



CHAPTER vi.

An Act to enable the Leatherhead Gas and Lighting Company to acquire the undertaking of the Cobham Gas Company and to confirm the agreement entered into with the latter company to authorise the raising of additional capital by and the conferring of further powers upon the Leatherhead Gas and Lighting Company and for other purposes. A.D. 1912.
[25th June 1912.]

WHEREAS by the Leatherhead Gas Act 1901 (hereinafter referred to as "the Act of 1901") the Leatherhead Gas and Lighting Company (hereinafter referred to as "the Company") were incorporated for the purpose of supplying gas within the parishes of Leatherhead and Headley and certain portions of the parishes of Mickleham Fetcham Great Bookham Little Bookham and Effingham in the county of Surrey and were authorised to raise a share capital amounting to forty thousand pounds and to borrow not exceeding in the whole ten thousand pounds: 1 Edw. 7.
c. lxi.

And whereas the total paid-up capital of the Company amounts to thirty-seven thousand six hundred and seventy-two pounds fifteen shillings and sixpence consisting of three thousand seven hundred and thirty-eight ordinary shares of ten pounds each and premiums amounting to two hundred and ninety-two pounds fifteen shillings and sixpence leaving authorised but unissued share capital to the amount of two thousand three hundred and twenty-seven pounds four shillings and sixpence:

And whereas the Company have created and issued three and a half per centum debenture stock to the nominal amount of nine thousand three hundred pounds leaving unexercised borrowing powers to the extent of seven hundred pounds:

A.D. 1912.
62 & 63 Vict.
c. lxxxvi.

And whereas by the Cobham Gas Act 1899 (hereinafter referred to as "the Act of 1899") the Cobham Gas Company (hereinafter referred to as "the Cobham Company") were incorporated for supplying gas within the parishes of Cobham and Stoke d'Abernon and certain portions of the parish of Byfleet in the county of Surrey and were authorised to raise a share capital amounting to fifteen thousand pounds and to borrow not exceeding in the whole five thousand pounds :

3 Edw. 7.
c. cxxxii.

And whereas by the Cobham Gas Order 1903 confirmed by the Gas Orders Confirmation (No. 1) Act 1903 (hereinafter referred to as "the Order of 1903") the Cobham Company were authorised to raise an additional share capital amounting to twelve thousand pounds and to borrow not exceeding in the whole an additional four thousand pounds and further powers were conferred on that company :

And whereas the total paid-up capital of the Cobham Company amounts to sixteen thousand three hundred and sixty pounds consisting of one thousand six hundred and thirty-six ordinary shares of ten pounds each :

And whereas the Cobham Company have created and issued four per centum debenture stock to the nominal amount of five thousand four hundred and fifty pounds :

And whereas the district within which the Cobham Company are supplying gas as aforesaid adjoins the district within which the Company are supplying gas :

And whereas it would be to the advantage of the consumers of gas within the district supplied by the Cobham Company that such district should be supplied with gas by the Company :

And whereas by an agreement dated the second day of August one thousand nine hundred and eleven and made between the Cobham Company of the one part and the Company of the other part it has been agreed that the Company shall purchase the undertaking and business of the Cobham Company upon the terms set forth in such agreement and it is expedient that such agreement should be confirmed and that the undertaking works powers rights authorities and privileges of the Cobham Company should be transferred to and hereafter exercised by the Company :

And whereas the demand for gas in the districts supplied by the Company and the Cobham Company has increased and is increasing and it is expedient in order to meet such demand

and to enable the supply of gas to be given within such districts that the existing works and mains should be extended and improved and that additional capital should be provided therefor and that further powers should be conferred upon the Company as hereinafter provided: A.D. 1912.

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:—

PRELIMINARY.

1. This Act may be cited as the *Leatherhead Gas Act 1912.* Short title.

2. The following Act and parts of Acts are (subject to the provisions of and so far as applicable to the purposes of this Act) hereby incorporated with and form part of this Act (namely):— Incorporation of Acts.

The provisions of the Companies Clauses Consolidation Act 1845 with respect to the following matters (namely):—

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 borrowing of money by the Company on mortgage or bond;

The consolidation of the shares into stock;

The making of dividends;

The giving of notices;

The recovery of damages not specially provided for and penalties; and

The provision to be made for affording access to the special Act by all parties interested:

A.D. 1912.

Part I. (relating to the cancellation and surrender of shares)
 Part II. (relating to additional capital) and Part III.
 (relating to debenture stock) of the Companies Clauses
 Act 1863 as amended by subsequent Acts:

The Gasworks Clauses Act 1847 (except sections 30 to 34)
 and the Gasworks Clauses Act 1871 Provided that
 section 13 of the Gasworks Clauses Act 1847 shall be
 read and construed as if the words "or any premises"
 were inserted after the words "private building" and
 as if the words "Provided also that every such contract
 " entered into by the Company shall be alike in terms and
 " amount in like circumstances to all consumers" were
 added at the end of that section and that section 35 of
 the same Act shall be read and construed as if the words
 from "in case the whole" down to "have been paid"
 were omitted therefrom and as if the expression "the
 prescribed rate" included the standard rate of dividend
 authorised by the Act of 1901 or such rate as reduced or
 increased in accordance with the provisions of that Act.

Interpreta-
tion.

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 And in this Act—

The expression "the Company" means the Leatherhead
 Gas and Lighting Company;

The expression "the Cobham Company" means the Cobham
 Gas Company;

The expression "the Act of 1901" means the Leatherhead
 Gas Act 1901;

The expression "the Act of 1899" means the Cobham
 Gas Act 1899;

The expression "the Order of 1903" means the Cobham
 Gas Order 1903 confirmed by the Gas Orders Confirmation
 (No. 1) Act 1903;

The expression "the undertaking" means the undertaking
 of the Company as authorised by the Act of 1901 and
 this Act;

The expression "the Company's district" means the limits
 of supply of the Company as defined in section 4 of
 the Act of 1901;

The expression "the Cobham district" means the limits of supply of the Cobham Company as defined in section 19 of the Act of 1899; A.D. 1912.

The expression "the Cobham undertaking" means the undertaking of the Cobham Company as authorised by the Act of 1899 and the Order of 1903 and includes all rights of making distributing and supplying gas and all other rights powers authorities and privileges of the Cobham Company and all property whatsoever and wheresoever and whether real or personal including moneys funds credits cash balances investments and all other interests and rights in to and out of the property whether real or personal and obligations and choses in action of or belonging to that company on the thirtieth day of June one thousand nine hundred and eleven and all books accounts deeds writings and documents relating thereto but subject to all contracts debts liabilities and obligations of the Cobham Company which shall be subsisting on the said date;

The expression "the scheduled agreement" means the agreement dated the second day of August one thousand nine hundred and eleven and made between the Cobham Company of the one part and the Company of the other part as set out in the schedule to this Act.

