



CHAP. xli.

An Act for altering and enlarging the powers of the Launceston and South Devon Railway Company for raising money, and for vesting their undertaking in the South Devon Railway Company ; and for other purposes.

A.D. 1869.

[24th June 1869.]

WHEREAS the Launceston and South Devon Railway Company (herein-after referred to as "the Company") were incorporated by the Launceston and South Devon Railway Act, 1862, (herein-after referred to as "the Act of 1862,") and were thereby empowered to construct a railway from the South Devon railway at Tavistock to Launceston, and to raise for that purpose by the creation of shares (herein-after referred to as "original shares") the sum of one hundred and eighty thousand pounds, and by borrowing the sum of sixty thousand pounds :

25 & 26 Vict.
c. cxi.

And whereas by the Launceston and South Devon Railway Act, 1863, the company were empowered to make a deviation of their railway, but were not authorized to raise any further capital :

26 & 27 Vict.
c. cv.

And whereas the company duly proceeded with the construction of their railway, and the same was opened for traffic on the first day of July one thousand eight hundred and sixty-five :

And whereas by the Launceston and South Devon Railway Act, 1866, (herein-after referred to as "the Act of 1866,") the company were empowered to raise by the creation of preference shares a further sum of thirty-six thousand pounds, and also to cancel and re-issue as preference shares certain original shares when forfeited or surrendered, to the amount of not exceeding thirty-two thousand pounds ; and by the same Act the company were authorized to borrow a further sum of twelve thousand pounds :

And whereas, under the provisions of the Act of 1866, the company created new shares to the authorized amount of thirty-six thousand pounds, and attached thereto a preferential dividend at the rate of

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And whereas of the said shares created as last aforesaid shares to the amount of about two thousand five hundred pounds only have been taken up, and the company have not been able to exercise the power of borrowing conferred upon them by the Act of 1866, and they have not re-issued any of the original shares which have been cancelled under the authority of the same Act:

And whereas the company have incurred debts and liabilities in the construction of their railway and for the purposes of their undertaking to the amount, as nearly as can be estimated, of thirty-three thousand five hundred pounds, which they are required to discharge:

And whereas, in accordance with and by virtue of an agreement between the company and the South Devon Company which is scheduled to and confirmed by the Act of 1862, the railway of the company is now being worked by the South Devon Company, and, in exercise of a power to that effect contained in the same Act, the last-named company have guaranteed the payment of the interest upon all the monies borrowed by the company under the authority of that Act:

And whereas the South Devon Company have acquired and now hold, under the authority of the South Devon Railway Act, 1866, original shares in the capital of the company to the amount of one hundred and eleven thousand two hundred and fifty pounds:

And whereas an agreement has been entered into, subject to the sanction of Parliament, for an amalgamation of the company with the South Devon Company, and the terms upon which such amalgamation is proposed to be effected are set forth in the schedule to this Act:

And whereas one of the conditions of the proposed amalgamation is that the company shall pay and discharge all their outstanding debts and liabilities, amounting, as before mentioned, to about the sum of thirty-three thousand five hundred pounds, but the company are absolutely unable to raise money for that purpose under their present powers:

And whereas it is very desirable, in the interests of the company and of their shareholders and creditors, that the proposed amalgamation should be carried out, and the same would tend to the better and more economical management of the undertaking of the

company, and to that end it is expedient that the company should be empowered to raise money for the payment and discharge of their said debts and liabilities by borrowing on mortgage to the amount authorized by this Act :

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And whereas upon the amalgamation the borrowed capital of the company, including the monies to be borrowed by them under the authority of this Act, will become part of the borrowed capital of the South Devon Company, which last-mentioned capital, when so increased, will not exceed one third part of the aggregate share capitals of the two companies :

And whereas the objects aforesaid 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 Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows :

1. This Act may be cited for all purposes as "The Launceston and South Devon Railway Act, 1869." Short title.

2. Part III. (relating to debenture stock) of the Companies Clauses Act, 1863, and Part V. (relating to amalgamation) of the Railways Clauses Act, 1863, are, except where expressly varied by this Act, incorporated with and form part of this Act. Parts of
26 & 27 Vict.
cc. 92. and
118. incor-
porated.

3. In this Act the several words and expressions to which meanings are assigned by the Acts of which parts are incorporated with this Act have the same respective meanings, unless there be something in the subject or context repugnant to such construction : Interpreta-
tion of terms.

The expression "the company" means the Launceston and South Devon Railway Company :

The expression "the South Devon Company" means the South Devon Railway Company :

The expression "superior courts" or "court of competent jurisdiction," or any other like expression in this Act or in the parts of Acts incorporated herewith, shall be read and have effect as if the debt or demand in respect of which the expression is used were a common simple contract debt, and not a debt or demand created by statute.

4. The heads of arrangement between the company and the South Devon Company for the amalgamation of the undertaking, railway, property, and powers of the company with the undertaking, railway, property, and powers of the South Devon company (in this Act called "the scheduled heads of arrangement"), which are set Heads of
arrangement
between
company
and South
Devon Com-
pany for

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amalgama-
tion set forth
in schedule
to Act con-
firmed.

