contained in this Act should be conferred upon the Company and that the other provisions of this Act should be enacted :

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

May it therefore please Your Majesty that it may be enacted and be it enacted by the King'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 and
collective
titles.

1. This Act may be cited as the South Staffordshire Mond Gas Act 1927 and the South Staffordshire Mond Gas Acts 1901 to 1923 and this Act may be cited together as the South Staffordshire Mond Gas Acts 1901 to 1927.

Incorpora-
tion of Acts.

2. The following Acts and parts of Acts are (so far as applicable to the purposes of this Act and except where expressly varied by or inconsistent with this Act or the existing Acts) incorporated with and form part of this Act (that is to say) :—

The Companies Clauses Consolidation Act 1845 (except the provisions relating to the conversion of borrowed money into capital and except sections 101 to 108 and sections 115 to 119) as amended by subsequent Acts ;

The Gasworks Clauses Act 1847 (except the provisions with respect to the amount of profit

to be received by the undertakers when the gasworks are carried on for their benefit and with respect to the yearly receipt and expenditure of the undertakers and except any provisions which relate exclusively to the supply of gas for lighting purposes); and

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The Gasworks Clauses Act 1871 (except sections 11 and 12 and sections 24 to 33 and sections 35 and 36 and the schedules to that Act).

3. In this Act unless there be something in the subject or context repugnant to such construction the several words and expressions to which meanings are assigned by the Acts wholly or partially incorporated with this Act have the same respective meanings And—

Interpreta-
tion.

“The Company” means the South Staffordshire Mond Gas Company;

“The directors” means the directors for the time being of the Company and “director” means any of such directors;

“The Act of 1901” means the South Staffordshire Mond Gas (Power and Heating) Company’s Act 1901;

“The existing Acts” means the Act of 1901 the South Staffordshire Mond Gas (Power and Heating) Company’s Act 1913 the South Staffordshire Mond Gas (Power and Heating) Company’s Act 1917 the South Staffordshire Mond Gas (Power and Heating) Company’s (No. 2) Act 1917 and the South Staffordshire Mond Gas Act 1923;

“The existing capital” means the capital of the Company authorised by the existing Acts;

“The existing ordinary shares” means the ordinary shares of ten pounds each in the existing capital created and issued and outstanding at the date of the passing of this Act;

“The existing preference shares” means the preference shares of ten pounds each in the existing capital created and issued and outstanding at the date of the passing of this Act;

“The existing shares” means the existing ordinary shares and the existing preference shares;

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“Converted ordinary shares” means the shares into which the existing ordinary shares are sub-divided by virtue of this Act;

“Converted preference shares” means the shares into which the existing preference shares are sub-divided by virtue of this Act;

“Converted shares” means the converted ordinary shares and the converted preference shares.

Sub-division of shares in existing capital.

4.—(1) Notwithstanding anything contained in section 6 (Capital) of the Act of 1901 the existing capital shall as from the date of the passing of this Act be divided into one million shares of one pound each and section 4 (Power to issue certain capital as preference capital) of the *South Staffordshire Mond Gas (Power and Heating) Company's Act 1913* shall be read and have effect as if the words “one pound” were substituted in subsection (1) thereof for the words “ten pounds.”

(2) Each of the existing ordinary shares is hereby sub-divided into ten ordinary shares of one pound each and each of the existing preference shares is hereby sub-divided into ten preference shares of one pound each and such alterations in the register of shareholders as may be necessary for giving effect to the provisions of this section shall be made therein.

Converted shares to have like rights as existing shares.

5. The respective holders for the time being of the converted shares shall be entitled in respect thereof to the like rights privileges and priorities in all respects as those to which if this Act had not been passed they would have been entitled in respect of the existing shares for which converted shares held by them are substituted by virtue of this Act.

As to shares not fully paid up.

6. If any of the existing shares shall not at the date of the passing of this Act have been fully paid up the respective holders of the converted shares substituted for such existing shares by virtue of this Act shall be liable in respect of such converted shares to pay one-tenth of the amount remaining to be paid up on each of such existing shares.

As to transfers.

7.—(1) All transfers or other dispositions of any of the existing shares shall after the passing of this Act and notwithstanding the provisions thereof be valid and

have due effect given to them respectively as transfers of the amount of converted ordinary shares or converted preference shares (as the case may be) which is substituted under the provisions of this Act for the existing shares thereby expressed to be transferred or disposed of although the instrument transferring or disposing of such shares shall describe the same by the name or denomination which the shares transferred or disposed of had before sub-division under the provisions of this Act. A.D. 1927.