TRANSFER OF UNDERTAKING OF COBHAM COMPANY TO COMPANY.

4. Subject to the provisions of this Act the scheduled agreement is hereby confirmed and made binding on the parties thereto respectively.

Confirming agreement for sale and purchase of Cobham undertaking.

5.—(1) As from the thirtieth day of June one thousand nine hundred and eleven the Cobham undertaking shall be and as from the said date shall be deemed to have been transferred to and vested in the Company and may be and as from the said date shall be deemed to have been held used and enjoyed by the Company with and as part of the undertaking and the Company shall be entitled to all the benefit of all the rights powers and privileges and shall be subject to all the obligations to which the Cobham Company were entitled or subject under the Act of 1899 the Order of 1903 or any of the Acts respectively incorporated therewith and the area within which the Company are authorised to supply gas shall be the

Transfer to Company of Cobham undertaking and dissolution of Cobham Company.

A.D. 1912. area consisting of the Company's district and the Cobham district.

(2) As from the thirtieth day of June one thousand nine hundred and eleven the Cobham undertaking shall form part of the undertaking and the Cobham Company shall be and is hereby dissolved as on and from the date of the completion of the purchase and transfer of the Cobham undertaking.

(3) The production of a King's Printer's copy of this Act duly stamped shall be conclusive evidence in all courts and proceedings of the transfer to and vesting in the Company of the Cobham undertaking.

Cobham
Company to
continue in-
corporated
for specified
purposes.

6. Notwithstanding anything contained in this Act the Cobham Company shall for the purpose of enforcing the provisions of the scheduled agreement and for that purpose only continue incorporated until the thirty-first day of December one thousand nine hundred and twelve or such later day as may be necessary for the purposes of any proceedings for enforcing the scheduled agreement which may be pending on the said thirty-first day of December but as on and from the first day of January one thousand nine hundred and thirteen or such later date as aforesaid the Cobham Company shall be and the same is hereby finally dissolved. Provided that nothing in this section shall postpone or interfere with the transfer to and vesting in the Company of the Cobham undertaking as provided by the scheduled agreement and the section of this Act of which the marginal note is "Transfer to Company of Cobham undertaking and dissolution of Cobham Company" or postpone or interfere with the operation of any other provision of this Act.

Company to
issue shares
in substitu-
tion for
shares of
Cobham
Company.

7. Forthwith after the passing of this Act the Company shall subject to and in accordance with the provisions of the scheduled agreement and of this Act issue to those persons who hold four or more ten pound shares of the Cobham Company and who desire to have shares allotted to them in accordance with Article 4 of the scheduled agreement ordinary shares of the Company as follows (that is to say) For every four ten pound shares of the Cobham Company held by each holder one ordinary share in the Company to be created as hereinafter provided.

Company to
issue debenture
stock
in substitu-

8. Forthwith after the passing of this Act the Company shall subject to and in accordance with the provisions of the scheduled agreement and of this Act issue to each holder of

four per centum debenture stock of the Cobham Company (who does not desire to be paid in cash as provided for in Article 3 of the scheduled agreement) four per centum debenture stock of the Company as follows (that is to say) To each such holder of four per centum debenture stock of the Cobham Company for each one hundred pounds of such debenture stock held by him the sum of one hundred pounds of four per centum debenture stock of the Company to be created as hereinafter provided and so in proportion for any less amount than one hundred pounds of such debenture stock of the Cobham Company held by such holder.

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tion for
debenture
stock of
Cobham
Company.

9.—(1) The Company shall forthwith after the passing of this Act by virtue of this Act and without any other requisite create and issue such a number of ordinary shares of ten pounds each of the Company and such a nominal amount of four per centum debenture stock of the Company as shall be requisite to give effect to the provisions of the scheduled agreement and to the foregoing provisions of this Act with respect to the transfer of the Cobham undertaking. Such shares shall be exempt from the provisions of the Act of 1901 or of this Act with respect to the sale by auction or tender and such shares shall be called “the Leatherhead Gas and Lighting Company (Cobham) shares” and such debenture stock shall be called “the Leatherhead Gas and Lighting Company (Cobham) four per centum debenture stock.”

Creation of
ordinary
shares and
debenture
stock of
Company
for purposes
of transfer.

(2) The ordinary shares and the debenture stock of the Company to which the holders of ordinary shares or of four per centum debenture stock of the Cobham Company become by virtue of this Act entitled shall be vested in such holders as on and from the passing of this Act and such holders shall be forthwith registered in the books of the Company as the holders of such shares or debenture stock.

10. The ordinary shares of the Company created under or by virtue of the foregoing provisions of this Act shall rank *pari passu* with and shall in all respects and for all purposes be deemed to form part of and be consolidated with the existing ordinary shares of the Company.

Ordinary
shares of
Company
created under
Act to form
part of exist-
ing shares.

11. The four per centum debenture stock of the Company created under or by virtue of the foregoing provisions of this Act shall rank *pari passu* with the existing three and a half per centum debenture stock of the Company.

Debenture
stock of Com-
pany to rank
pari passu
with existing
stock.

A.D. 1912.

Ordinary shares and debenture stock of Company to be equivalent for all purposes to shares and debenture stock of Cobham Company.

12. The ordinary shares or debenture stock of the Company of which the holders of shares or debenture stock of the Cobham Company are pursuant to the foregoing provisions of this Act respectively registered as the holders and the sums of cash to be paid by the Company under the scheduled agreement or this Act shall be held in the same right on the same trusts and subject (so far as is consistent with such provisions) to the same powers provisions charges and liabilities as those in upon or to which the shares or debenture stock of the Cobham Company were held or were subject immediately before 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 shares or debenture stock of the Cobham Company and trustees executors or administrators and all other holders in any representative or fiduciary capacity of any shares or debenture stock of the Cobham Company are hereby expressly authorised and required to accept any ordinary shares or debenture stock of the Company of which they are pursuant to the foregoing provisions of this Act registered as the holders and any sums of cash paid to them under the provisions of the scheduled agreement or of this Act and to hold dispose of or otherwise deal with such ordinary shares or debenture stock or sums of cash in all respects as they might have held disposed of or otherwise dealt with the shares or debenture stock of the Cobham Company for which the same are or is substituted and are hereby indemnified in respect of all acts bonâ fide done by them in pursuance of the foregoing provisions of this Act.

Exchange of certificates.