Power to
borrow for
the purposes
of the sche-
duled terms
of amalga-
mation.

Powers of
the company
for raising
money ex-
tinguished.

Undertaking
of company
vested in
South Devon
Company.

Dissolution
of company.

Capital of
South Devon
Company
increased.

forth in the schedule to this Act annexed, are by this Act confirmed and made binding on the two companies respectively, and full effect may and shall be given thereto as an incorporated part of this Act.

5. The company may, from time to time and at any time after the passing of this Act, raise by borrowing any sums not exceeding in the whole the sum of thirty thousand pounds, and the money so raised shall be applied in payment and discharge of the debts and liabilities of the company, and to no other purpose; and all the powers of the company for raising money by borrowing under the Act of 1866 are hereby extinguished.

6. On and after the passing of this Act, all the powers of the company for raising money by shares under the Acts of 1862 and 1866, beyond the amount of six thousand pounds, shall be and the same are hereby extinguished; and the company shall cancel all existing shares in their capital which have been created by them, but not issued, beyond that amount.

7. In accordance with the terms and conditions of the scheduled heads of arrangement, the undertaking, railway, sidings, stations, works, and conveniences, lands, buildings, and estates, plant, stock, property, effects, claims, and demands whatsoever, of or to which the company, by virtue of the recited Acts relating to them or otherwise howsoever, are at the time at which, in accordance with the scheduled heads of arrangement, the amalgamation shall take effect, seised or possessed or in any way entitled, at law or in equity, or otherwise howsoever, with the appurtenances, are by this Act vested in the South Devon Company as part of and amalgamated with their undertaking, railway, property, and effects, and the amalgamation shall take place at the period in that behalf expressed in the scheduled heads of arrangement.

8. Subject to the provisions of this Act, the company shall on the amalgamation be dissolved and cease to exist, and thenceforth, except as by this Act or the scheduled heads of arrangement otherwise expressly provided, the South Devon Company shall to all intents represent the company as if those two companies had originally been and had continued without intermission to be one and the same body corporate.

9. The South Devon Company may increase their capital for the purposes of the amalgamation, and may from time to time create and issue new shares or stock to the requisite amount, either wholly or partly ordinary, or wholly or partly preferential; provided that the aggregate amount of capital raised by them by the creation of new shares or stock or both does not exceed the amount of the

existing capital of the company in shares at the time of amalga-
mation.

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10. The amount which the South Devon Company are autho-
rized to raise by mortgage or debenture stock shall on the amalga-
mation be increased by the amount which the company have raised
or are then authorized to raise by mortgage or debenture stock.

Increase of
borrowing
powers of
South Devon
Company.

11. The clauses and provisions of the Companies Clauses Conso-
lidation Act, 1845, with respect to the following matters; (that is to
say,)

Extending
parts of
Companies
Clauses Acts
to the South
Devon Com-
pany.

The transfer and transmission of shares ;

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

The forfeiture of shares for nonpayment of calls ;

The consolidation of shares into stock ;

The remedies of the creditors of the company against the share-
holders ;

The borrowing of money on mortgage or bond ;

The conversion of borrowed money into capital ; and

Part II. (relating to additional capital), and Part III. (relating to
debenture stock) of the Companies Clauses Act, 1863, shall extend
and apply to the South Devon Company and the capital which they
are by this Act authorized to raise.

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

Shares or
stock not
issued until
one fifth
paid up.

13. And whereas the South Devon Company have obtained an
Act in the present session of Parliament for consolidating, regulating,
and defining their capital, and it is expedient that the powers hereby
conferred upon them for raising capital should be exercised by them
subject to and in accordance with the provisions of such Act : There-
fore, subject to the provisions of the said Act and this Act respec-
tively, the South Devon Company, if they think fit, may raise all or
any of the capital which they are by this Act authorized to raise by
shares or stock by the creation and issue of new shares or stocks of
the same classes respectively with the shares or stocks which they
are by the said Act authorized to create and issue.

New shares
or stock
raised under
this Act and
South Devon
Act of this
session may
be of same
class.

14. Except as by or under the powers of this Act otherwise pro-
vided, all new shares or stock issued by the South Devon Company
under the powers of this Act shall, in proportion to the aggregate
amount from time to time paid up on the new shares or stock held

Qualifica-
tions of new
shares.

A.D. 1869. by the same person at the same time, entitle the respective holders thereof to the same dividends and profits, and confer on them the like qualifications and the like rights of voting as the like amount paid up on the other shares or stock of the South Devon Company of the same class, but on the principle, as regards voting and qualification, that each sum of fifty pounds paid up in respect of the ordinary new shares or stock held by any such holder shall be deemed equivalent to one original share of fifty pounds in the capital of the South Devon Company.

Interest not to be paid on calls paid up.

