



CHAPTER cxlviii.

An Act for conferring upon the Great Western Railway Company further powers for the construction of New Railways and other Works and the taking of Lands in the county of Glamorgan; for vesting in the Company the undertaking of the Torbay and Brixham Railway Company; and for other purposes. [24th July 1882.]

A.D. 1882.
—

WHEREAS it is expedient that the Great Western Railway Company (in this Act called "the Company") should be empowered to make and maintain the railways and to stop up the existing road and to make the new road in lieu thereof and to execute the other works in the county of Glamorgan and exercise the powers by this Act respectively authorised and conferred and to acquire for the purposes of this Act and for the general purposes of their undertaking and for providing increased accommodation the lands houses and buildings in this Act described or referred to:

(Railways and other works.)

And whereas plans and sections showing the lines and levels of the railways road and other works by this Act authorised to be constructed and the lands by this Act authorised to be acquired and also books of reference containing the names of the owners and lessees or reputed owners and lessees and of the occupiers of the lands required or which may be taken for the purposes or under the powers of this Act were duly deposited with the clerk of the peace for the county of Glamorgan and are herein-after respectively referred to as the deposited plans sections and books of reference:

(Deposit of plans &c.)

And whereas the Torbay and Brixham Railway Company (herein-after called "the Torbay Company") and the Company have entered into the agreement (herein-after referred to as "the scheduled agreement") which is set forth in the schedule to this Act for the sale of the undertaking of the Torbay Company to the Company:

(Torbay and Brixham Railway Company.)

And whereas Mary Ann Ellis and Arthur Hill Wolston mentioned in the said agreement are the holders of nearly the whole of

A.D. 1882. the debenture stock and preference capital of the Torbay Company and have consented to the provisions of the scheduled agreement :

And whereas it is expedient that the said agreement should be confirmed and carried into effect :

(Briton
 Ferry Dock
 under-
 taking.)
 36 & 37 Vict.
 c. ccxii.

And whereas under the provisions of the Briton Ferry Dock (Transfer) Act 1873 the undertaking of the Briton Ferry Floating Dock Company has been vested in the Company and the Briton Ferry Floating dock company has been dissolved and its affairs wound up but there are certain moneys in the hands of the Company which were set apart for distribution among the creditors of the said dock company or such of them as might be entitled to any share or interest therein and it is expedient that provision should be made with respect to the distribution of such moneys amongst the creditors of the said dock company or such of them as may be entitled to any interest therein and as to the discharges or receipts to be given to the Company in respect thereof :

(Additional
 capital.)

And whereas it is expedient that the Company should be empowered to raise a further sum of money for the purposes of this Act and for the general purposes of their undertaking :

And whereas the objects aforesaid cannot be attained without the authority of Parliament :

May it therefore please Your Majesty that it may be enacted and be it enacted by the Queen's most Excellent Majesty by and with the advice and consent of the Lords Spiritual and Temporal and Commons in this present Parliament assembled and by the authority of the same as follows :—

Short title.

1. This Act may be cited for all purposes as the Great Western Railway (No. 2) Act 1882.

Incorporation of general Acts.

2. The following Acts and parts of Acts are except where expressly varied by this Act incorporated with and form part of this Act (that is to say) :

8 & 9 Vict.
 c. 18.

The Lands Clauses Consolidation Acts 1845 1860 and 1869 :

23 & 24 Vict.
 c. 106.

The Railways Clauses Consolidation Act 1845 :

32 & 33 Vict.
 c. 18.

Part I. (relating to the construction of a railway) Part II. (relating to extension of time) and Part V. (relating to amalgamation) of the Railways Clauses Act 1863 :

8 & 9 Vict.
 c. 20.

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

26 & 27 Vict.
 c. 92.

The distribution of the capital of the Company into shares ;

8 & 9 Vict.
 c. 16.

The transfer or 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 remedies of creditors of the Company against the shareholders; A.D. 1882.

The borrowing of money;

The conversion of the borrowed money into capital; and

The consolidation of shares into stock:

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

Part I. (relating to cancellation and surrender of shares) Part II. (relating to additional capital) and Part III. (relating to debenture stock) of the Companies Clauses Act 1863. 26 & 27 Vict.
c. 118.

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: Interpreta-
tion.

The expression "the railways" means the new railways by this Act authorised:

The expression "the Torbay undertaking" means the undertaking of the Torbay Company as defined by the scheduled agreement:

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

4. Subject to the provisions of this Act the Company may make and maintain in the lines and according to the levels shown on the deposited plans and sections relating thereto the railways herein-after described with all proper stations sidings approaches roads works and conveniences connected therewith and may enter upon take and use such of the lands delineated on the deposited plans thereof and described in the deposited books of reference relating thereto as may be required for those purposes: Power to
make rail-
ways.