13. The Company shall call in the certificates for shares or debenture stock of the Cobham Company for which ordinary shares or debenture stock of the Company and sums of cash (if any) or sums of cash as the case may be are substituted under the provisions of the scheduled agreement or of this Act and shall issue free of charge in exchange for those certificates to the respective holders of the shares or debenture stock of the Cobham Company represented thereby certificates for ordinary shares or four per centum debenture stock (as the case may be) of the Company and pay to such holders the sums of cash (if any) or pay to such holders the sums of cash to which those holders are by the scheduled agreement or this Act respectively entitled but no holder of shares or debenture stock of the Cobham Company shall be entitled to a new certificate or

to receive any such sum of cash as aforesaid until he shall have delivered up to the Company to be cancelled the existing certificate for which such certificate and sum of cash (if any) or sums in cash are to be substituted or shall have proved to the reasonable satisfaction of the directors of the Company the loss or destruction of such certificate and shall have given to the Company an indemnity against any and every claim in respect of such lost or destroyed certificate or the shares or debenture stock represented thereby:

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Provided that until the issue of such new certificates or the payment of such sums in cash the holders of the existing certificates for shares or debenture stock of the Cobham Company shall (according to the number of ordinary shares or amount of debenture stock of the Company to be issued or sums in cash to be paid under the provisions of the scheduled agreement or the foregoing provisions of this Act in substitution for the shares or debenture stock of the Cobham Company which they respectively represent) have and possess the same rights and privileges as if such existing certificates were certificates for the respective numbers of ordinary shares or the respective amounts of debenture stock of the Company to which such holders are entitled under the provisions of the scheduled agreement or the foregoing provisions of this Act but if any such holder neglect or omit to send or deliver to the Company his certificate or certificates for shares or debenture stock of the Cobham Company for the period of one year after notice in writing sent by post to the address of such holder appearing in the books of the Cobham Company the Company may suspend the payment of any dividends or interest declared or becoming payable upon or in respect of the ordinary shares or debenture stock so held by him until such certificate or certificates is or are delivered up to the Company or is or are proved to the reasonable satisfaction of the directors of the Company to have been lost or destroyed and until such indemnity as aforesaid shall have been given.

14. All transfers or other dispositions of any shares or debenture stock of the Cobham Company made but not registered at the date of the passing of this Act shall notwithstanding the provisions of this Act be valid and have due effect given to them respectively as transfers or dispositions of ordinary shares or debenture stock of the Company which represent the shares or debenture stock of the Cobham Company although the

Transfers of shares or debenture stock of Cobham Company to operate as transfers of ordinary

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shares or
debenture
stock of
Company.

instrument of transfer or disposition shall describe the same as shares or debenture stock of the Cobham Company and the Company shall accordingly register the shares or debenture stock in accordance with the provisions of the scheduled agreement or the foregoing provisions of this Act in the name of the transferee or person taking under the disposition and pay to such transferee or person the sum (if any) payable in cash or pay to such transferee or person the sum payable in cash and any bequest of or any covenant or provision of any deed or instrument which ought in the circumstances to apply to the shares or debenture stock of the Cobham Company so transferred or disposed of as aforesaid shall be held to apply to the ordinary shares or debenture stock of the Company and the sum (if any) payable in cash or the sums of money paid in substitution for such shares or debenture stock of the Cobham Company.

Books of
Cobham
Company to
be evidence
as to holders
of shares and
debenture
stock.

15.—(1) The several persons who at the date of the passing of this Act appear on the registers of the Cobham Company to be holders of shares or debenture stock of that company or the respective executors administrators or assigns of such persons shall for the purposes of this Act and subject to the provisions of the section of this Act of which the marginal note is “Transfers of shares or debenture stock of Cobham Company to operate as transfers of ordinary shares or debenture stock of Company” be deemed to be holders of shares or debenture stock of the Cobham Company and the secretary of that company shall immediately after the passing of this Act deliver to the Company at the principal office of the Company the said registers and on and after that date the registers of transfers of shares or debenture stock of the Cobham Company shall be permanently closed and no transfer of any shares or debenture stock of such company made on or after that date shall as between the Company and the party claiming thereunder be of any effect.

(2) The issue by the Company of certificates of ordinary stock or four per centum debenture stock (as the case may be) of the Company as aforesaid together with the payment of the sum in cash (if any) pursuant to the provisions of the scheduled agreement or of this Act to the persons whose names appear by the said registers to be registered holders of shares or debenture stock of the Cobham Company or the respective executors or administrators of such persons or to the persons entitled thereto pursuant to the section of this Act of which

the marginal note is "Transfers of shares or debenture stock of Cobham Company to operate as transfers of ordinary shares or debenture stock of Company" shall be a sufficient discharge to the Company for all purposes. A.D. 1912.

16. As from the passing of this Act all powers of the Cobham Company of raising additional capital or of borrowing on mortgage of their undertaking or of creating or issuing debenture stock which shall then remain unexercised shall be and the same are hereby repealed. Repeal of unexercised powers of Cobham Company of raising capital and borrowing.

17. Subject to the provisions contained in this Act the provisions of the Act of 1901 shall on the passing of this Act apply to the whole undertaking of the Company and as from that date the Company may exercise within the Company's district and within the Cobham district all or any of the powers rights privileges and authorities conferred by the Act of 1901 and by this Act in relation to the Company's district or any part thereof. Provisions of Act of 1901 to apply to Cobham limits.

18. If at the passing of this Act any action arbitration or proceeding or any cause of action arbitration or proceeding is pending or existing by or against or in favour of the Cobham Company the same shall not abate or be discontinued or be in anywise prejudicially affected by reason of the transfer to the Company of the Cobham undertaking or of anything in this Act but the same may be continued prosecuted and enforced by against or in favour of the Company as and when it might have been continued prosecuted and enforced by against or in favour of the Cobham Company if this Act had not been passed but not further or otherwise. Pending actions.

19. All agreements contracts conveyances deeds and other instruments affecting the Cobham Company and in force at the date of the passing of this Act shall (subject as hereinafter provided) as from such date be as binding and of as full force and effect against or in favour of the Company (as the case may be) and may be enforced as fully and effectually as if instead of the Cobham Company the Company had been a party thereto or bound thereby or entitled to the benefit thereof: Contracts to be binding.

Provided that no agreement contract conveyance deed or other instrument made or entered into by the Cobham Company after the second day of August one thousand nine hundred and eleven shall be binding on or of any force or effect against or

A.D. 1912. in favour of the Company if made or entered into without the consent of the Company.

Collection of
outstanding
debts.

20. All rents rates and charges and other sums and debts at the date of the passing of this Act due and payable or accruing due and payable to the Cobham Company shall be payable to and may be collected recovered and enforced by the Company in the same manner and with and by the same benefits and processes as those with and by which the Cobham Company might have enforced the same and shall belong to the Company for their own benefit.

Liabilities
and actions
by or against
Cobham
Company.