(2) The bequest of or any covenant or provision in any will deed or agreement relating to any specific nominal amount of any of the existing shares shall be held to apply to a nominal amount of converted ordinary shares or converted preference shares (as the case may be) equal to that into which such existing shares are converted by virtue of this Act.

8. The converted shares to which any person shall become entitled under the provisions of this Act shall be held in the same rights upon the same trusts and subject to the same powers provisions charges and liabilities as those upon or to which the existing shares for which such converted shares are substituted were held or were subject immediately before the date of the passing of this Act and shall be dealt with applied and disposed of accordingly and so as to give effect to and not to revoke any deed will or other instrument disposing of or affecting any such existing shares and trustees executors or administrators or other parties under disability shall and may accept such converted shares in substitution for the existing ordinary shares or existing preference shares (as the case may be) in the existing capital held by them and may retain dispose of or otherwise deal with the same as fully and freely in all respects as they might have retained disposed of or otherwise dealt with such existing ordinary shares or existing preference shares. Shares to be held on same trusts &c.

9.—(1) The Company shall call in the certificates of the existing shares and shall free of charge at their option either— Provisions as to exchange of certificates.

(a) issue in exchange for those certificates to the respective proprietors thereof certificates of converted ordinary shares or converted preference shares (as the case may be) for the respec-

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tive amounts to which those proprietors are under this Act respectively entitled; or

(b) endorse on the certificates of the existing shares particulars as to the shares into which such existing shares are sub-divided by virtue of this Act.

(2) In the event of the Company deciding to issue new certificates no proprietor shall be entitled to a new certificate until he shall have delivered up to the Company to be cancelled the existing certificate for which such certificate is to be substituted. Provided that if any such existing certificate has been lost or destroyed the new certificate shall be issued upon such terms as to evidence of loss or destruction and indemnity as the directors may think sufficient.

(3) Until the issue of such new certificates or the making of such endorsement as aforesaid on existing certificates the existing certificates shall (according to the amounts of converted ordinary shares or converted preference shares (as the case may be) substituted by this Act for the existing ordinary shares or existing preference shares which they respectively represent) have and possess the same rights and advantages as if they were certificates for those respective amounts of converted ordinary shares or converted preference shares (as the case may be). Provided that if any holder of any existing shares neglect or omit to send or deliver to the Company his existing certificates for the period of one year after notice in writing sent by registered letter to such holder at the address appearing in the shareholders' address book the Company may suspend the payment of any dividend declared or made payable upon or in respect of the converted ordinary shares or converted preference shares (as the case may be) to which such holder is entitled under the provisions of this Act until such existing certificates are sent or delivered to the Company or are proved to the reasonable satisfaction of the directors to have been lost or destroyed and until such indemnity as the directors may think fit shall have been given.

Quorum of
general
meetings.

10.—(1) As from the date of the passing of this Act the quorum for general meetings of the shareholders of the Company shall be as follows:—

(a) as regards ordinary meetings shareholders to the number of not less than six present in person or

by proxy and holding in the aggregate not less than one-fortieth part of the ordinary share capital of the Company for the time being issued;

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(b) as regards extraordinary meetings shareholders to the number of not less than twenty present in person or by proxy and holding in the aggregate not less than one-twentieth part of the capital of the Company for the time being issued.

(2) For the purposes of section 72 of the Companies Clauses Consolidation Act 1845 the quorum prescribed by this section shall be the prescribed quorum.

11. For the purposes of section 75 of the Companies Clauses Consolidation Act 1845 the prescribed scale of voting shall as from the date of the passing of this Act be as follows (that is to say):—

Scale of voting at general meetings.

On a show of hands every shareholder present in person shall have one vote and upon a poll every shareholder present in person or by proxy shall have one vote for every share held by him Provided that no shareholder shall be entitled to vote at any meeting unless he shall have paid all the calls or other sums then due upon the shares held by him Provided further that notwithstanding anything in this section contained no person shall be entitled to vote in respect of any preference share issued or to be issued under the authority of the existing Acts except as otherwise expressly provided by the resolution creating the same.

12.—(1) As from the date of the passing of this Act the qualification of a director shall be the possession in his own right of not less than five hundred shares whether ordinary shares or preference shares or partly of one class and partly of the other.

Qualification of directors.

(2) A person shall not be disqualified from being elected or acting as a director by reason only of his not being a holder of shares in the Company or not being possessed of the qualification prescribed by this section at the time of his nomination or election Provided that if any person not being a holder of shares in the Company or not being possessed of such qualification is elected as a director and does not within two months from the date

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(3) Section 17 (Qualification of directors) of the Act of 1901 is hereby repealed.