The railways herein-before referred to and authorised by this Act are wholly situate in the county of Glamorgan and are—

1. A railway (distinguished on the deposited plans and sections and in this Act referred to as railway No. 6) (one mile five furlongs seven chains ninety links in length) to be wholly situate in the parish of Llantrissant commencing by a junction with the Ely Valley Extension Railway near the Hendreforchan Junction Station, and terminating by a junction with the Ely Valley Railway at a point thereon about seventeen chains northward of the bridge which carries that railway over the public carriage-road immediately to the southward of the Ton-yr-efail goods station on that railway:

[Ch. cxlviii.] *Great Western Railway (No. 2)* [45 & 46 Vict.]
Act, 1882.

A.D. 1882.

2. A railway (distinguished on the deposited plans and sections and in this Act referred to as railway No. 7) (two miles three furlongs eight chains ninety links in length) commencing in the parish of Llantrissant by a junction with the Ely Valley Railway at or near the termination of railway No. 6 and terminating in the parish of Llanwonno by a junction with the railway of the Taff Vale Railway Company at or near the Porth Station on that railway.

3. A railway (distinguished on the deposited plans and sections and in this Act referred to as railway No. 8) (one mile three furlongs seventy links in length) commencing by a junction with the South Wales Railway of the Company at or near the milepost on that railway indicating one hundred and ninety-six and a half miles from Paddington and terminating by a junction with the Porthcawl Branch of the Llynvi and Ogmore Railway Company about twenty-seven chains north-east of the crossing on the level by the said railway of the road from Pyle Bridge to Pwyllgarth.

Railways to be part of Company's undertaking.

5. The railways above described shall for all purposes including the demanding and recovering of tolls rates and charges be deemed to be part of the Company's undertaking.

18 & 19 Vict. c. xcvi.

The tolls rates and charges to be demanded and recovered in respect of the railways and the traffic thereon shall not exceed the tolls rates and charges prescribed by the South Wales Railway Consolidation Act 1855.

Inclinations of certain roads.

6. In altering for the purposes of this Act the roads next hereinafter mentioned the Company may make the same of any inclinations not steeper than the inclinations herein-after mentioned in connexion therewith respectively (that is to say):

No. on deposited Plan.	Parish.	Description of Road.	Intended Inclination.
RAILWAY No. 6.			
6	Llantrissant	Public road	1 in 15.
RAILWAY No. 8.			
6	Pyle and Kenfig	Disturnpiked road	1 in 25.
19	Pyle and Kenfig	Public road	1 in 15 and 1 in 20.
26	Pyle and Kenfig	Public road	1 in 12 and level.

Heights and spans of certain bridges.

7. The Company may make the arches of the bridges for carrying the under-mentioned railways over the roads next herein-after mentioned of any heights and spans not less than the heights and

[45 & 46 VICT.] *Great Western Railway (No. 2)* [Ch. cxlviii.]
Act, 1882.

spans herein-after mentioned in connexion with those roads A.D. 1882. respectively (that is to say) :

No. on deposited Plan.	Parish.	Description of Road.	Height.	Span.
------------------------	---------	----------------------	---------	-------

RAILWAY NO. 6.

29	Llantrissant	- Public road	Feet. 14	Feet. 15
61a	Llantrissant	- Public road	14	20

RAILWAY NO. 8.

6	Pyle and Kenfig	- Disturnpiked road	15	25
26	Pyle and Kenfig	- Public road	14	15

8. The Company may make the roadway over the bridges by which the following roads will be carried over the under-mentioned railways of such width between the fences thereof as the Company think fit not being less than the respective widths herein-after specified (that is to say) :

Widths of certain roadways.

No. on Plan.	Parish.	Description of Roadway.	Width of Roadway.
--------------	---------	-------------------------	-------------------

RAILWAY NO. 6.

6	Llantrissant	- Public road	Feet. 14
---	--------------	---------------	----------

RAILWAY NO. 8.

6	Pyle and Kenfig	- Disturnpiked road	25
19	Pyle and Kenfig	- Disturnpiked road	25

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

Period for completion of railways.

10. If the Company fail within the period limited by this Act to complete the railways respectively the Company shall be liable to a penalty of fifty pounds a day for every day after the expiration of the period so limited until the uncompleted railway or railways is or are completed and opened for public traffic or until the sum received in respect of such penalty shall amount to five per centum on the estimated cost of the uncompleted railway or railways :

Imposing penalty unless railways opened.

[Ch. cxlviii.] *Great Western Railway (No. 2)* [45 & 46 VICT.]
Act, 1882.

A.D. 1882.

17 & 18 Vict.
c. 31.

The said penalty may be applied for by any landowner or other person claiming to be compensated in respect of the railway or railways in reference to which the penalty has been incurred in accordance with the provisions of the next following section of this Act or by the Solicitor of Her Majesty's Treasury and in the same manner as the penalty provided in section three of the Railway and Canal Traffic Act 1854.