21. All debts liabilities and obligations of every description due from or binding on the Cobham Company at the date of the passing of this Act shall as between the Company and the Cobham Company be paid satisfied and performed by the Company and the Company shall keep the Cobham Company indemnified against the same.

Books &c. to
remain
evidence.

22. All books and documents which if this Act had not been passed would have been evidence in respect of any matter for or against the Cobham Company shall be admitted in evidence in respect of the same or the like matter for or against the Company.

Officers of
Cobham
Company
to be
accountable
for books &c.

23. All officers and persons who at the completion of the purchase and transfer of the Cobham undertaking have in their possession or under their control any books registers documents papers maps plans moneys or effects forming part of the Cobham undertaking shall be liable to account for and deliver up the same to the Company or to such persons as the Company may appoint to receive the same and subject to the same consequences on refusal or neglect as if such officers and persons had been appointed by and become possessed of such books registers documents papers maps plans moneys and effects for the Company.

Officers to
continue
until re-
moved.

24. All officers and servants of the Cobham Company who were in office immediately before the passing of this Act shall hold and enjoy their respective offices and employments together with the salaries and emoluments thereunto attaching until they shall resign the same or be removed therefrom by the Company and shall be subject and liable to the like conditions obligations pains and penalties and to the like powers of removal and to the like rules restrictions and regulations in all respects whatsoever as if they had been appointed under this Act.

ADDITIONAL CAPITAL.

A.D. 1912.

25. The Company may from time to time raise additional capital not exceeding in the whole forty thousand pounds by the creation and issue of new ordinary shares or stock or new preference shares or stock or wholly or partially by one or more of those modes respectively but the Company shall not issue any share of less nominal value than ten pounds Provided that it shall not be lawful for the Company to create and issue under the powers of this section any greater nominal amount of additional capital than shall be sufficient to produce including any premium which may be obtained on the sale thereof the sum of forty thousand pounds Provided also that the Company shall not raise by the issue of preference shares or stock a greater amount of such additional capital than twenty thousand pounds.

Power to
raise addi-
tional
capital.

26.—(1) All shares or stock created under the section of this Act of which the marginal note is "Power to raise additional capital" shall be issued in accordance with the provisions of this section.

New shares
or stock to
be sold by
auction or
tender.

(2) All shares or stock so to be issued shall be offered for sale by public auction or tender in such manner at such times and subject to such conditions of sale as the Company shall from time to time determine Provided as follows:—

(a) Notice of the intended sale shall be given in writing to the clerk of the district council of every district wholly or partially within the Company's district and the Cobham district and to the secretary of the London Stock Exchange at least twenty-eight days before the day of auction or the last day for the reception of tenders as the case may be and shall also be duly advertised once in each of two consecutive weeks in one or more local newspapers circulating within the Company's district and the Cobham district:

(b) A reserve price shall be fixed and notice thereof shall be sent by the Company in a sealed letter to be received by the Board of Trade not less than twenty-four hours before but not to be opened till after the day of auction or last day for the receipt of tenders as the case may be:

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(c) No lot offered for sale shall comprise shares or stock of greater nominal value than one hundred pounds :

(d) In the case of a sale by tender no preference shall be given to one of two or more persons tendering the same sum. In the case of a sale by auction a bid shall not be recognised unless it is in advance of the last preceding bid :

(e) It shall be one of the conditions of sale that the total sum payable by the purchaser shall be paid to the Company within three months after the date of the auction or of the acceptance of the tender as the case may be.

(3) Any shares or stock which have been so offered for sale and are not sold may be offered at the reserve price to the holders of ordinary shares or stock of the Company in accordance with the provisions of sections 18 19 and 20 of the Companies Clauses Act 1863 and to the employees of the Company and to the consumers of gas supplied by the Company in such proportions as the Company may think fit or to one or more of these classes of persons only. Provided in the case of an offer to holders of shares or stock that if the aggregate amount of shares or stock applied for shall exceed the aggregate amount so offered as aforesaid the same shall be allotted to and distributed amongst the applicants as nearly as may be in proportion to the amounts applied for by them respectively.

(4) Any shares or stock which have been offered for sale in accordance with subsection (2) or with subsections (2) and (3) and are not sold shall be again offered for sale by public auction or by tender in accordance with the provisions of this section and any such shares or stock then remaining unsold may be otherwise disposed of at such price and in such manner as the directors may determine for the purpose of realising the best price obtainable.

(5) As soon as possible after the conclusion of the sale or sales the Company shall send a report thereof to the Board of Trade stating the total amount of the shares or stock sold the total amount obtained as premium (if any) and the highest and lowest prices obtained for the shares or stock.

27. Except as is otherwise by this Act provided the additional capital created by the Company under this Act shall be part of the general capital of the Company and the new

Privileges
&c. of
holders of
additional
capital.

shares or stock therein and the holders thereof respectively shall be entitled to the like rights of voting and any other rights qualifications and privileges in proportion to the amount of their shares or stock and be subject to the like provisions and liabilities as the holders of shares of the same class in the existing capital of the Company Provided that except as otherwise expressly provided by the resolution creating the same no person shall be entitled to vote in respect of any new shares or stock to which a preferential dividend shall be assigned. A.D. 1912.

28. In addition to any sums which the Company are by the Act of 1901 authorised to borrow and in addition to the Leatherhead Gas and Lighting Company (Cobham) four per centum debenture stock to be issued under the powers of this Act they may subject to the provisions of this Act borrow on mortgage of the undertaking firstly an additional sum not exceeding three thousand three hundred and thirty-three pounds in respect of the existing capital authorised by the Act of 1901 (being the difference between one-third and one-fourth of the capital thereby authorised) and secondly in respect of the additional capital authorised by this Act any sum or sums not exceeding in the whole one-third part of the amount of the additional capital which at the time of borrowing has been created issued or raised under the powers or in pursuance of the provisions of this Act But no sum shall be borrowed in respect of any capital so created issued or raised until the Company have proved to a justice of the peace before he gives his certificate under the fortieth section of the Companies Clauses Consolidation Act 1845 that the whole of the stock or shares at the time issued together with the premium (if any) realised on the sale thereof have been fully paid up. Power to borrow.

29. Section 27 (For appointment of a receiver) of the Act of 1901 is hereby repealed but without prejudice to any appointment heretofore made or to any proceedings pending thereunder at the passing of this Act The mortgagees of the undertaking may enforce payment of arrears of interest or principal or principal and interest due on their mortgages by the appointment of a receiver In order to authorise the appointment of a receiver in respect of arrears of principal the amount owing to the mortgagees by whom the application for a receiver is made shall not be less than two thousand pounds in the whole. Appointment of receiver.

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Debenture
stock.

30. The Company may create and issue additional debenture stock subject to the provisions of section 28 of the Act of 1901.