Certain conditions not to disqualify directors.

13.—(1) Notwithstanding anything in the Companies Clauses Consolidation Act 1845—

(a) No person shall be disqualified from being a director by reason of his holding any office or place of trust or profit under the Company other than that of auditor or by reason of his being interested in any contract entered into by or on behalf of the Company;

(b) A director shall not be required to cease from voting or acting as a director by reason of his accepting any such office or place of trust or profit other than as aforesaid or becoming directly or indirectly concerned or interested in any such contract;

(c) A director accepting any such office or place of trust or profit other than as aforesaid or becoming directly or indirectly concerned or interested in any such contract shall not be liable to account to the Company for any salary or remuneration or profit received or realised by him by virtue of such office or contract by reason of such director holding such office or of the fiduciary relationship thereby established:

Provided that—

(i) In the case of a director being or becoming directly or indirectly concerned or interested in any contract entered into by or on behalf of the Company (whether such interest shall arise before or after his appointment as a director) the nature of his interest in the contract shall be disclosed by him at the meeting of the directors at which the contract is determined on if his interest then exists or in any other case at the first meeting of the directors after the acquisition of his

interest or after his appointment and also in the next annual report of the Company : A.D. 1927.

(ii) No director shall as a director vote in respect of any such contract and if he does so vote his vote shall not be counted but this prohibition shall not apply to any contract entered into by or on behalf of the Company to give to the directors or any of them any security by way of indemnity.

(2) A general notice that a director is a member of or interested in any specified firm or company shall be a sufficient disclosure hereunder and thenceforth it shall not be necessary to give any special notice relating to any particular contract arrangement or transaction with such firm or company.

(3) Section 12 (As to qualification of directors) of the South Staffordshire Mond Gas (Power and Heating) Company's Act 1913 is hereby repealed.

14. Except in the case of a director retiring by rotation and offering himself or being proposed for re-election no person shall be capable of being elected at a general meeting a director of the Company unless notice in writing that such person intends to offer himself or will be proposed for the office of director shall have been given to the secretary or left at the office of the Company ten days at least before the day of election. Notice of candidature for directorship.

15. The continuing directors may act notwithstanding any vacancy in their body but so that if at any time the number of the directors shall be less than the minimum number prescribed by the Act of 1901 the directors shall not act as such except for the purpose of filling vacancies among the directors and allotting shares to any proposed director or directors. Continuing directors.

16. The powers conferred upon the Company by the Act of 1901 of manufacturing selling and dealing in bye-products or residual products of the gases manufactured by them shall extend to enable the Company— Additional powers of manufacturing &c. residual and other products.

(a) on all or any part of so much of the lands described in Part I of the schedule to this Act

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—

(being part of the lands described in the First Schedule to the Act of 1901) or of the lands described in Part II of the said schedule to this Act as is for the time being vested in them—

(i) to work up and convert all or any of the residual products and materials arising from or in or in connection with the manufacture of such gases or of any other gas manufactured by any other company body or person or from or in or in connection with such working up or conversion; and

(ii) to manufacture paints preservatives disinfectants antiseptics medicines for human beings and animals and any other chemical compound or compounds of a like description in the manufacture of which residual products arising from or in or in connection with the manufacture of gas by the Company or any other company body or person are not employed or the use of such products is subsidiary or ancillary and to work up and convert all or any of the residual products arising from or in or in connection with such manufacture; and

(b) to purchase from or sell to any other company or any body or person any such residual products; and

(c) to purchase or acquire from any source the materials required for such working up and conversion or manufacture; and

(d) to sell and deal in the products of such working up conversion or manufacture :

Provided that nothing in this section shall entitle the Company to manufacture exclusively from materials other than such residual products as aforesaid any chemical compounds other than such as are required for use in conjunction or association with any chemical compounds manufactured wholly or partly from such residual products.

17. The Company may exercise upon all or any part of so much as is for the time being vested in them of the lands described in Part II of the schedule to this Act as well as of the lands described in the First Schedule to the Act of 1901 the powers conferred by the Act of 1901 of manufacturing and storing such gases and bye-products or residual products as are referred to in section 5 (General objects and powers of Company) of that Act.

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—
Powers of manufacturing gas &c. under Act of 1901 to be exerciseable on lands described in Part II of schedule to this Act.

18. The Company may upon and subject to such terms and conditions as they may think fit from time to time grant leases of or licences or permits to use either exclusively or jointly with the Company or with any other company body or person all or any of the works buildings plant or apparatus of the Company or any part or parts of any lands acquired or purchased by them under the existing Acts or this Act and for the time being vested in them to any company body or person carrying on any undertaking or business for which the use of such works buildings plant apparatus or lands is suitable or convenient or which turns or is likely to turn to advantageous account the objects or business of the Company.