Every sum of money recovered by way of such penalty as aforesaid shall be paid under the warrant or order of such court or judge as is specified in that section to an account opened or to be opened in the name and with the privity of Her Majesty's Paymaster General on behalf of the Chancery Division of the High Court of Justice in the bank and to the credit specified in such warrant or order and shall not be paid thereout except as herein-after provided :

But no penalty shall accrue in respect of any time during which it shall appear by a certificate to be obtained from the Board of Trade that the Company was prevented from completing or opening the uncompleted railway or railways by unforeseen accident or circumstances beyond their control. Provided that want of sufficient funds shall not be held to be a circumstance beyond their control.

Providing
for appli-
cation of
penalty.

11. Every sum of money so recovered by way of penalty as aforesaid shall be applicable and after due notice in the London Gazette shall be applied towards compensating any landowners or other persons whose property may have been interfered with or otherwise rendered less valuable by the commencement construction or abandonment of the railway or railways in respect of which the penalty has been incurred or any portion thereof or who may have been subjected to injury or loss in consequence of the compulsory powers of taking property conferred upon the Company by this Act and for which injury or loss no compensation or inadequate compensation shall have been paid, and shall be distributed in satisfaction of such compensation as aforesaid in such manner and in such proportions as to the Chancery Division of the High Court of Justice may seem fit :

If no such compensation shall be payable or if a portion of the sum or sums of money so recovered by way of penalty as aforesaid shall have been found sufficient to satisfy all just claims in respect of such compensation then the said sum or sums of money recovered by way of penalty or such portion thereof as may not be required as aforesaid shall either be forfeited to Her Majesty and accordingly be paid to or for the account of Her Majesty's Exchequer in such manner as the said Chancery Division thinks fit to order on the application of the Solicitor to Her Majesty's Treasury and shall be

A.D. 1882.

carried to and form part of the Consolidated Fund of the United Kingdom or in the discretion of the said Chancery Division if the Company is insolvent and has been ordered to be wound up or a receiver has been appointed shall wholly or in part be paid to such receiver or to the liquidator or liquidators of the Company or be otherwise applied as part of the assets of the Company for the benefit of the creditors thereof.

12. The further quantity of land to be taken by the Company for the extraordinary purposes mentioned in the Railways Clauses Consolidation Act 1845 shall not exceed three acres.

Land for extraordinary purposes.

13. Subject to the provisions of this Act the Company may make in the lines and levels shown on the deposited plans and sections relating thereto the new road and other works herein-after described with all proper works and conveniences connected therewith and they may exercise the other powers herein-after mentioned and may enter upon take and use such of the lands delineated on the said plans and described in the deposited books of reference relating thereto as may be required for those purposes (that is to say)—

Power to Company to make new road and other works.

(1) They may in the parish of Swansea in the county of Glamorgan widen extend and enlarge at the northern side thereof the bridge which carries the Company's Swansea and Neath Railway over the public carriage-road which crosses that railway at a point about seven chains westward of the milepost on the said railway indicating one and a half miles from Swansea Provided always that the widening extending and enlarging of such bridge over the said public carriage-road shall be made in conformity with plans sections and elevations to be previously agreed upon between the borough surveyor and the principal engineer of the Company and in the event of difference by an arbitrator to be appointed by the President for the time being of the Institution of Civil Engineers and such widening shall not exceed twenty-four feet beyond the present width of the bridge and the height of the widened portion shall at all parts be the same as the crown of the arch of the present bridge:

(2) They may stop up and discontinue so much as lies within the boundaries of the Company's property of the road in the parish of Aberdare in the county of Glamorgan which crosses the railway of the Company on the level one hundred and ninety-five yards or thereabouts westward of the western end of the passenger platform at the Llwydcoed Station and in lieu thereof they may make in the same parish a new road under the said

A.D. 1882.

railway at or near the site of the said level crossing such road to commence by a junction with the existing road about one hundred yards northward of the said level crossing and to terminate by a junction with such road about sixty-five yards southward of such crossing.

Power to deviate in construction of new road.

14. The Company may in constructing the new road by this Act authorised deviate from the lines thereof to the extent of the limits of deviation marked on the deposited plans and may deviate from the levels of the new road shown on the deposited sections to any extent not exceeding five feet but not so as to increase the rate of inclination of that new road as shown on the said sections.

As to vesting of site and soil of portion of road stopped up.

15. The site and soil of the portion of road stopped up and discontinued under the authority of this Act and the fee simple and inheritance thereof shall if the Company are or if and when under the powers of this Act they become the owners of the lands on both sides thereof be wholly and absolutely vested in the Company and they may appropriate the same to the purposes of their undertaking.

Extinguishment of rights of way.

16. All rights of way over or along any road footpath or other highway or portion thereof which shall under the provisions of this Act be stopped up and all rights of way over any of the lands which shall under the compulsory powers of this Act be purchased or acquired shall be and the same are hereby extinguished.

Road not to be stopped up till new road opened.

17. The portion of road which is by this Act authorised to be stopped up shall not be so stopped up unless and until the new road which is by this Act authorised to be substituted therefor is completed and opened to the public.

Provision as to repair of new road.