Priority of
mortgages
over other
debts.

31. All moneys raised by the Company on mortgage or debenture stock under the provisions of the Act of 1901 or under this Act shall have priority against the Company and the property from time to time of the Company over all other claims on account of any debts incurred or engagements entered into by them after the passing of this Act Provided always that this priority shall not affect any claim against the Company or their property in respect of any rentcharge granted or to be granted by them in pursuance of the Lands Clauses Acts or in respect of any rent or sum reserved by or payable under any lease granted or made to the Company which is entitled to rank in priority to or *pari passu* with the interest on their mortgages or debenture stock.

Receipt in
case of per-
sons not sui
juris.

32. If any money is payable to a shareholder or mortgagee or debenture stockholder being a minor idiot or lunatic the receipt of the guardian or committee of his estate shall be a sufficient discharge to the Company.

Application
of money.

33.—(1) The Company may apply to the acquisition of the Cobham undertaking or to any purpose of the undertaking to which capital is properly applicable any moneys which they have raised or are authorised to raise under the Act of 1901.

(2) Subject to the provisions of this Act all money raised under this Act including any premium shall be applied for the acquisition of the Cobham undertaking and for any purpose of the undertaking to which capital is properly applicable and any sum of money which may arise by way of premium from the issue of shares or stock under the provisions of this Act shall not be considered as part of the capital of the Company entitled to dividend Provided that in any case where a power to raise money by borrowing or to create a special purposes fund is made proportionate to the paid-up capital the premium received from the sale of shares or stock by auction or tender as hereinbefore provided shall for such purposes be reckoned as part of the paid-up capital.

Power to
create a
special pur-
poses fund.

34.—(1) The directors of the Company may if they think fit in any year appropriate out of the revenue of the Company as part of the expenditure on revenue account any sum not

exceeding an amount equal to one per centum of the paid-up capital of the Company including premiums to a fund to be called "the special purposes fund." A.D. 1912.

(2) The special purposes fund shall be applicable only to meet such charges as a chartered accountant or incorporated accountant being the auditor of the Company or appointed for the purpose by the Board of Trade shall approve as being—

(a) Expenses incurred by reason of accidents strikes or circumstances which due care and management could not have prevented; or

(b) Expenses incurred in the replacement or removal of plant or works other than expenses requisite for maintenance and renewal of plant and works.

(3) The maximum amount standing to the credit of the special purposes fund shall not at any time exceed an amount equal to one-tenth part of the paid-up capital of the Company including premiums.

(4) The moneys forming the special purposes fund or any portion thereof may be invested in securities in which trustees are authorised by law to invest or may be applied for the general purposes of the Company to which capital is properly applicable or may be used partly in the one way or partly in the other.

(5) Resort may from time to time be had to the special purposes fund notwithstanding that the sum standing to the credit of the fund is for the time being less than the maximum allowed by this section.

(6) The money or securities standing to the credit of the insurance fund of the Company at the passing of this Act shall be credited to the special purposes fund.

35. If the clear profits of the undertaking of the Company in any year after appropriating and setting apart such sum or sums (if any) as may be determined upon under the powers of the Act of 1901 or of this Act for any fund or funds thereby authorised amount to a larger sum than is sufficient to pay the dividend on the preference capital and the dividend at the authorised rate on the ordinary capital of the Company the excess shall be carried to the credit of the divisible profits of such undertaking for the next following year: Application of excess of profits over authorised rate of dividend.

Provided that the sum standing to the credit of such divisible profits shall not at any time exceed the amount required to pay

A.D. 1912. one year's dividend at the authorised rate on the ordinary and preference capital of the Company.

SUPPLY OF GAS.

Repeal of certain sections of Act of 1899 Act of 1901 and Order of 1903.

36. The following sections of the Act of 1899 the Act of 1901 and the Order of 1903 are hereby repealed:—

Act of 1899—

- Section 31 (Power to supply gas fittings engines and other apparatus).
- Section 32 (Fittings not to be subject to distress).
- Section 34 (Maximum price of gas).
- Section 35 (Pressure of gas).
- Section 36 (No penalty in case of unavoidable cause or accident).
- Section 37 (Quality of gas).
- Section 39 (Burner).
- Section 41 (Company to pay interest on money deposited as security for meter).
- Section 42 (Company to keep meters in repair).
- Section 43 (Register of meter to be evidence).
- Section 45 (Injuring meters).
- Section 46 (Notice of discontinuance).
- Section 49 (Penalties not cumulative).

Act of 1901—

- Section 43 (If profits exceed amount limited excess may be invested and form an insurance fund).
- Section 44 (Application of excess of profits over authorised rate of dividend).
- Section 53 (Power to lay pipes in streets not dedicated to public use).
- Section 58 (Pressure of gas).
- Section 59 (No penalty in case of unavoidable cause).
- Section 60 (Quality of gas).
- Section 62 (Burner).
- Section 65 (Company to pay interest on money deposited as security for gas meters).
- Section 66 (Power to supply gas apparatus &c. for heating motive and other purposes).

Section 70 (Company to keep meters in repair).

A.D. 1912.

Section 71 (Register of meters to be evidence).

Section 72 (Notice to discontinue supply of gas).

Section 75 (Recovery of demands under fifty pounds).

Order of 1903—

Section 22 (Quality of gas).

Section 23 (Anti-fluctuators for gas engines).

Section 25 (Discounts).

37. As from the thirty-first day of December one thousand nine hundred and twelve the provisions of section 56 (Dividend dependent on price charged) of the Act of 1901 shall have effect as if the words "four shillings and twopence" were substituted for the words "four shillings and fourpence."

Standard price from 31st December 1912.

38. The price to be charged by the Company within the Cobham district for gas supplied by them to persons who shall burn the same by meter shall not at any time exceed that for the time being charged by the Company in the Company's district by more than sixpence per one thousand cubic feet but the price so charged in excess shall not be taken into account in calculating the rate of dividend payable under section 56 of the Act of 1901.

Limiting price of gas to be charged in Cobham district.

39. No penalty shall be incurred by the Company for insufficiency of pressure defect of illuminating power or excess of impurity in the gas supplied by them in any case in respect of which it is proved that such insufficiency defect or excess was produced by any circumstance beyond the control of the Company Provided that the want of sufficient funds shall not be held to be a circumstance beyond the control of the Company.

Saving as to penalties.

40. The prescribed number of candles shall not be less than fourteen.

Quality of gas.

41.—(1) The quality of the gas supplied by the Company shall with respect to its illuminating power be such as to produce at the testing place when burned at the rate of five cubic feet per hour a light equal in intensity to the light produced by fourteen sperm candles of six to the pound each consuming 120 grains of sperm per hour and shall be in all respects in accordance with the provisions of the Gasworks Clauses Act 1871.