15. The company and the South Devon Company respectively shall not, out of any money by this Act authorized to be raised by shares or stock, pay interest or dividend to any shareholder on the amount of the calls made in respect of the shares held by him: Provided always, that this Act shall not prevent the company or the South Devon Company from paying to any shareholder such interest on money advanced by him beyond the amount of the calls actually made as is in conformity with the Companies Clauses Consolidation Act, 1845.

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

16. The company and the South Devon Company shall not, out of any money by this Act authorized to be raised, pay or deposit any sum which, by any standing order of either House of Parliament, now or hereafter in force, may be required to be deposited in respect of any application to Parliament for the purpose of obtaining an Act authorizing the company or the South Devon Company to construct any other railway or to execute any other work or undertaking.

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

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

Expenses of Act.

18. 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.

SCHEDULE referred to in the foregoing Act.

HEADS OF ARRANGEMENT between the LAUNCESTON AND SOUTH DEVON RAILWAY COMPANY (herein-after called "the Launceston Company,") and the SOUTH DEVON RAILWAY COMPANY (herein-after called "the South Devon Company"), for the amalgamation of the undertaking, railway, property, and powers of the Launceston Company with the undertaking, railway, property, and powers of the South Devon Company.

1. These heads to be subject to the sanction of Parliament.
2. The Launceston Company to adjust and discharge all their outstanding debts and liabilities, and to apply to Parliament for power to raise sufficient money for that purpose by borrowing, or by the creation of debenture stock, or by such other means as Parliament may authorize.
3. The Launceston Company to incur no further liabilities on capital account without the sanction of the South Devon Company.
4. The five per cent. preference shares in the Launceston Company to be converted into a like amount of five per cent. preference shares or stock of the South Devon Company.
5. The South Devon Company to take upon themselves the debenture debts of the Launceston Company, including any monies to be raised as provided for in article 2, the interest on the said debenture debts to be paid by the South Devon Company from the fifteenth day of June one thousand eight hundred and sixty-nine.
6. The South Devon Company to retain the amount of all sums paid by them by way of dividend and interest under articles 4 and 5 out of the monies payable by them to the Launceston Company under the heads of arrangement confirmed by the Launceston and South Devon Railway Act, 1862.
7. The South Devon Company to undertake the obligations of the Launceston Company under section thirty-four of the Launceston and South Devon Railway Act, 1862, and section fourteen of the Launceston and South Devon Railway Act, 1866; such allowances being made by the Launceston Company in respect thereof as shall be settled, in case of difference, by arbitration.
8. Any additional works or improvements required on the Launceston and South Devon Railway, of the description referred to in article 6 of the heads of arrangement confirmed by the Launceston and South Devon Railway Act, 1862, to be executed by the South Devon Company, and the Launceston Company to make such allowances, by way of interest, in respect of the outlay, as shall be determined, in case of difference, by arbitration.
9. The arrangement between the two companies confirmed by the Launceston and South Devon Railway Act, 1862, (except so far as the same is modified by these heads,) to continue in force for a further period of five years from the first day of January one thousand eight hundred and sixty-nine.

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10. At the end of the year one thousand eight hundred and seventy-three, the ordinary shares in the Launceston Company not previously acquired by the South Devon Company to be converted into consolidated ordinary stock of the South Devon Company on the terms of every holder of Launceston shares receiving in exchange for his shares such an amount of the said stock as will produce, at the rate of dividend paid on that stock for the year one thousand eight hundred and seventy-three, the same amount of dividend as that paid on the Launceston shares held by him for the same year: Provided that if the dividend on the Launceston shares, or on the South Devon ordinary stock, for the year one thousand eight hundred and seventy-three, be increased or diminished by exceptional circumstances, a fair allowance in respect thereof shall be made on the exchange between the companies, the amount of such allowance to be settled in case of difference by arbitration, and the arbitrator or arbitrators to have power to determine whether the circumstances alleged to have affected exceptionally the dividend of either company are within the meaning of this proviso: Provided also, that the amount of the said South Devon ordinary stock to be given in exchange is to be in no case less than at the rate of eighty pounds thereof for every one hundred pounds of Launceston shares. If any person shall become entitled under this article to a fractional part of a pound of South Devon stock, the South Devon Company shall not be bound to register such fractional part, but may receive from such person such a further sum in cash as, computed at the market price of the day, will make up an even pound, or, at their option, may pay to such person in cash the value, computed as aforesaid, of such fractional part.

11. Upon the conversion provided for by article 10 being effected, the Launceston Company to be amalgamated with the South Devon Company, as from the thirty-first day of December one thousand eight hundred and seventy-three, and to be dissolved, and the shares acquired by the South Devon Company in the capital of the Launceston Company to be cancelled and extinguished.

12. Arbitration under the Railway Companies Arbitration Act, 1859, on all differences.

Dated the ninth day of April one thousand eight hundred and sixty-nine.

EDWD. ARCHER,
Chairman, Launceston and South Devon
Railway Company.

THO. WOOLLCOMBE,
Chairman, South Devon Railway Company.