18. The new road to be made under the authority of this Act shall when made and completed from time to time be repaired and maintained by and at the expense of the same parties in the same manner and to the same extent as the road for which the same is substituted is now repaired or maintained :

If any question shall arise between the Company and such parties or any of them as to the due completion of the new road such question shall from time to time be determined by two justices on the application of either of the parties in difference and after not less than seven days notice to both parties of the sitting of such justices for the purpose and the certificate of such justices of the due completion of such new road shall be conclusive evidence of the fact so certified.

19. The Company and the parties having the charge management or control of the road a portion whereof shall under the provisions of this Act be stopped up may enter into and carry into effect agreements with reference to the construction or contribution towards the cost of the new road to be substituted therefor and with reference to any other matters relating thereto and if so agreed the Company may delegate to such parties as aforesaid the power of constructing such new road. .

A.D. 1882.
—
Agreements as to construction or contribution towards cost of new road.

20. Subject to the provisions of this Act and in addition to the other lands which they are by this Act authorised to acquire the Company may from time to time enter upon take use and appropriate for the general purposes of their undertaking and works connected therewith and for providing increased accommodation all or any of the lands following delineated on the deposited plans and described in the deposited books of reference relating thereto (that is to say) :

Power to Company to acquire additional lands for general purposes.

IN THE COUNTY OF GLAMORGAN :

Certain lands in the parish of Llandaff on the northern side of the Company's South Wales Railway and adjacent thereto except so much of the said lands as includes the roadway which joins the Leckwith Road near to the level crossing of the railway and passes in front of the houses in Stacey Terrace and a space adjoining and on the south-eastern side of such roadway of a width sufficient to admit of the roadway being widened to the extent of forty feet measured from the boundary wall or north-western side thereof :

Certain lands in the parish of Swansea on the northern side of the Company's Swansea and Neath Railway and adjacent thereto :

Certain lands in the parish of Llandilo Talybont on the northern side of the Llanelly Railway and adjacent thereto.

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

Period for compulsory purchase of lands.

22. Subject to the provisions of the Lands Clauses Consolidation Act 1845 and of the Lands Clauses Consolidation Acts Amendment Act 1860 and of this Act persons empowered to sell and convey or release lands may if they and the Company so agree grant any easement right or privilege (not being an easement of water) required for the purposes or under the powers of this Act in over or affecting any such lands and the provisions of the said Acts with respect to lands and rentcharges as far as the same are applicable in this

Power to owners to grant easements.

A.D. 1882. — behalf shall extend and apply to such grants and to such easements rights and privileges as aforesaid respectively.

Notice to be given of taking houses of labouring classes.

23. The Company in exercising the powers of this Act shall not less than eight weeks before they take in any parish fifteen houses or more occupied either wholly or partially by persons belonging to the labouring classes as tenants or lodgers, make known their intention to take the same by placards handbills or other general notice placed in public view upon or within a reasonable distance from such houses. And the Company shall not take any such houses until they have obtained the certificate of a justice that it has been proved to his satisfaction that the Company have so made known their intention.

Accommodation to be procured for persons of the labouring classes displaced.

24. Before displacing any person belonging to the labouring classes who may for the time being be the occupier of any such house or part of any such house as mentioned in the last preceding enactment the Company shall (unless they and such person otherwise agree) procure sufficient accommodation elsewhere for such person. Provided always that if any question shall arise as to the sufficiency of such accommodation the same shall be determined by a justice. And the Company may for the purpose of providing such accommodation appropriate any lands for the time being belonging to them respectively or which they respectively have power to acquire and for that purpose may purchase lands by agreement and may on such lands erect labouring-class dwellings and may let or otherwise dispose of such lands and premises and may apply to the purposes of this section or any of them any moneys they respectively may have already raised or are authorised to raise and which moneys if made applicable to any special purpose are not required for that purpose.

Classification table to be open to inspection and copies to be sold:

25. The book tables or other document in use for the time being containing the general classification of goods carried by goods or merchandise train on the railways of the Company shall during all reasonable hours be open to the inspection of any person without the payment of any fee at every station at which goods or merchandise are received for transmission and such book tables or other document as annually revised shall be kept on sale at the principal office of the Company at a price not exceeding one shilling:

Terminal charges (if any) to be specified on application.

The Company shall within one week after application in writing made to the secretary of the Company by any person interested in the carriage of any goods which have been or are intended to be carried over the railway render an account to the person so applying in which the charge made or claimed by the Company for the carriage of such goods shall be divided and the charge for con-

veyance over the railway shall be distinguished from the terminal charges (if any) and if any terminal charge is included in such account the nature and detail of the terminal expenses in respect of which it is made shall be specified :

A.D. 1882.

If the Company fail to comply with the provisions of this section they shall for each offence and in the case of a continuing offence for every day during which the offence continues be liable to a penalty not exceeding five pounds which penalty shall be recovered and applied in the same manner as penalties imposed by section 14 of the Regulation of Railways Act 1873.

36 & 37 Vict.
c. 48.

26. The scheduled agreement is hereby confirmed and made binding on the Torbay Company and the Company and shall be carried into full effect according to the true intent and meaning thereof.