Testing quality.

A.D. 1912.

(2) For testing the illuminating power of the gas the burner to be used shall be that known as the Metropolitan Argand No. 2 the photometer shall be the bar photometer the standard light shall be that supplied by Harcourt's ten-candle pentane lamp and in making the test the burner shall be so used as to obtain from the gas when burned at the rate aforesaid the greatest amount of light Provided that the Board of Trade may on the application of the Company or the local authority approve the use of any other burner photometer or standard light which may appear to the Board to be equally or more suitable for the testing.

(3) The Company shall within three months after the passing of this Act provide all the apparatus required by this Act for the testing of gas and shall at all times keep the same in proper order and repair.

Pressure.

42.—(1) All gas supplied by the Company to any consumer of gas shall be supplied at such pressure as to balance a column of water not less than eight-tenths of one inch in height at the main or as near as may be to the junction therewith of the service pipe supplying the consumer.

(2) Any gas examiner appointed under the Gasworks Clauses Act 1871 may for the purposes of this Act subject to the terms of his appointment at the testing place or at any public lamp as and when he thinks fit test the pressure at which the gas is supplied The Company shall afford to the examiner all reasonable facilities for making the test.

Testing place for gas supplied to Cobham district.

43. In the event of the gas supplied in the Cobham district being gas made at the works of the Company then notwithstanding anything contained in the Act of 1899 the testing place for the testing of such gas shall be the testing place provided by the Company under the Act of 1901.

As to purchase of residual products.

44. Notwithstanding anything contained in the Act of 1899 the Act of 1901 the Order of 1903 or this Act the Company shall not purchase for or use in any process of manufacture any materials other than those required for the making and supply of gas by them or for the working up of their own residual products or for the construction maintenance and repair of their gasworks plant and buildings or of gas fittings.

Power to utilise pipes for ancillary purposes.

45. The Company may lay down place repair alter remove and renew mains pipes and culverts within the Company's district and the Cobham district for the purpose of procuring

conducting or disposing of any oil or other materials used by them in or resulting from any manufacture of gas by them or any residual products thereof or for any purpose connected with their business and the provisions of the Gasworks Clauses Act 1847 with respect to the breaking up of streets for the purpose of laying pipes and for the protection of pipes when laid shall so far as applicable extend and apply to the laying down and placing repairing altering or removing and protection of such mains pipes and culverts. A.D. 1912.

46.—(1) The Company may demand for any gas supplied through a prepayment meter a not greater charge than for gas supplied to private consumers within the Company's district and the Cobham district through any other kind of meter or by any other method of supply. Charge for gas supplied by means of prepayment meters.

(2) The Company shall not charge for the hire of any prepayment meter and fittings to be used therewith any sum other than a sum of money calculated according to the quantity of gas supplied through such prepayment meter and the maximum sum to be so charged shall be at the rate of tenpence per one thousand cubic feet supplied in manner aforesaid such sum to include the hire of meter and the fittings used therewith or at the rate of one shilling per one thousand cubic feet if such fittings include a cooking stove :

The said charge shall include the providing letting fixing repairing and maintenance of the meter and fittings and the cost of collection and other costs incurred by the Company in connection with the meter and fittings.

(3) The Company shall not charge for the hire of any prepayment meter without fittings any sum other than a sum of money calculated according to the quantity of gas supplied through such prepayment meter and the maximum sum to be so charged shall be at the rate of sixpence per one thousand cubic feet supplied in manner aforesaid such sum to include the hire of the meter :

The said charge shall include the providing letting fixing repairing and maintenance of the meter and the cost of collection and other costs incurred by the Company in connection with the meter.

(4) For the purpose of this section the expression "prepayment meter" means any meter or appliance by which the quantity of gas supplied is regulated according to the amount of money prepaid therefor.

A.D. 1912.

Company to
pay interest
on money
deposited
as security
for gas
meter &c.

47. If any person is required by the Company to give to them security for any supply of gas or for the payment of the price or rent of a meter and such security is made by way of deposit the Company shall pay interest after the rate of four pounds per centum per annum on every sum of ten shillings deposited by way of such security for every six months during which the same remains in their hands.

Power to
supply gas
fittings and
fittings not
to be subject
to distress.

48.—(1) The Company may purchase sell let for hire fix repair and remove but shall not manufacture engines stoves ranges pipes and other fittings for lighting for motive power for the warming and ventilating of houses and buildings for the cooking of food and for all other purposes for which gas can or may be used and may provide all materials and work necessary or proper in that behalf and with respect thereto may demand and take such remuneration or rents and charges and make such terms and conditions as may be agreed upon.

(2) Any fittings let for hire under the provisions of this section shall not be subject to distress or to the landlord's remedy for rent or be liable to be taken in execution under process of any court or proceedings in bankruptcy against the person in whose possession the same may be.

(3) Subject as hereinafter provided all such fittings let for hire as aforesaid shall notwithstanding that they be fixed or fastened to any part of any premises in which they may be situate or to the soil under any such premises at all times continue to be the property of and removable by the Company Provided that nothing in this subsection shall affect the amount of assessment for rating of any premises upon which any such fittings are or shall be fixed.

(4) The Company shall only be entitled to the privileges and exemptions conferred by this section in respect of such fittings as shall have upon them respectively a sufficient mark or brand indicating the Company as the actual owners thereof.

Power to
enter pre-
mises and
remove fit-
tings.

49. The power to enter premises and remove pipes meters fittings or apparatus conferred upon the Company by section 22 of the Gasworks Clauses Act 1871 shall extend to all cases in which any person entering into occupation of any premises previously supplied with gas by the Company shall not require to take a supply of gas from the Company or to hire from the Company all or any of the pipes meters fittings or apparatus belonging to the Company and let by them on hire to any former occupier of such premises.

50. Every consumer of gas supplied by the Company who uses a gas engine shall if required to do so by the Company use an effective anti-fluctuator and shall at all times at his own expense keep such anti-fluctuator in proper order and in default of his so using or keeping such anti-fluctuator in proper repair the Company may cease to supply gas to such consumer. The Company shall have access to and be at liberty to take off remove test inspect and replace any such anti-fluctuator at all reasonable times such taking off removal testing inspecting and replacing to be done at the expense of the Company if the anti-fluctuator be found in proper order but otherwise at the expense of the consumer.

A.D. 1912.

Anti-fluc-
tuators for
gas engines.

51. No penalty shall be incurred by the Company for neglect or refusal to give a supply of gas in accordance with the provisions of this Act to any company body or person who uses or is in the habit of using machinery or apparatus for making and utilising suction gas if and so long as the giving of a supply to such company body or person would interfere with or jeopardise the supply of gas by the Company for public and private lighting and to consumers not using such machinery or apparatus as aforesaid. Provided that in the event of any difference or dispute arising as to whether any such supply of gas would be so interfered with or jeopardised as aforesaid such difference or dispute shall be referred to arbitration in manner provided by the Arbitration Act 1889.