Power to lease or permit user of works &c.

19.—(1) The Company may for the purposes of their undertaking purchase and take (by agreement but not otherwise) and hold in addition to the lands described in the First Schedule to the Act of 1901 or in the schedule to this Act and to any lands which they have acquired or may acquire under the powers of section 22 (Acquisition of lands by agreement) of the Act of 1901 any lands and hereditaments not exceeding in the whole seventy-five acres which the Company may require for the purposes of their works and undertaking but the Company shall not create or permit a nuisance on any lands acquired under the powers of the said section 22 or of this section and no lands shall be used by the Company for the purpose of manufacturing gas or residual products except the said lands described in the First Schedule to the Act of 1901 or in the schedule to this Act.

Power to purchase additional lands by agreement.

(2) So much of the said section 22 of the Act of 1901 as prohibits the Company from creating or permitting a nuisance on lands or from using any lands for the purpose of manufacturing gas or residual products except the

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Mond Gas Act, 1927.

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Retention
and disposal
of lands.

20. So much of section 6 of the Gasworks Clauses Act 1871 as applies the provisions of sections 128 to 132 of the Lands Clauses Consolidation Act 1845 to any such sale of lands as is referred to in the said section 6 shall not apply to the Company and notwithstanding anything contained in those Acts or either of them or in any other Act of or relating to the Company the Company may retain hold and use for such time and for the purposes of their undertaking or may sell lease exchange or otherwise dispose of to or with such persons and in such manner and for such consideration and purpose and on such terms and conditions as they may think fit and either in consideration of the execution of works or of the payment of a gross sum or of an annual rent or of any payment in any other form any lands or any interest therein acquired by them under the Act of 1901 or this Act and may sell exchange or dispose of any rents reserved on the sale lease exchange or disposition of such lands or interest therein and may make do and execute any deed act or thing proper for effectuating any such sale lease exchange or other disposition and on any exchange may give or take any money for equality of exchange.

Power to
invest in
securities of
other com-
panies &c.

21.—(1) The Company may and shall be deemed always to have been empowered to subscribe for take purchase or acquire and hold or dispose of any shares stock mortgages debentures or debenture stock of any other company body or local authority where such company body or local authority—

- (a) are or have agreed to become consumers of gas supplied by the Company; or
- (b) carry on or are about to carry on any business or process of manufacture for the purposes of or in connection with which residual products or other products manufactured or dealt in or authorised to be manufactured or dealt in by the Company or the products arising from the working up or conversion of such residual products are used; or
- (c) are establishing or about to establish factories or other works in the area of supply of the Company; or

(d) carry on or are about to carry on an undertaking or business having objects or purposes similar or ancillary to or connected directly or indirectly with the objects or purposes of the Company ;

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and may in respect of any such shares stock mortgages debentures or debenture stock for the time being held by them exercise either by themselves or through some person nominated by the directors for the purpose all or any of the rights exercisable by an individual holder of such shares stock mortgages debentures or debenture stock.

(2) The Company may apply for the purposes of this section any of their capital or funds for the time being available Provided that the amount so applied shall not at any one time exceed a sum equal to one-third of the amount of the capital of the Company as authorised for the time being.

22. 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 and may be paid in whole or in part out of revenue.

Costs of Act.

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—The SCHEDULE referred to in the
foregoing Act.

DESCRIPTION OF LANDS.

PART I.

Lands situate in the urban district of Tipton in the county of Stafford belonging or reputed to belong to and in the occupation of the Company bounded on the north-west and north in part by Alexandra Road (formerly Workhouse Lane) and in other part by the rear of premises known as Little Burton abutting on Alexandra Road on the west by lands belonging or reputed to belong to the Tipton Urban District Council and used for the purposes of their gas undertaking on the south-west by the London Midland and Scottish Railway from Wolverhampton to Birmingham on the south-east by Dixon's branch of the Birmingham Canal Navigations on the east in part by Station Street in other part by Churchyard Row and St. Martin's churchyard and in other part by the rear of the Tipton police station and on the north-east by Lower Church Lane.

PART II.

Lands situate in the urban district of Tipton in the county of Stafford containing fifteen acres or thereabouts bounded on the north by Alexandra Road (formerly Workhouse Lane) on the south by land belonging or reputed to belong to Thomas L. Hale (Tipton) Limited on the south-west by Lower Church Lane and on the east by land belonging or reputed to belong to W. Devis and Sons Limited.

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