Confirming
scheduled
agreement.

27. The transfer to the Company of the undertaking of the Torbay Company shall be evidenced by a deed of conveyance in which the consideration shall be fully set forth and such deed shall be duly stamped with the proper ad valorem stamp duty The Company shall produce such deed duly stamped as aforesaid to the Commissioners of Inland Revenue within three months from the date of vesting and in default of such production the ad valorem stamp duty with interest thereon at the rate of five pounds per centum per annum from the date of vesting to the day of payment shall be recoverable from the Company with full costs of suit and all costs and charges attending the same.

Transfer to
be evidenced
by deed.

28. In the event of the acquisition by or vesting in the Company under the provisions of this Act of the undertaking of the Torbay Company the Company may from time to time in addition to any other stock which they are by this or any other Act authorised to create and issue create and issue new debenture stock consolidated guaranteed consolidated preference or consolidated ordinary stock to such an amount as may be necessary for carrying the vesting into effect and for completing any portion of the undertaking of that company which may not at the time of the vesting be completed and the new stock so created and issued shall form part of the capital of the Company and rank pari passu with the existing stock of the Company of a similar description Provided always that the aggregate amount of capital authorised by this enactment to be raised shall not exceed the amount in this Act before referred to as the consideration for the acquisition or vesting of the undertaking of the Torbay Company in the Company and such further amount as may be required for giving effect to the other provisions of this section.

Power to
Company
to create
further
consolidated
ordinary
stock for
vesting.

A.D. 1882.
Transfer of
Torbay
undertaking.

29. From and after the date of transfer mentioned in the scheduled agreement the Torbay Company shall continue to exist only for the purpose of winding up the affairs of that company as provided by this Act and of otherwise carrying into effect the provisions of this Act and of the scheduled agreement and the Torbay undertaking shall subject to the provisions of this Act and of the scheduled agreement be transferred to and vested in the Company.

Torbay
Company
to wind up
their affairs.

30. Forthwith after the transfer the Torbay Company shall proceed to wind up their affairs and shall distribute and pay the moneys payable by the Company to them under the scheduled agreement in manner provided by that agreement.

Payments
into Court
by the
Torbay
Company.

31. Provided that where the Torbay Company are for twelve months after the period for the distribution of their net moneys unable after diligent inquiry to ascertain the person to whom any part thereof ought to be paid or who can give an effectual receipt for the same the Torbay Company may pay the same into the Chancery Division of the High Court of Justice under any Act from time to time in force for the relief of trustees and every such payment into court shall conclusively discharge the Torbay Company from all further liability with respect to the net moneys so paid and for the purposes of this Act shall be deemed payment thereof to a person absolutely entitled thereto and any person afterwards showing to the satisfaction of the Court that he is entitled thereto may obtain payment thereof out of court accordingly.

Dissolution
of Torbay
Company.

32. When all the debts liabilities and engagements of the Torbay Company are paid satisfied or discharged and their net moneys are distributed in accordance with this Act and the scheduled agreement and their affairs are wound up the Torbay Company shall be dissolved and wholly cease to exist.

Power to
Company
to raise
additional
capital.

33. The Company from time to time by the order of any general meeting of the Company may create and issue new shares or stock for such additional capital as they shall think necessary not exceeding two hundred thousand pounds exclusive of the other capital and other moneys which they are or may be authorised to create and issue by this Act or by any other Act or Acts of Parliament and the Company may create and issue such new shares or stock either wholly or partially as ordinary or wholly or partially as preferential shares or stock as they may think fit.

As to dis-
posal by
Company of
new shares
or stock.

34. Notwithstanding anything contained in Part II. of the Companies Clauses Act 1863 the Company may from time to time in issuing any portion of the additional capital by this Act authorised dispose of all or any of the shares or stock representing the same at

such times to such persons on such terms and conditions and in such manner as the directors think advantageous to the Company.

A.D. 1882.

35. If the Company after having created any new shares or stock under the provisions of this Act or any other Act or Acts of Parliament relating to the Company or to any company amalgamated therewith determine not to issue the whole of the shares or stock so created they may cancel the unissued shares or stock and may from time to time thereafter create and issue instead thereof other new shares or stock of an aggregate amount not exceeding the aggregate amount of the shares or stock so cancelled and in like manner the Company may create and issue new shares or stock in lieu of any new shares or stock which may have been issued and redeemed or in lieu of any certificate entitling the holder to be registered in respect of shares or stock.

Power to Company to cancel unissued shares or stock.

36. The Company shall not issue any share nor shall any share vest in the person accepting the same unless and until a sum not being less than one fifth of the amount of such share shall have been paid in respect thereof.

Shares not to be issued by Company until one-fifth part thereof paid.

37. Except as by or under the provisions of this Act otherwise provided the capital in new shares or stock created by the Company under this Act and the new shares or stock therein and the holders thereof respectively shall be entitled and subject to the same powers provisions liabilities rights privileges and incidents whatsoever in all respects as if that capital were part of the now existing capital of the Company and the new shares or stock were shares or stock in that capital :

Except as otherwise provided new shares or stock to be subject to the same incidents as other shares or stock of the Company.