Provision as
to supply to
users of
suction gas
plant.

52. A notice to the Company from a consumer for the discontinuance of a supply of gas shall not be of any effect unless it be in writing signed by or on behalf of the consumer and be left at or sent by post to the office of the Company.

Notice to
discontinue
supply of
gas.

53. The Company may acquire take and use any leave licence or authority to work use exercise and put in practice any invention under letters patent made or to be made granting any right or privilege of working using exercising or vending any invention in relation to the production manufacture utilisation or distribution of gas or materials used in or resulting from the manufacture of gas or any residual products thereof but not so as to acquire any exclusive right to the working using exercising or putting in practice of any such invention.

Power to
take licences
for use of
patents.

MISCELLANEOUS.

54. The Company may purchase or take on lease houses cottages and buildings for persons in their employ and for

Dwelling-
houses for
persons in

A.D. 1912.

Company's
employ and
for offices
showrooms
&c.Authentica-
tion and ser-
vice of
notices by
Company.

offices showrooms and other buildings for the purposes of their undertaking and may erect maintain and let any of such buildings upon any lands for the time being belonging or leased to the Company.

55. Any notice to be served by the Company on a person supplied with gas shall be sufficiently authenticated by the signature of the secretary of the Company being affixed thereto in writing or by a stamp or if it be a notice to pay any charge in respect of a supply of gas by the name either of the secretary or of a collector of the Company being affixed thereto in print or by a stamp and any such notice may be served on such person either personally or by sending the same through the post by a prepaid letter addressed to him by name at his last known or usual place of abode or business or by delivering the same to some inmate at his last known or usual place of abode or business or to any inmate of the premises supplied or if such premises be unoccupied and the place of abode of the person to be served is after proper inquiry unknown it shall in the case of any notice not being a notice to pay any charge be sufficient to affix such notice or a copy thereof upon some conspicuous part of such premises.

Recovery of
penalties &c.

56. Save as otherwise by this Act expressly provided all offences against the Act of 1901 or this Act and all penalties forfeitures costs and expenses imposed or recoverable under the Act of 1901 or this Act or any byelaw made in pursuance thereof may be prosecuted and recovered in a summary manner Provided that costs or expenses except such as are recoverable along with a penalty shall not be recovered as penalties but may be recovered summarily as civil debts.

Recovery of
demands.

57. Proceedings for the recovery of any demand made under the authority of the Act of 1901 or this Act or any incorporated enactment whether provision is or is not made for the recovery in any specified court or manner may be taken in any county court having otherwise jurisdiction in the matter provided that the demand does not exceed the amount recoverable in that court in a personal action.

Costs of Act.

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

The SCHEDULE referred to in the foregoing Act.

A.D. 1912.

AN AGREEMENT made this second day of August one thousand nine hundred and eleven between the Cobham Gas Company (hereinafter called "the Cobham Company") of the one part and the Leatherhead Gas and Lighting Company (hereinafter called "the Leatherhead Company") of the other part.

Stamp.

Ten
shillings.

WHEREAS the Leatherhead Company were incorporated by the Leatherhead Gas Act of 1901 (hereinafter called "the Act of 1901") and were authorised by that Act to supply gas in the parishes of Leatherhead and Headley and in certain portions of the parishes of Mickleham Fetcham Great Bookham Little Bookham and Effingham in the county of Surrey and to contract with any local authority company or persons beyond such limits for the supply to them respectively of gas in bulk:

And whereas the Leatherhead Company are supplying gas within the limits defined by the Act of 1901:

And whereas the Cobham Company were incorporated by the Cobham Gas Act 1899 (hereinafter called "the Act of 1899") and were authorised by that Act to supply gas in the parishes of Cobham and Stoke d'Abernon and so much of the parish of Byfleet as lies to the east of the River Wey Navigation Canal and by the Cobham Gas Order 1903 (hereinafter called "the Order of 1903") confirmed by the Gas Orders Confirmation (No. 1) Act 1903 further powers were conferred on the Cobham Company:

And whereas the Cobham Company are supplying gas within the limits defined by the Act of 1899:

And whereas the consumers of the Cobham Company have petitioned the directors of that company to transfer their undertaking and business to the Leatherhead Company so that they may be better served with gas and at a cheaper rate:

And whereas the Leatherhead Company consider that they are in a good position to supply gas economically and efficiently and to the satisfaction of the Cobham Company's consumers:

A.D. 1912.

And whereas the shareholders of the Cobham Company have passed a resolution accepting certain terms for disposing of their business in its entirety to the Leatherhead Company:

And whereas the debenture holders of the Cobham Company are to be paid in full or are at their option to receive debentures in the Leatherhead Company for an amount corresponding to the value of their holding in the Cobham Company:

And whereas the Leatherhead Company intend to promote a Bill in the ensuing session of Parliament for conferring further powers upon the Leatherhead Company for defining and extending their limits of gas supply for empowering that company to confirm this agreement with the Cobham Company for the acquisition of that company's undertaking the raising of additional capital and for other purposes:

And whereas the Cobham Company intend to assist the Leatherhead Company in their application for such Bill:

And whereas it has been agreed between the parties hereto that subject as hereinafter mentioned the Cobham Company shall sell and transfer and the Leatherhead Company shall purchase and take over the undertaking of the Cobham Company in manner hereinafter provided:

Now it is hereby agreed and declared by and between the parties hereto as follows:—

1. The Cobham Company shall sell and transfer and the Leatherhead Company shall purchase and take over for the consideration hereinafter mentioned the undertaking and business of the Cobham Company including therein all lands houses premises hereditaments easements and appurtenances of that company their plant works mains pipes meters and machinery the goodwill of the business and all goods chattels moneys credits debts bills notes and choses in action together with all powers of charge rights authorities and privileges and the benefit of all contracts and agreements and of all securities of that company and all other property of what kind soever although not herein expressly enumerated belonging to that company except any additional capital expenditure by the Cobham Company after the thirtieth day of June one thousand nine hundred and eleven.

2. The date from which the sale and transfer mentioned in the last clause hereof shall take effect shall be the thirtieth day of June one thousand nine hundred and eleven.

3. As part of the consideration for the said sale and transfer the Leatherhead Company shall after the passing of the Act hereinafter referred to in exchange for the certificates of the holders of the debenture stock in the Cobham Company and the cancellation and surrender thereof issue to such holders of debenture stock or their

nominees an equal amount of four per cent. debenture stock in the Leatherhead Company or at the option of the said holders pay to them in cash the full face value of the said debenture stock. A.D. 1912.

4. As further part of the consideration for the said sale and transfer the Leatherhead Company shall after the passing of the Act hereinafter referred to in exchange for the certificates in the Cobham Company pay to the shareholders the sum of two pounds ten shillings for each share held by them in the Cobham Company or shall at the option of such shareholders allot to them or their nominees shares of the Leatherhead Company ranking *pari passu* in all respects with the existing shares of the Leatherhead Company which shares shall be allotted as follows (that is to say). In exchange for every four ten pound shares held by a shareholder of the Cobham Company one such share of the Leatherhead Company :

Provided that in the event of any shareholder of the Cobham Company possessing a less number of shares in that company than four the Leatherhead Company shall pay to each such shareholder the sum of seven pounds ten shillings five pounds or two pounds ten shillings as the case may be in exchange for the certificate of the share or shares held by him and for the surrender and cancellation thereof.

5. As further part of the consideration for the said sale and transfer the Leatherhead Company shall after the passing of the Act hereinafter referred to pay satisfy and discharge all the debts liabilities obligations and engagements of the Cobham Company and the Leatherhead Company shall adopt perform and fulfil all contracts and engagements then binding on the Cobham Company and shall at all times keep indemnified that company against all such debts liabilities obligations contracts and engagements and against all actions proceedings costs damages claims and demands in respect of the same.

6. As the residue of the consideration for the said sale and transfer the Leatherhead Company shall after the passing of the Act hereinafter referred to pay to each shareholder of the Cobham Company who under this agreement has had allotted to him a share or shares in the Leatherhead Company a bonus of ten shillings for each share in the Cobham Company surrendered by him.

7. The Leatherhead Company shall bear the reasonable expenses of and incident to the transfer of the Cobham Company's undertaking to them including the reasonable costs of this agreement. The reasonable costs of the winding up of the Cobham Company shall also be paid by the Leatherhead Company.

8. No sums shall be spent on capital account by the Cobham Company after the thirtieth day of June one thousand nine hundred

A.D. 1912. and eleven without the sanction of the Leatherhead Company who shall (in addition to the consideration referred to in the preceding paragraphs hereof) repay to the Cobham Company on the passing of the Act hereinafter referred to all capital expenditure sanctioned as aforesaid.

9. The Bill to be promoted by the Leatherhead Company shall contain all necessary provisions and clauses relative to the consideration to be paid by the Leatherhead Company to the Cobham Company and its appropriation and to winding up the affairs of the latter company.

10. The Cobham Company shall continue to carry on their undertaking hereby agreed to be sold and transferred in the ordinary course of business for such period expiring not later than the twenty-ninth day of September one thousand nine hundred and twelve as the Leatherhead Company shall by notice in writing require and at the conclusion of such period all accounts (if any) between the Cobham Company and the Leatherhead Company shall be duly adjusted.

11. The works and plant of the Cobham Company shall be handed over to the Leatherhead Company in such a state of repair as they would ordinarily be in and so as to meet the requirements of the manufacture and supply of gas for the Cobham Company's limits as at the present time.

12. The Cobham Company shall not hereafter enter into any contract except with the consent in writing of the directors of the Leatherhead Company.

13. The Leatherhead Company shall take over the business of the Cobham Company as a going concern and shall (subject to the passing and the provisions of the Act to be applied for by that company) supply gas within the limits of the Cobham Company in all respects upon the terms and conditions upon which the same are now supplied by the Cobham Company and shall be entitled to all the benefits of all the rights powers and privileges and shall be subject to all the obligations to which the Cobham Company are entitled or subject under the Act of 1899 or any of the Acts incorporated therewith or the Order of 1903 and shall fulfil all contracts entered into by the Cobham Company and the Leatherhead Company shall keep the Cobham Company and the directors thereof effectively indemnified against the breach of any of the said obligations or of any contracts undertaken by the Cobham Company.

14. For the purpose of determining the ad valorem duty payable in respect of the property comprised in the sale which passes by delivery the consideration for such property belonging to the Cobham Company shall be taken to be two hundred and fifty pounds.

15. The Cobham Company shall make out a good holding title to the freehold property comprised in the said sale and shall furnish to the Leatherhead Company within fourteen days from the date of these presents an abstract of such title. The title shall commence with the earliest document being a good root of title in the possession of the Cobham Company. The Leatherhead Company shall send its objections and requisitions in respect of the title within ten days of the delivery of the abstract of title and in this respect time shall be of the essence of the contract and in default of such objections and requisitions (if none) and subject to such (if any) the Leatherhead Company shall be deemed to have accepted the title.

16. The Leatherhead Company shall be entitled after the actual transfer to all books maps plans registers accounts deeds and documents of the Cobham Company but the Leatherhead Company shall at all times after the actual transfer furnish to the Cobham Company free of charge from time to time such copies of or extracts from any of the said books maps plans registers accounts deeds or documents as the latter company may reasonably require for the purposes of the winding up of their undertaking and shall give to the representatives or representative of the Cobham Company the free right to inspect same.

17. The purchase and transfer hereby agreed to be made shall be completed within twenty-eight days after the Royal Assent shall have been given to the Bill to be promoted by the Leatherhead Company in the next session of Parliament for giving effect to this agreement and for other purposes when the Cobham Company shall execute and do or procure to be executed and done all such assurances acts and things as may reasonably be required by the Leatherhead Company for vesting in it the property hereby agreed to be transferred and giving to it the full benefit of these presents.

18. If any question shall arise between the parties hereto as to the true meaning of this agreement or as to anything to be done by either party thereunder the same shall be referred to a single arbitrator to be appointed by the President for the time being of the Institute of Civil Engineers on the application of either party.

19. All the stipulations hereinbefore contained shall be considered as conditional upon some Act of Parliament authorising the Leatherhead Company to purchase and take over the said undertaking and rights of the Cobham Company and confirming this agreement receiving the Royal Assent before the twenty-ninth day of September one thousand nine hundred and twelve and this agreement is subject to such alterations as either House of Parliament may see fit to make therein but if any material alteration be so made either party shall be at liberty to withdraw from this agreement.

A.D. 1912.

In witness whereof the Cobham Company and the Leatherhead Company have hereunto affixed their respective common seals the day and year first above written.

The common seal of the Cobham Gas Company was affixed }
hereto in the presence of

L.S.

CHAS. EDWD. WOOLNOUGH }
FREDERICK COWLIN } Directors.
W. B. MARTIN }

A. BAKER Secretary.

The common seal of the Leatherhead Gas and Lighting }
Company was affixed hereto in the presence of

L.S.

W. H. BROWN }
ALFD. G. BLAKER } Directors.

JOHN YOUNG Secretary.

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