The capital in new shares or stock so created shall form part of the capital of the Company.

38. Every person who becomes entitled to new shares or stock under this Act shall in respect of the same be a holder of shares or stock in the Company and shall be entitled to a dividend with the other holders of shares or stock of the same class or description proportioned to the whole amount from time to time paid on such new shares or stock.

Dividends on new shares or stock of the Company.

39. 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.

Restriction as to votes in respect of preferential shares or stock of the Company.

40. Subject to the provisions of any Act already passed by which the Company are authorised to create new shares or stock not already issued and to the provisions of this Act and any other Act passed in the present session of Parliament whether before or

New shares or stock of the Company raised under this Act and any other

A.D. 1882.

Act of present session may be of same class.

after the passing of this Act by which the Company may be authorised to create and issue capital by new shares or stock the Company may if they think fit create and issue new shares or stock of one and the same class for all or any part of the aggregate capital which they are by such other Act and this Act respectively authorised to create and issue by the creation and issue of new shares or stock.

Power to Company to borrow.

41. The Company may in respect of the additional capital of two hundred thousand pounds which they are by this Act authorised to create and issue from time to time borrow on mortgage any sum not exceeding in the whole sixty-six thousand pounds but no part thereof shall be borrowed until shares for so much of the said capital as is to be created by means of shares are issued and accepted and one half of such capital is paid up and the Company have proved to the justice who is to certify under the fortieth section of the Companies Clauses Consolidation Act 1845 before he so certifies that shares for the whole of that capital have been issued and accepted and that one half of that capital has been paid up and that not less than one-fifth part of the amount of each separate share in that capital has been paid on account thereof before or at the time of the issue or acceptance thereof and until stock for one half of so much of the said additional capital as is to be created by means of stock is fully paid up and the Company have proved to such justice as aforesaid before he so certifies that such shares or stock as the case may be were issued and accepted and paid up bonâ fide and are held by the persons or corporations to whom the same were issued or their executors administrators successors or assigns and also so far as the said capital is raised by shares that such persons or corporations or their executors administrators successors or assigns are legally liable for the same And upon production to such justice of the books of the Company and of such other evidence as he shall think sufficient he shall grant a certificate that the proof aforesaid has been given which certificate shall be sufficient evidence thereof.

Company may issue debenture stock.

42. The Company may subject to the provisions of their special Acts and of Part III. of the Companies Clauses Act 1863 create and issue debenture stock But notwithstanding anything therein contained the interest of all debenture stock at any time after the passing of this Act created and issued by the Company shall rank pari passu with the interest of all mortgages at any time after the passing of this Act granted by the Company and shall have priority over all principal moneys secured by mortgages granted after the passing of this Act.

43. Notwithstanding anything in this Act contained no person or corporation shall become entitled under this Act to any fractional part of a pound of stock of any denomination (including debenture stock) in the capital of the Company but in every case in which any such person or corporation would but for this enactment have become entitled to a fractional part of a pound of any such stock the Company may at their option receive from such person or corporation such a further sum in cash as will make up an even pound or pay to such person or corporation in cash the amount of such fractional part And the Company shall not be bound at any time or under any circumstances to register in their books any person or corporation as the holder or holders of a fractional part of a pound of any such stock.

A.D. 1882.

As to fractional parts of a pound of stock.

44. All moneys raised by the Company under this Act whether by shares stock debenture stock or borrowing shall unless otherwise provided by this Act be applied to the purposes of this Act and subject thereto to the general purposes of the undertaking of the Company to which capital is properly applicable and to no other purpose whatever.

Application of moneys raised by Company.

45. The Company may from time to time apply to all or any of the purposes of this Act any moneys from time to time raised by them and which are not by any of the Acts relating to the Company made applicable to any special purpose or which being so made applicable are not required for the special purpose and the Company may from time to time for the general purposes of their undertaking and for the more efficient working of their traffic issue any shares or stocks which under the authority of any Act passed prior to the present session of Parliament the Company may have created or may hereafter create but which are not or may not be required for the special purposes for which such shares or stocks respectively were authorised to be created provided that all moneys raised by the issue of such shares or stock shall be applied only to purposes to which capital is properly applicable.

Power to Company to apply surplus moneys to purposes of this Act.

46. All mortgages or bonds granted before the passing of this Act by the Company or by or in the name of any company whose undertaking is under the powers of this Act or of any prior Act of Parliament purchased by or amalgamated with or vested in the undertaking of the Company shall during the continuance of such mortgages or bonds and subject to the provisions of the Acts under which such mortgages and bonds were respectively granted have priority over all mortgages granted after the passing of this Act by the Company but nothing in this section contained shall affect any

Mortgages already granted to have priority.

[Ch. cxlviii.] *Great Western Railway (No. 2)* [45 & 46 Vict.]
Act, 1882.

A.D. 1882.

priority of the interest of any debenture stock at any time created and issued by the Company.

Interest not to be paid on calls paid up.

47. The Company shall not out of any money by this Act authorised to be raised by them pay interest or dividend to any shareholder on the amount of the calls made in respect of the shares held by him but nothing in this Act shall prevent the 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.

48. The Company shall not out of any money by this Act authorised to be raised pay or deposit any sum which by any standing order of either House of Parliament now or hereafter in force may be required to be deposited in respect of any application to Parliament for the purpose of obtaining an Act authorising them to construct any other railway or to execute any other work or undertaking.

Provision as to general railway Acts.

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

Costs of Act.

50. 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.

A.D. 1882.

THIS AGREEMENT made the nineteenth day of May one thousand eight hundred and eighty-two Between the Torbay and Brixham Railway Company (herein-after called "the Torbay Company") of the one part and the Great Western Railway Company (herein-after called "the Great Western Company") of the other part.

WHEREAS by the Torbay and Brixham Railway Act 1864 the Torbay Company were incorporated and were authorised to make a railway commencing by a junction with the Dartmouth and Torbay Railway in the parish of Churston-Ferrers in the county of Devon by a junction with the siding of the Dartmouth and Torbay Railway at the eastern end of the platform of the Brixham Road Station of that railway and terminating in the parish of Brixham in the said county near to the southern end of Furzeham Common And also a tramway wholly situate in the said parish of Brixham in the said county commencing by a junction with the said railway herein-before described at or near the termination thereof and terminating in the north-east corner of Furzeham Common aforesaid subject to the powers provisoes authorities and conditions in the said Act contained concerning the same And whereas the said railway has long since been completed and also a continuation of the same which was substituted for the said tramway and the same with their appurtenances have long since been opened for the use of the public And whereas by the Torbay and Brixham Railway Act 1875 certain additional powers were conferred upon the Torbay Company with reference to the change of gauge and raising of capital and other matters which are not now material to these presents And whereas the Great Western Company have agreed to purchase the undertaking of the Torbay Company for the consideration and upon the terms and conditions herein-after set forth and in pursuance of the said agreement a Bill has been introduced into Parliament in the present session by the Great Western Company with the object (inter alia) of obtaining the necessary powers for carrying the said sale into effect Now it is hereby agreed and declared by and between the parties hereto as follows:—

1. The Torbay Company shall sell to the Great Western Company and the Great Western Company shall purchase as soon as the necessary powers shall have been obtained from Parliament for the purpose the entire undertaking of the Torbay Company including therein their property both real and personal their rolling stock stores and materials and all the powers authorities privileges exemptions and all other rights and interests of the Torbay Company except the money in the hands of or due to the said Torbay Company at the price or sum of twelve thousand pounds and all the rights and liabilities of the Torbay Company under an indenture dated the fifth day of June one thousand eight hundred and eighty and made between Isabella Susanna Reed and Charles Langley of the first part Arthur Hill Wolston of the second part Thomas Andrew of the

A.D. 1882.

third part and the Torbay Company of the fourth part being a grant of certain lands and an aqueduct and machinery and certain water rights therein referred to in consideration of the rent reserved and the conditions contained therein subject to the provisoes and conditions herein-after contained.

2. The purchase money shall be paid by the Great Western Company on or before the first day of January or first day of July immediately succeeding to the day when the Royal assent shall have been given to the said Bill above referred to (whichever of the said two dates shall first arrive).

3. Upon the completion of the purchase and the payment of the purchase money the Torbay Company shall put the Great Western Company in possession of their said property and undertaking and the Great Western Company shall take over the same and shall thereupon assume the control and working of the line and shall undertake all responsibility and liabilities that may result therefrom as from the date of such possession and shall as from the same date be entitled to all receipts and income arising from the working of the line as aforesaid. The Torbay Company are to work their undertaking take the receipts and pay all outgoings and also to pay and discharge all debts and liabilities including their debenture debt incurred or to be incurred up to the same date.

4. The Torbay Company shall at the time of their giving the Great Western Company possession as aforesaid hand over to that Company all conveyances deeds agreements and documents of title relating to land purchases by or otherwise in any way affecting the undertaking of the Torbay Company and also their common seal.

5. The Torbay Company shall not from the date hereof incur any new liability except for ordinary working expenses without the consent in writing of the Great Western Company nor shall they do or consent to anything which shall injuriously affect the value of the undertaking to the Great Western Company and shall maintain the undertaking in as equally an efficient condition as at present.

6. The sum of one thousand pounds part of the purchase money shall be invested in Consols or some other security to be approved by the Great Western Company in the names of Robert Taylor Campion of Exeter solicitor and Frederick George Saunders of Paddington in the county of Middlesex Esquire who shall hold the same upon trust first to indemnify thereout the Great Western Company against any just claims or demands that may be made upon them by any persons having or legally claiming any estate right title or interest in or to any of the lands which have been taken by the Torbay Company for the purpose of their undertaking in respect of any outstanding interest or estate in such lands which may not have been properly acquired by or conveyed or released to the Torbay Company at the time when such lands were so taken by them as aforesaid or any other claim or liability of the Torbay Company incurred prior to the completion of the said purchase which notwithstanding the covenant on the part of the Torbay Company herein contained to pay and discharge such liabilities the Great Western Company may legally be called upon or required to pay and all costs charges and expenses in relation to any such claim or liability as aforesaid provided that such indemnity shall not extend to any claim for costs payable under or pursuant to the eightieth section of the Lands Clauses Consolidation Act 1845 which would equally have been

incurred by the Torbay Company had the conveyances of the lands in respect of which such costs may be payable been complete and regular in the first instance And secondly upon trust until such payments by way of indemnity as aforesaid (if any) shall have exhausted the said sum of one thousand pounds to pay the interest arising from such sum or so much thereof as shall not have been exhausted as aforesaid half-yearly unto Mary Ann Ellis of 67 Ladbrooke Grove Road North Kensington in the county of Middlesex and Arthur Hill Wolston of Heavitree in the county of Devon Esquire in equal shares until the event in the next Article mentioned. A.D. 1882.

7. Upon the expiration of ten years from the delivery to the Great Western Company of possession as aforesaid the said Robert Taylor Campion and Frederick George Saunders shall pay or transfer the said sum of one thousand pounds and the securities upon which the same sum may be invested and any interest then due thereon or so much thereof as shall not have been exhausted as aforesaid to the said Mary Ann Ellis and Arthur Hill Wolston in equal moieties for their absolute use and benefit.

7A. In case for any reason it shall be necessary or expedient to appoint a new trustee in the place of either of them the said Robert Taylor Campion or the said Frederick George Saunders the power to make such appointment from time to time shall in the case of a successor to the said Robert Taylor Campion be vested in the said Mary Ann Ellis and Arthur Hill Wolston or their respective executors or administrators or in case of a successor to the said Frederick George Saunders in the Great Western Company.

8. The balance of the said purchase money of twelve thousand pounds shall be appropriated by the directors of the Torbay Company amongst the creditors and debenture and shareholders of the Torbay Company in the following order and proportions :

- (a) The debts and liabilities of the Torbay Company other than the debenture debt shall be paid thereout in full :
- (b) Out of the balance which may remain after payment of the debts and liabilities in the last sub-section mentioned the debenture debt of the Torbay Company and the arrears of interest thereupon shall be paid in full but in the payment of the said debenture debt the said sum of one thousand pounds to be invested and dealt with as aforesaid shall be accepted by the said Mary Ann Ellis and Arthur Hill Wolston in part payment of the debentures held by them respectively.
- (c) One thousand three hundred and fifty pounds out of the residue shall be divided amongst the ordinary shareholders of the Torbay Company :
- (d) The balance remaining after the three payments aforesaid shall be divided amongst the preference shareholders of the Torbay Company :
- (e) The Great Western Company shall not be liable to see to the application of the said sum of twelve thousand pounds purchase money.

9. The Great Western Company will do all in their power at their own expense to ensure the passing of the said Bill conferring upon them the necessary powers for the completion of the purchase of the undertaking of the Torbay Company in the present session of Parliament and will if possible procure this agreement to be scheduled thereto.

10. Should any dispute or difference arise between the parties hereto with reference to the construction of this agreement or any act or thing to be done in

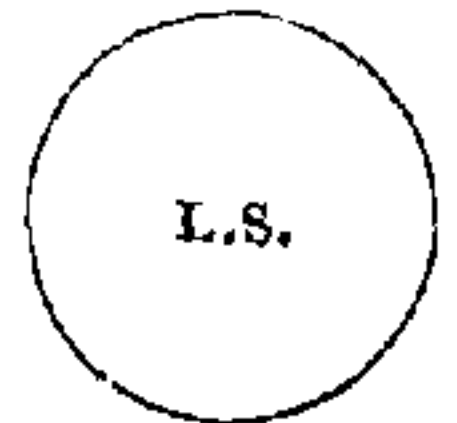
[Ch. cxlviii.] *Great Western Railway (No. 2)* [45 & 46 VICT.]
Act 1882.

A.D. 1882. — pursuance thereof or anywise in relation to this agreement the same shall be referred to the decision of two arbitrators one to be chosen by each party or their umpire to be appointed by them before entering upon the consideration of the matters referred to therein And such reference and arbitration shall be in all respects in conformity with the provisions of the Railway Companies Arbitration Act 1859 or any subsequent statutory modification thereof.

In witness whereof the Torbay and Brixham Railway Company and the Great Western Railway Company have hereunto respectively caused their common seals to be affixed the day and year first above written.

The seal of the Torbay and Brixham Railway Company was affixed hereto this nineteenth day of May one thousand eight hundred and eighty-two in the presence of

JOHN DAW,
Chairman.



CHARLES ASHFORD,
Secretary to the said Company.

The common seal of the Great Western Railway Company }
was hereunto affixed in the presence of

G. COTTMAN,
Asst. Sec.

